

# Manitoba Trail Riding Club (MTRC), Inc. BY-LAWS

## By-Law #1

Be it enacted and it is hereby enacted as a By-Law of Manitoba Trail Riding Club, Inc. (hereinafter called the "Association") as follows:

### 1. OBJECTIVES

The objectives of the Association shall be:

- a. To encourage, enhance and promote equine trail events that are competitive in nature.
- b. To foster, encourage and hold social functions for the enjoyment of the members;
- c. To raise funds for worthy causes.

### 2. REGISTERED OFFICE

The registered Office of the Association shall be Box 1911, 63 Ridge Road, Stonewall, MB, R0C 2Z0.

### 3. SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

### 4. MEMBERSHIP

#### a. Application

- i. Membership shall be open to any person who is interested in furthering the objects of the Association, subject to provisions hereinafter set forth.
- ii. All applications for membership shall be reviewed by the Board of Directors who shall have the authority to accept or reject any particular application, provided that no application shall be arbitrarily rejected.
- iii. Membership shall be divided into the following classifications:
  - A. Individual
  - B. Family
  - C. Associate Individual: being any person who has not attained the full age of 16 years at the date of approval of membership
- iv. Each membership shall expire on the 31st day of December, unless it shall have been renewed by payment of the annual membership fee from time to time fixed by the Board of Directors.
- v. The Board of Directors shall, by ordinary resolution, fix the annual fee to be charged for membership in the Association.
- vi. No person shall be required to own or have the care and control of a horse to be eligible for membership.

#### b. Cancellation or Revocation

- i. Any member may cease to be a member at any time by written notice delivered personally or mailed to the head office of the Association.
- ii. A majority of the Board of Directors present at any meeting may cancel the membership of any member for cause, subject to approval of a majority of the members at a special meeting held for that purpose, within 30 days from the date of the cancellation, provided that:

- A. All rights and privileges attached to membership shall be suspended from the date of cancellation by the Board of Directors to the date of said special meeting,
  - B. That in the event such special meeting is not held within the time limited or the cancellation is not approved by a majority of the members present at such meeting, full membership privileges shall be reinstated.
  - C. No member whose membership has been cancelled for cause by the Board of Directors hereunder during any one calendar year, with respect to whom a special meeting validating the cancellation was not held within the time limited or with respect to whom a majority of members at the special meeting held for that purpose failed to approve the cancellation, shall be subject to a further cancellation by the Board of Directors for the same cause within the same calendar year.
- iii. A majority of members may, by a resolution passed at the general meeting of members or any special meeting of members held for that purpose, direct the Board of Directors to cancel the membership of any other member for cause and the Board of Directors shall cancel such membership subject to approval of a majority of the members at a special meeting held in accordance with paragraph 4.b.ii. hereof.
  - iv. Any member subjected to the cancellation proceedings hereunder shall be entitled to appear with counsel at the meeting of the Board of Directors or at the special meeting of members held for the purpose of considering or approving such cancellation, provided that the failure of such member to appear shall not invalidate any decision or direction derived from such meeting.
  - v. Membership shall be cancelled by the death of the member or in the case of a family membership by the death of all of the members of the family.
- c. Definitions:

"Member in good standing" shall, for all purposes of the association, be any person who has paid their membership dues in full for the current year, and shall include an individual member, a family member, or an associate member.

"Family member" shall include up to two adults and any children living as a family and normally sharing a common residence.

## 5. VOTING

Members in good standing shall be eligible to vote on the following basis:

- a. Each Individual member in good standing shall be entitled to one vote.
- b. Family memberships entitle the family to select up to two (2) members over the age of 16 who will each be entitled to one vote.
- c. Associate members shall not be entitled to vote unless they have attained the full age of 16 years subsequent to issuance of membership but prior to the meeting at which the right to exercise a vote is sought, and have paid any additional membership fee required to convert associate membership to individual membership.
- d. In accordance with the bylaws of the Manitoba Incorporations Act - there shall be NO voting by Proxy.

## 6. FISCAL YEAR

The fiscal year of the Association shall terminate on the 31st day of December, in each year or on such other date as the Directors may by resolution determine.

## 7. MEETINGS

- a. The originating meeting shall be the first annual meeting; on a day named by the Board of Directors and 21 days notice of such meeting shall be given to every member of the Association.

- b. The Board of Directors or 5% of the members of the Association may requisition the Directors to call a general meeting for any purposes stated in the requisition. It shall be the responsibility of the Board of Directors to ensure that 21 days notice of such meetings shall be given to every member of the Association.
- c. Every notice of the general meeting shall state the nature and the business of the meeting.
- d. Questions arising at any meeting of the Association shall be decided by a majority of votes. In case of an equality of votes, the chairperson shall call a second vote. In the event the second vote results in an equality of votes the resolution shall be lost
- e. The Quorum for transaction of business at any general meeting of the Association shall be either ten voting members or 25% of the paid-up voting membership at the time of such meeting.
- f. The rules of procedure at general meetings of the Association shall be determined at the first general meeting and may be amended by ordinary resolution.

## **8. BOARD OF DIRECTORS**

- a. The affairs of the Association shall be managed by a Board of five Directors, each having one vote, and of whom three shall constitute a quorum.
- b. The qualification for the Director shall be that he or she be a member in good standing of the Association.
- c. The Board of Directors shall be elected or appointed as follows:
  - i. At the first annual general meeting three directors shall be elected for a period of two years, or until the next annual meeting following expiry of two years from their election; and two directors shall be elected for a period of one year, or until the next annual meeting following expiry of one year from their election.
  - ii. At each succeeding annual meeting the number of directors necessary to replace those whose terms have expired shall be elected.
  - iii. Any vacancy in the position of director shall be filled by an appointment made by the remaining directors, provided that if the vacancy is for a director whose unfulfilled term exceeds one year, such appointment shall be ratified or revoked by a majority of the members at the next annual meeting held following such appointment, and any vacancy occurring through such revocation shall be filled for the balance of such term by a member elected at the general meeting.
  - iv. Each director shall be entitled to one vote.
  - v. Any retired director shall be eligible to re-election at the annual meeting of the members.
  - vi. In the event that a period in excess of one or two years shall have expired, as the case might be, between the date of appointment or election of any director, said director shall hold office until the next annual meeting of members at which his/her successor is elected, unless his/her appointment is revoked or vacated as otherwise provided in this by-law.
  - vii. The office of director shall be vacated as follows:
    - A. By a resignation in writing delivered to the Board of Directors.
    - B. By the death of the director.
    - C. By the bankruptcy of the director.
    - D. By the illness of the director.
    - E. By a resolution passed by a majority of the Board of Directors present at a meeting held for the purpose of vacating the office of any director for cause, subject to approval of a majority of the members at a special meeting held for that purpose within 30 days of such cancellation, provided that all rights and privileges attached to the office shall be suspended from the date of said special meeting and, further provided, that in the event such special meeting is not held within the time limit or the cancellation is not approved by a majority of the members present at such meeting, full privileges of the office shall be reinstated.

- F. Any director who shall miss two consecutive meetings without the prior approval and consent of the President, or in the absence of the President, the Vice-President or who shall at any point of time during his/her period of office have missed 50% or more of the meetings of directors held to that point of time, without the consent of the President, or in the absence of the President, the Vice-President, shall have his/her office vacated.

## **9. DUTIES OF DIRECTORS**

- a. The Directors of the Association shall be responsible for co-ordination of the work of the Association and for carrying out the policies and directives of the Association as determined by the Association's general meeting.
- b. The Board of Directors shall be responsible for ensuring that one member chairs meetings of the Association, for ensuring that funds of the Association are accounted for, and for ensuring that minutes of the association are maintained.
- c. The Board of Directors cannot authorize non-routine expenditures over \$1,200.00 without authority from a general meeting of the membership.
- d. The Directors may exercise all such powers of the Association as are by the Manitoba Corporations Act or by the by-laws required to be exercised by the members at general meetings. The Directors shall furthermore have power to authorize expenditures on behalf of the Association and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to the employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association.
- e. The Directors may authorize the payment of all expenses incurred in setting up and registering the Association and all other expenses incidental to the formation of the Association, of which it considers preliminary.
- f. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the members of the Association when they shall be confirmed, and in default of confirmation at such general meeting of members shall at all times, and from that time, cease to have force and effect.
- g. The Board of Directors may require such employees or officers of the Association as the Directors may so designate to give security to the Association and to maintain same in such form, amount and consideration as they deemed satisfactory for keeping, accounting for and delivering and paying over monies and securities for money or other assets of the Association which may come into its hands.
- h. The Board of Directors shall take such steps as they deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Association.

## **10. OFFICERS**

- a. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer and such other officers as the Board of Directors may determine.
- b. The President and the Vice-President shall be elected from the Board of Directors by the members at the annual meeting and the Secretary and the Treasurer shall be appointed from the Board of Directors by the President.

## **11. DUTIES OF OFFICERS**

- a. The President shall be the chief executive officer of the Association. The President or a delegate shall chair all meetings of the Association and the Board of Directors. S/he shall conduct the general and active management of the business of the Association. S/he shall see that all orders and resolutions of the Board are carried into effect. S/he shall be non-voting member of all committees unless a tied vote is encountered, in which case the President shall vote to break the tie. S/he will prepare and submit to the members at the

- annual meeting a statement and report of the preceding year for its approval. The President shall be custodian of the seal of the Association.
- b. The Vice-President shall act in the absence or disability of the President and shall exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon her/him by the Board. Should both the President and Vice-President be absent or disabled, the performance of their powers and duties shall be delegated to a chairperson appointed by the Board.
  - c. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. S/he shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the President.
  - d. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuables in the name and to the credit of the Association and at such depositories as may be designated by the Board of Directors. The accounts maintained in such depository shall be in the name of Manitoba Trail Riding Club. S/he shall disburse the funds of the Association as may be ordered by the Board taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial position of the Association. S/he shall be designated as one of the signing officers of the Association in any financial transaction. S/he shall also perform such other duties as may be determined by the Board.
  - e. In all cases of death, resignation, retirement or removal from office of an officer, all books, papers, vouchers, money and other property of whatever kind in her/his possession or under his/her control belonging to the Association shall be delivered to the Board of Directors.

## **12. SIGNATURE AND CERTIFICATION OF DOCUMENTS**

- a. Contracts, documents or other instruments in writing requiring a signature of the Association shall be signed by the Treasurer or President or Vice President where only one signature is required. Cheques will be signed by the Treasurer and either President or Vice President, and all contracts, documents, and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power to appoint an officer or officers on behalf of the seal of the Associations to sign contracts, documents, and instruments in writing. The seal of the Association when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by a resolution of the Board of Directors.  
The terms "contract, documents or any instruments in writing", as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities and all paper writings.

## **13. RESOLUTIONS AND AMENDMENTS**

- a. By-law No. 1 of the Association may be amended by a two-thirds majority of the Board of Directors, or a two-thirds majority of the members of the Association present and voting at any special or general meeting held to consider an amendment to the said By-law No. 1.
- b. Any other by-law or resolution of the Association may be amended by a simple majority of the Board of Directors or of the members of the Association present at the meeting at which such amendment is considered.
- c. No amendment of By-law No. 1 of the Association made by the Board of Directors shall be valid unless each Director shall receive 14 days prior notice in writing of the intent to introduce an amendment to the By-law, and until the amendment has been approved and ratified by a majority of the members of the Association present at a special or general

meeting at which the amendment is considered, and subject to the Directors providing the general membership with the notice as stated.

## 14. NOTICES

- a. Director's meetings
  - i. Except for the provisions relating to notice required for an amendment of By-law No. 1 hereof, notice of Directors' meetings shall be given seven days prior to the meeting by posting such notice on the website and by email. The certification of the secretary that s/he has notified a member of the Board by e-mail seven days prior to the meeting shall be deemed conclusively to be adequate notice.
  - ii. Directors can waive notice of any meeting by waiver in writing.
  - iii. Meetings of Directors can be held in person, by telephone conference call, or a combination thereof and any decision reached thereat shall be as binding as if it was made at a meeting in person. Decisions can be motioned and voted on by directors via email if a decision is required before the next regularly scheduled general or board meeting.
- b. Members' Meetings.
  - i. Except for an amendment to By-law No. 1 aforesaid, notice of members' meetings may be made by e-mail and shall be given 21 days prior to any general or annual meeting.
- c. Contents of Notices  
All notices shall contain an indication of the subject matter to be considered at the meeting in question, an indication of any business to be conducted at such meeting, and, with respect to a special meeting of the members, shall specify in detail the purpose of such meeting.

## 15. INDEMNITIES TO DIRECTORS AND OTHERS

Every Director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors, administrators and estate, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the Association from and against:

- a. All costs, charges, and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him or her for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his office except such costs, charges or expenses as are occasioned by his or her own willful neglect.
- b. All other costs, charges and expenses, which s/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect.

## 16. INTERPRETATION

In all by-laws and special resolutions of the Association the singular shall include the plural, the word "person" shall include firms and corporations, the masculine shall include the feminine. Whenever references are made in any by-law or any special resolution of the Association or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such by-law, statute or section thereof as the case may be.

## 17. BOOKS AND RECORDS

The books and records of the Association shall be open to the inspection by members at all reasonable times, upon reasonable notice at the office of the Association.

**18. WINDING UP**

It is the unalterable provision of this by-law that members of this Association shall have no interest in the property and assets of the Association; and that upon dissolution or winding up of the Association, any funds and assets of the Association remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized Charitable or Not For Profit organization in the area whose objects most closely accord with those of this Association as determined by its members at dissolution.

**19. APPOINTMENT OF AUDITOR**

An Auditor shall be appointed by the Association, which said Auditor does not necessarily have to be a Chartered Accountant.

**By-Law #2**

**1. The order of business at the Annual General Meeting shall be as follows:**

- a. The qualifying and tabulation of members;
- b. The acceptance of the minutes of the last Annual General Meeting;
- c. The report of the Treasurer;
- d. The report of the Board of Directors and of the committees and a consideration of any resolution attached thereto;
- e. Deferred business;
- f. The nomination and election of officers;
- g. New business

**2. This order of business may be changed by a vote of a majority of the delegates present.**