



By-Law No. 1

A by-law relating generally to the conduct of the affairs of
ONTARIO PAINT HORSE CLUB
(the "Corporation")

Chartered since 1971

Revised August 24, 2019

Revised ??, 2020

TABLE OF CONTENTS

SECTION 1.	General.....	1
1.01	Definitions.....	1
1.02	Interpretation	1
1.03	Execution of Documents	1
1.04	Financial year end.....	1
1.05	Banking Arrangements.....	2
SECTION 2.	TITLE.....	2
SECTION 3.	Purpose and Location	2
3.01	Purpose	2
3.02	Location.....	2
SECTION 4.	Membership.....	2
4.01	Qualification.....	2
4.02	Term	2
4.03	Classification	3
4.04	Voting	3
4.05	Dues	3
4.06	Discipline of Members.....	3
SECTION 5.	Meetings.....	4
5.01	Persons Entitled to be Present.....	4
5.02	Chair of the Meeting	4
5.03	Rules of Order	4
5.04	Quorum	4
5.05	Votes to Govern	4
5.06	Proper Notice	5
5.07	Annual General Meeting	5
5.08	Board of Directors Meetings.....	5
5.09	Nomination Meeting	5
5.10	Additional Meetings.....	5
5.11	Special Meetings.....	5
5.12	Omissions and Errors.....	5
SECTION 6.	Elections.....	6
6.01	Nomination Procedure	6
6.02	Nominees	6
6.03	Voting	6
SECTION 7.	Officers and directors	7
7.01	Term	7
7.02	Qualification.....	7
7.03	Obligations	7
7.04	Protection of Officers and Directors	8
7.05	Duties of the Officers and directors.....	8
7.06	Board of Directors Meetings.....	9
SECTION 8.	Amendments	9
SECTION 9.	Committees and Chairpersons.....	10
9.01	Chairperson Duties and Functions.....	10

SECTION 10.	Indemnification	10
SECTION 11.	Dissolution.....	10
SECTION 12.	Effective Date	10

BE IT ENACTED as a by-law of the Corporation as follows:

In any conflict between the By-Laws of the OPHC and the Rules and By-Laws of the APHA, the APHA rule will govern.

SECTION 1. GENERAL

1.01 DEFINITIONS

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

- a) "Act" means the *Canadian Not-for-profit Corporations Act S.C. 2009, c.23* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "APHA" means the American Paint Horse Association;
- c) "OPHC" and "Corporation" means the Ontario Paint Horse Club;
- d) "Board" means the Board of the Corporation and "Director" means a member of the Board;
- e) "Member in good standing" is the status assigned to a member when he or she has remained current on organization dues and payments;
- f) "Province" means the Province of Ontario; and,
- g) "Simple majority" means greater than fifty percent (50%).

1.02 INTERPRETATION

In the interpretation of the By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

1.03 EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.04 FINANCIAL YEAR END

The financial year end of the Corporation shall be December 31st.

1.05 BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

SECTION 2. TITLE

This Corporation shall be known as the Ontario Paint Horse Club, hereinafter referred to as OPHC, and shall be conducted as a non-profit association in accordance with the laws of the Province of Ontario.

SECTION 3. PURPOSE AND LOCATION

3.01 PURPOSE

- a) To function as an affiliate of the American Paint Horse Association, Inc., hereinafter referred to as APHA;
- b) To support activities of the APHA and those of other APHA affiliates when such activities are in the best interest of the OPHC;
- c) To promote and stimulate interest in the American Paint Horse breed, hereinafter referred to as Paint horses, by encouraging Paint horse ownership, exhibition, pleasure riding and breeding for conformation and ability; and,
- d) To promote the general welfare of horses, regardless of breed or registry.

3.02 LOCATION

The location of the OPHC shall be the entire Province of Ontario. The principal place of business shall be the address of the incumbent Secretary. OPHC may conduct business at any location convenient to such members or officers as may be participating.

The principal office of OPHC shall be the same as the mailing address of the incumbent Secretary. If required, the Board of Directors may designate additional offices within the Province.

SECTION 4. MEMBERSHIP

4.01 QUALIFICATION

Any person, regardless of place of residence, who has an interest in the purposes for which OPHC has been organized, shall be eligible for membership.

4.02 TERM

Membership shall be on an annual basis from January 1st through December 31st. Memberships begin on the day a signed membership form, with payment in full, is received by the Chair of the Membership Committee or the OPHC-approved Show Secretary.

4.03 CLASSIFICATION

Membership may be on an individual, family, youth or lifetime basis.

Individual membership is available to anyone aged 19 years or older as of January 1st.

Family membership is available to family units of up to two (2) adults living in the same household and any number of children, aged 18 or under as of January 1st, for which one (1) or more of the adults are legal guardians on a full or part time basis.

Youth membership is available to anyone aged 18 years or younger as of January 1st.

Lifetime memberships are not for sale but shall be awarded, at the discretion of the Board, to members who have given outstanding service to the OPHC.

4.04 VOTING

Each individual member duly recorded and recognized in good standing shall be entitled to one (1) vote.

Each adult included in a family membership duly recorded and recognized in good standing shall be entitled to one (1) vote.

Each lifetime member duly recorded and recognized in good standing shall be entitled to one (1) vote.

Youth members are not entitled to vote.

4.05 DUES

Membership, regardless of classification, will be recorded and recognized upon payment of a fee determined by OPHC. Only members whose dues are current will be considered members in good standing.

4.06 DISCIPLINE OF MEMBERS

The Board shall have authority to suspend or expel any member from the OPHC for any one or more of the following grounds:

- a) Violating any provision of the articles, By-Laws, or written policies of the OPHC or APHA;
- b) Engaging in any business or activity in the name of, or on behalf of, directly or indirectly, the OPHC, without consent of the Board;
- c) Carrying out any conduct which may be detrimental to the OPHC as determined by the Board in its sole discretion;
- d) Failure to maintain membership in good standing; or,
- e) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the OPHC.

Anyone suspended by APHA is also suspended by OPHC, without appeal.

Each applicant, upon becoming a member shall agree to be bound by the Constitution and all rules, regulations and policies of OPHC, including those of committees.

In the event that the Board determines that there may be grounds for a member to be disciplined by the OPHC, the procedure described in the *APHA General Rules and Regulations, Rule GR-070*, or equivalent, where the President shall assume the role described as the APHA Executive Director.

Any member who is suspended shall be denied all privileges and all awards and points accumulated shall be dissolved. Where any member who is named on a Family membership is suspended, all other persons named on such membership shall also be considered suspended.

A suspension list shall be created and published to record disciplinary action of OPHC members.

SECTION 5. MEETINGS

5.01 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and such other persons who are entitled or required under any provision of the Act, articles or By-Laws of the OPHC to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.

5.02 CHAIR OF THE MEETING

In the event that the President and Vice President of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.03 RULES OF ORDER

Business at all OPHC meetings will be conducted in accordance with *Robert's Rules of Order* and follow an established agenda.

5.04 QUORUM

At any general membership meeting, except the Annual General Meeting (AGM), a quorum will be constituted by one third of the eligible voting members as determined by the Chair of the Membership Committee of the Board and a simple majority of the elected Directors.

At the Annual General Meeting (AGM), a quorum will be constituted by one third of the eligible voting members as determined by the Chair of the Membership Committee of the Board.

At any Board of Directors meeting, a quorum will be constituted by sixty percent (60%) or more of the elected Officers and Directors.

No business shall be conducted without a quorum being present, with the exception of adjourning the meeting until such time as a quorum is present.

5.05 VOTES TO GOVERN

At any meeting of members, every question shall, unless otherwise provided by the articles or By-Laws or the Act, be determined by a majority of the votes cast on the question. In the event of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall cast the deciding vote.

Absentee or vote by proxy shall not be allowed at any meeting of the OPHC. Voting will be done by a show of hands or by a ballot or by electronic voting.

5.06 PROPER NOTICE

Notice, including the date, time and place, of all general membership meetings shall be published in all official OPHC news outlets, printed or electronic, not less than 40 days prior to the date of such meeting. In the absence of publication in all official OPHC news outlets, a notice stating the date, time and place of such meeting must be sent to every member in good standing at their last recorded email or home address not less than 40 days prior to the date of such meeting.

5.07 ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) of the OPHC must be held after the completion of the last show of the year and prior to March 1st of the following year.

5.08 BOARD OF DIRECTORS MEETINGS

Board of Directors meetings will be held at the discretion of the Board. Such meetings will be conducted as face to face meetings or via electronic means, whichever is reasonable and convenient.

5.09 NOMINATION MEETING

A Nomination Meeting will be held at the last show of each year or time deemed suitable by the Board. At such meeting, the first order of business shall be the report of the Nomination Committee of the person(s) proposed by the Nomination Committee for the ensuing year for positions on the Board followed by a call for nominations from the floor.

5.10 ADDITIONAL MEETINGS

Additional general membership meetings for the purpose of transacting OPHC business may be called at any time at the discretion of the Board,

5.11 SPECIAL MEETINGS

Special meetings may be called by any member in good standing provided proper notice is made available to the membership not less than 40 days prior to the date of such meeting. No business other than that specified in the notice may be transacted without unanimous consent of all present at such meeting.

5.12 OMISSIONS AND ERRORS

The accidental omission to give any notice to any member, Director, Officer, or member of a committee of the Board, or the non-receipt of any notice by any such person where the OPHC has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 6. ELECTIONS

6.01 NOMINATION PROCEDURE

At least four (4) weeks prior to the Nomination Meeting, the Board shall appoint a Nominating Committee Chairperson. The Nominating Committee Chairperson shall form a committee consisting of at least two (2) members.

At the Nomination Meeting, the Nomination Committee Chairperson shall present to the membership the committee's selection of candidates for election. Having completed this order of business, the Nomination Committee Chairperson shall call for nominations from the floor.

Nominations must be received in written format and must be signed by the nominee.

Nominations will be accepted in person, by regular mail or by email, by any member of the incumbent Board of Directors.

The Nomination Committee must provide a written response to all nominees confirming their consent to the nomination. No election or appointment of any Director is in effect without his/her consent given in person at the Nomination Meeting or given in writing by the close of nominations.

All nominations shall be submitted to the Nominating Committee no later than October 21st.

6.02 NOMINEES

At the time of nomination, all persons nominated for positions on the Board must be residents of the Province of Ontario, be 19 years of age or older as of January 1st, be members in good standing with OPHC, and have held a valid membership with OPHC in the year prior to the year in which they are nominated.

All nominees must be willing to accept the responsibility of a position on the Board.

6.03 VOTING

The Nomination Committee shall prepare a physical or electronic ballot, listing each nominee for the Board.

In event that all positions are filled by acclamation, the distribution of ballots will be deemed unnecessary by the Nominating Committee and this decision shall be communicated in writing to the incumbent Board of Directors.

Voting may be conducted using physical ballots or via electronic means.

Voting information will be made available to all OPHC members in good standing no later than November 4th.

If a physical ballot is used, ballots will be sent by regular mail to each member in good standing along with a postage paid, self-addressed envelope to return the ballot. Physical ballots shall be submitted by mail. All voting will close no later than November 21st.

Directors will be elected by a simple majority vote of all OPHC members in good standing.

SECTION 7. OFFICERS AND DIRECTORS

The Officers of the OPHC will consist of the following:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

There will be a maximum of ten (10) Directors.

There shall not be less than two (2) persons elected each year to compose a Board of not less than four (4) members.

7.01 TERM

All Officers and Directors shall serve a two (2) year term.

Directors shall hold office as of January 1st of the first year of their term and ending on December 31st of the second year of their term unless an election is not held until after December 31st, in which case they shall continue in their position for a period not to exceed sixty (60) days during which time an election must be called by the incumbent Board.

7.02 QUALIFICATION

All Officers and Directors of the OPHC shall be residents of the Province of Ontario, be at least 19 years of age or older as of January 1st and be members in good standing of the OPHC at the time of their nomination and election and throughout their term of office.

Any person who ceases to be a resident of the Province of Ontario shall forfeit his/her position on the Board.

7.03 OBLIGATIONS

OPHC Officers will be elected by the OPHC Board at the first Board of Directors Meeting. The Officers will serve for two (2) years or the remainder of their two (2) year term on the Board, whichever is less.

Any Officer or Director that misses three (3) or more meetings may be asked to forfeit their position on the Board.

Any Officer or Director may resign their position upon giving notice thereof in writing to the OPHC President. Such resignation will become effective in accordance with its terms or upon acceptance by the Board.

In the event that an OPHC Board Member is not able to fulfil his/her obligations:

- a) A Special Election may be held for the purpose of electing a new Director; or,
- b) The President may then appoint someone else with the approval of the voting majority of the Executive.

7.04 PROTECTION OF OFFICERS AND DIRECTORS

No Director or Officer shall be liable for the acts, receipts, neglect or default of any other Directors or Officers, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the OPHC shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relation thereto unless the same shall happen through his/her own dishonesty.

7.05 DUTIES OF THE OFFICERS AND DIRECTORS

The management of the affairs, property, business and control of policy is vested in the OPHC Executive.

President

The President shall be the Chief Executive Officer of the OPHC and shall have general supervision of the affairs of the OPHC, subject to the direction of the Board of Directors, and shall preside at all meetings of the members and the Board of Directors. At the AGM, the President shall submit to the membership an annual report detailing the status of the OPHC and its activities during the previous year.

The President shall not be entitled to a vote at any meeting of the OPHC except when an equivalency of votes occurs. In this event, the President, when acting as chair of the meeting, shall have the casting vote.

The President shall have such other and further duties and authority as may be prescribed elsewhere in these By-Laws or from time to time by the Board.

Vice-President

The Vice-President shall, in the absence, disability, or inability of the President, to act, perform the duties or exercise the powers of the President, shall perform such duties as the President shall from time to time prescribe.

Secretary

The Secretary shall attend all meetings of the members and the Board of Directors, and shall record or cause to be recorded, all votes taken and the minutes of all proceedings in a minute book/electronic book of the OPHC, to be kept for that purpose. The Secretary shall perform like duties for the committees when requested by such committees to do so.

The Secretary shall have the principal responsibility to give, or cause to be given, notice of all meetings of the Board of Directors and members in written format (email, facsimile, mailed), but this shall not lessen the authority of others to join to give such notice as provided by these By-Laws.

Treasurer

The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the OPHC, and shall keep or cause to be kept, a full and accurate account of all receipts and disbursements in books, or electronic books, belonging to the OPHC. The Treasurer shall keep, or cause to be kept, all other books of account and shall deposit or cause to be deposited, all monies and other valuable effects in the name and to the credit of the OPHC in such depositories as may be designated by the executive.

The Treasurer shall co-ordinate the collection of the dues of members and shall disburse, or cause to be disbursed, the funds of the OPHC as may be ordered to authorize generally by a Director or Officer, whenever requested, an account of all transactions as Treasurer and of those under the Treasurer's jurisdiction. In addition, the Treasurer shall make an annual report to the membership.

Immediate Past President

The Past President shall serve as historian of the OPHC and shall have and perform such other duties, authorities and responsibilities as may be prescribed from time to time by the Board or President. This position shall be an honorary one year non-voting term.

Directors

Directors shall manage the business of the OPHC in accordance with these By-Laws, the Constitution of the APHA and the best interest of the OPHC membership and American Paint Horse breed.

7.06 BOARD OF DIRECTORS MEETINGS

The President shall call a meeting of the Board of Directors whenever pending business warrants it or upon the request of two (2) members of the Board of Directors. Meeting dates must never exceed three (3) months separation.

The Secretary shall give seven (7) days written notice of every meeting to all Executive, but such notice may be waived by any member.

The Board of Directors shall have the capacity to have a regular meeting by means of any communication method provided that 60% of the Officers and Directors may participate and clearly hear each other. Any Officer or Director participating in meetings by any method pursuant to this Article shall be deemed to be present in person at the meeting for the purpose of these By-Laws. All persons participating remotely must declare their presence to the Board of Directors.

Any resolution or notice of motion affecting OPHC policy, monetary issues or committee structure changes or and deputations to be presented to the Board of Directors must be provided to the Secretary at least two (2) weeks prior to the next regular meeting of the Board of Directors so it can be distributed to the Board of Directors prior to the meeting.

Prior to the conduct of any OPHC business at the first meeting of each year, each OPHC Director will complete and sign a Statement of Confidentiality.

SECTION 8. AMENDMENTS

These By-Laws may be amended:

- a) At the Annual General Meeting by a vote of the members present where notice of the proposed amendment has been given in writing forty (40) days prior to the AGM to the Secretary of the Board who, in turn, must include said amendment in the meeting notice; or,
- b) At a special meeting by a majority vote of a quorum. For this purpose a quorum shall be considered to be two thirds of the full members of the OPHC in good standing.

Any proposed amendment shall require the signature of one member in good standing and must be seconded at the time of the special or annual meeting.

SECTION 9. COMMITTEES AND CHAIRPERSONS

Committee Chairpersons shall be appointed by the OPHC President with the approval of the Board. A committee must consist of no less than two (2) people.

The Board shall determine the number, assignment, definition, scope, preparation and the deadlines for all committees.

9.01 CHAIRPERSON DUTIES AND FUNCTIONS

The Chairperson of each committee shall submit a report to the Board of Directors at least one month prior to the annual meeting.

The Chairperson of each committee may appoint such sub-committees as are deemed necessary to implement the work of the committee.

The Chairperson of each committee shall review and recommend various budgets and expenditures that may be submitted to the Board for approval in the name of his or her committee. Budgets shall be submitted in writing to the Board by each committee at the second Board of Directors meeting of each calendar year.

SECTION 10. INDEMNIFICATION

Each Officer, Director and committee member of the OPHC shall be indemnified by the OPHC against all costs, expenses, and liabilities reasonably to which he/she may be made a party by reason of his/her being or having been a Director, Officer or committee member of the OPHC, except in relation to matters which shall have been occasioned by the wilful misconduct or dishonesty of such Officer, Director or committee member. The foregoing right to indemnification shall cover amounts paid in settlements of any such action, suit or proceeding when such settlements appear to be in the interest of right to which such Officer, Director or committee member may be entitled as a matter of law.

SECTION 11. DISSOLUTION

Upon dissolution of the corporation, the Board shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation such manner, or to such organization or organizations organized and operated exclusively for agricultural purposes as shall at the time qualify as exempt organization or organizations under the Revenue Canada Act, as Board of Directors shall determine. The American Paint Horse Association, Fort Worth, Texas is to be given first consideration.

SECTION 12. EFFECTIVE DATE

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the __day of _____, 20____ and confirmed by the members of the Corporation by special resolution on the __day of _____, 20_____.

Dated as of the __day of _____, 20_____.

[Indicate name of director/officer]