

Equine Mounted Games Canada Inc.

By-Laws

Objectives of the Corporation

The establishment and operation of a mounted games riding club for the purposes of:

- a) Introducing and promoting the sport of mounted games
- b) Arranging games, matches and competitions, and establishing and granting prizes, awards and distinctions
- c) Fostering goodwill and sportsmanship

Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- 1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time
- 2. "Board" means the board of directors of the Corporation
- 3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force
- 4. "Chair" means the chair of the Board
- 5. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- 6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called
- 7. "Member" means a member of the Corporation
- 8. "Members" means the collective membership of the Corporation; and
- 9. "Officer" means an officer of the corporation appointed under clause 42(1)(a), including,

(a) The chair of the board of directors of the corporation, and

(b) The Chairperson, the Vice-Chairperson, the secretary, and the treasurer

10. "Ordinary resolution" means a resolution that:

(a) Is submitted to a meeting of the members of a corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or

(b) Is consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney

11. "Public benefit corporation" means,

(a) A charitable corporation, or

(b) A non-charitable corporation that receives more than \$10,000 in a financial year,

(i) In the form of donations or gifts from persons who are not members, directors, officers, or employees of the corporation, or

(ii) In the form of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government

12. "Deeming re: public benefit corporation" means:

If a non-charitable corporation that is not a public benefit corporation at the beginning of a financial year receives donations, gifts, grants or similar financial assistance as described in that definition in that financial year,

(a) The non-charitable corporation is deemed to not be a public benefit corporation that financial year; and

(b) The non-charitable corporation is deemed to be a public benefit corporation in the next financial year, as of the date of the first annual meeting of members in that next financial year.

13. "Special resolution" means a resolution that:

(a) Is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or

(b) Consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney

14. "Telephone or electronic means" means any means, other than direct speech or writing, by which information or data is transmitted, including telephone, fax, e-mail, automated touch-tone telephone system and computer

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any of its Officers or Directors only once the BOD has voted and approved on such. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2 – Board of Directors

2.01 Election and Term

The affairs of the corporation shall be governed by the Board of Directors comprised of five members. The Directors shall be elected by the Members. The term of office of the first Directors shall be from the date of the meeting at which they are elected or appointed until the close of the first annual meeting of the members. At the first annual meeting of the members, at which an election of directors is required, the members shall, by ordinary resolution, elect a

Chairperson and Treasurer to hold office for a term of two years, and elect a Vice-Chairperson and Secretary to hold office for a term of one year. At each succeeding annual meeting at which an election of directors is required, the members shall, by ordinary resolution, elect directors to hold office for a term of two years, expiring not later than the close of the second annual meeting of the members after the election. Different terms of office will ensure consistency on the Board and avoid a situation of complete Director turnover. There is no limit to the number of terms an individual can hold office.

The fifth Board position of Show Secretary and Marketing Role was added at the 2017 Board of Directors election. This position will hold office for a two-year term.

If directors are not elected at a meeting of the members, the incumbent directors continue in office until their successors are elected. 2010, c.15, s. 24(5)

2.02 Eligibility as Director

Each Director shall be at that date of, or become within ten (10) days after the election, and thereafter remain throughout the term, a member of EMGC who is qualified to hold office in that she/he/they is/are:

- At least eighteen years of age and
- Not an undischarged bankrupt or bankrupt; and
- Not part of any current or pending legal investigations, suits or proceedings: (i) under applicable criminal laws; or (ii) against EMGC or its Board of Directors. (As amended April 12, 2023)

2.03 Vacancies

The office of a Director shall be vacated immediately:

1. If the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later
2. If the Director dies or becomes bankrupt
3. If the Director is found to be incapable of managing property by a court or under Ontario law; or
4. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. A quorum of Directors may fill a vacancy among the Directors
2. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member
3. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term and
4. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

Note: A Director is entitled to give the corporation a statement giving reasons:

(a) For resigning; or

(b) For opposing his or her removal as a director if a meeting is called for the purpose of removing him or her. 2010, c.15, s. 27(1)

(c) The corporation shall immediately give the members a copy of the statement. 2010, c.15, s. 27(2)

2.05 Committees

The Board may from time to time, by resolution, establish committees on a temporary or permanent basis, as it shall deem necessary. The function of such committees is to advise the Board on policy matters and to carry out such duties as the Board directs. Such committees are responsible to the Board of Directors.

2.06 Remuneration of Directors

The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from occupying the position of Director.

Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation to a maximum of \$1,500, with the prior approval of the Board. Director purchases exceeding \$1,500 will require member input prior to purchase, i.e., travel and accommodation requirements.

2.07 Powers – Board of Directors

The Directors of the Corporation may administer the affairs of the Corporation in all things and make, or cause to be made for the Corporation, in its name, any kind of contract, which the Corporation may lawfully, and when not limited by statute (or common law), enter. The Directors may delegate administrative powers to officers and committees. The Directors may exercise all such other powers and do all other acts and things as the Corporation is by its charter or otherwise authorized to do.

No individual Director shall have the authority to act on behalf of the Board with respect to agents of the corporation except as provided in this by-law or by resolution of the Board.

Section 3 - Board Meetings

3.01 Calling of Meetings

The Board of Directors shall meet at least four (4) times a year and meetings can be called by any Director. The Board may use an electronic means as an alternative to meetings in person, but in no instance, shall it meet in person less than two (2) times a year. Notice of such meetings shall be through telephone or electronic means.

3.02 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their numbers to act as the Chair.

3.03 Quorum

Quorum - seventy-five percent (75%) of serving directors shall constitute a quorum at any meeting of the Board of Directors.

3.04 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.05 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.06 Meeting Procedure and Protocol

Meetings of EMGC shall be governed by Robert's Rules of Order as Motioned and accepted at BOD meeting of April 12, 2023. (Ratified at AGM of November 4, 2023)

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

4.03 Financial Statements

Being a corporation other than a public benefit corporation, members have the right to not appoint an auditor and to not have an audit or a review engagement in respect of the corporation's financial year if the corporation had annual revenue in that year of \$500,000 or less, as long as the Treasurer in office is a Chartered Professional Accountant.

This resolution is valid until the next annual meeting of the members. 2010, c.15, 2.76(3)

The auditor or Treasurer shall report on the financial statements in accordance with the regulations and with generally accepted auditing or review engagement standards, as the case may be. The Directors shall approve the annual financial statements of the corporation. This auditor or Treasurer shall report on the financial statements before the members at the annual meeting.

The corporation shall not issue, publish or circulate copies of the annual financial statements unless they are,

- (i) Approved by the Board of Directors, and
- (ii) Accompanied by the audit or review engagement report, if any.

A copy of the annual financial statements shall be given to all members not less than twenty-one (21) days before the annual meeting of the members.

The Treasurer of each provincial branch is required to provide an annual financial report for the year ended December 31, to the Treasurer of the corporation by January 31 of the following year.

Section 5 – Duties of Directors and Officers

5.01 Standard of Care

Every Director and Officer in exercising his or her powers and discharging his or her duties to the corporation shall:

- (a) Act honestly and in good faith with a view to the best interests of the corporation; and
- (b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director and Officer shall comply with the Act and the regulations and the corporation's articles and by-laws.

5.02 Duties of the Chairperson

The Chairperson shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.03 Duties of the Vice-Chairperson

The Vice-Chairperson shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.04 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Secretary

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Show Secretary and Marketing Role

The Show Secretary shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. Complied with the Act and the Corporation's articles and By-laws; and
2. Exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the request to have entered in the minutes of meetings of the Directors the nature and extent of his or her interest. As such, the Director shall not attend any part of a meeting of the Directors during which the matter is considered as a subject for discussion and a vote; and refrain from influencing or attempting to influence, in any way whatsoever, the voting on any such matter, either before, during or after the meeting.

Every declaration of interest and the general nature thereof shall be recorded in the minutes. All Directors present at the meeting, exclusive of the Director in question, shall determine whether an interest which constitutes a matter of conflict exists.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles, and any individual interested in furthering the Corporation's purposes of Mounted Games.

Any such person who:

- (i) Agrees to be bound by the requirements of these by-laws, and any rules and regulations which the Board of Directors may from time to time adopt
- (ii) Completes a membership application form and submits it to the Board of Directors, and
- (iii) Has paid all the applicable dues as set by the Board of Directors, is eligible and qualified for membership in this Corporation.

8.02 Membership Classes

The Corporation shall have various classes of membership, which the Board may from time to time adopt. The designations of such classes are as follows:

- (i) Individual riding membership – Any member who has paid for an individual membership for the current year.
- (ii) Junior riding membership – Any member twelve (12) years old or younger as of January 1 of that year who has paid a reduced rate of membership as specified by the Board of Directors.
- (iii) Family riding membership – A family member(s) of an Individual Member who resides at the same address pays a reduced rate of membership as specified by the Board of Directors.
- (iv) Temporary riding membership – Any individual not currently a member of the organization under any of the above categories (i), (ii), or (iii), who wishes to enter a competition may purchase this membership valid for one competition only over the membership year, paying a rate as determined by the Board of Directors. This membership may be upgraded following procedures established by the Board of Directors.
- (v) Associate membership – Non-riding members, having attained the age of thirteen (13), as of January 1 of that year, who want the benefit of voting, pay a reduced rate of membership as specified by the Board of Directors.

8.03 Membership Term

Annual membership shall end as of December 31 each year.

A membership terminates when:

- The member dies or resigns
- The member is expelled, or the person's membership is otherwise terminated in accordance with the articles or by-laws
- The member's term of membership expires; or
- The Corporation is liquidated or dissolved.

8.04 Voting Privileges

- (i) Voting privileges in the corporation shall be limited to Individual riding members who are thirteen (13) years of age or older as of January 1 of that year and who are members in good standing, Family riding members who are thirteen (13) years of age or older and a member in good standing, and Associate members in good standing.
- (ii) Voting privileges are not transferable and automatically terminate if the member resigns or such membership is otherwise terminated in accordance with the Act.
- (iii) Each voting member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

8.05 No Discrimination

Membership is open to an individual without regard to age, religion, colour, disability, gender, nationality, race, sexual orientation or political affiliation. Membership shall be composed of those who meet the admissions policy, associate themselves together to further the mission, purposes, and objectives here set forth in accordance with these Bylaws and the Articles of Incorporation.

8.06 Member in good standing (see amendment; March 3, 2016)

In order for a member to remain in good standing, each individual agrees to:

- Read, understand, and abide by the EMGC by-laws, policies and rules
- Conduct themselves in a manner expected of a good citizen and representative of the corporation

8.07 Disciplinary Act or Termination of Membership for Cause

The directors, or any committee of directors or members with power to discipline a member or to terminate their membership, must exercise their power as follows to ensure it is done in good faith and in a fair and reasonable manner:

1. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the fifteen-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
3. Any member suspended, expelled or dropped from membership may only be reinstated by the affirmative vote of the Board of Directors at any regular or special meeting.

8.08 Resignation

Any member, not in default in the payment of dues and against whom no complaint or charge is pending, may at any time resign by written resignation mailed or delivered to the Secretary, with no refund, rebate, or rescission of dues. Any member who resigns his or her membership remains obligated to the Corporation for any charges, dues, or other amount that are outstanding as of the date the member resigned.

8.09 Rights and Privileges

As part of the membership dues payment, each Individual or Family member in good standing is entitled to the opportunity to compete and participate in any sponsored events/clinics/programs/competitions.

No membership cards/certificates of the Corporation shall be required but may be issued at the discretion of the Board of Directors.

8.10 Dues

Renewal of annual membership dues are to be received by the Treasurer, of each Provincial branch, by December 31 for the upcoming year. Any member whose annual dues payment is not received by December 31 is considered inactive and will not enjoy the membership benefits until such annual payment is made in full. Any member suspended for nonpayment of dues shall be reinstated upon payment of dues for the current membership year.

The Board of Directors may at its discretion impose a late fee to those members who renew their membership after the December 31 due date.

Annual dues may be changed by resolution of the Board of Directors, with explanation for any increase of dues provided to the membership.

Dues for new membership will remain at the annual Board approved rates for the entire year. The term of membership for a new member will be from the date of payment/approval of membership to December 31 of the current year.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report, if any, and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. Receipt of the agenda
2. Receipt of the minutes of the previous annual general meeting and subsequent special meetings
3. Consideration of the financial statements
4. Report of the auditor or person who has been appointed to present the financial statements
5. Reappointment or new appointment of the auditor or a person to conduct a review engagement, if needed, for the coming year
6. Election of Directors (unless done prior to meeting via electronic means), and
7. Such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual general meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual general meeting in accordance with the Act, so that such item of new business can be included in the notice of annual general meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement, if any. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04 Quorum

A quorum for the transaction of business at a Members meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

If a quorum is not present at the opening of a meeting of the members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. Each eligible Member shall be entitled to one vote at any meeting
2. Votes shall be taken by a show of hands, or other prop provided, among all Members present and the Chair of the meeting, if a Member, shall have a vote

3. An abstention shall not be considered a vote cast
4. Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct
5. If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the Minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.09 Proxies

Every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxy holder, who need not be a member, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.

A proxy must be signed by the member. Proxies must be deposited with the corporation by the time limit specified in the notice calling the meeting.

A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.

A member may revoke a proxy by depositing a revocation that is signed by the member. The revocation must be received by the corporation at any time up to and including the day before the day of the meeting, or by the Chair of the meeting on the day of the meeting.

Proxies will be made available to each member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.

Voting by mail or telephone or other electronic means may be used instead of voting by proxy. These votes must be verified as being made by members entitled to vote.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The directors may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the corporation.

Member approval: The directors shall submit the by-law, amendment or repeal to the members at the next meeting of members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution. 2010, c.15, 2.17(2)

Effective date: The by-law, amendment or repeal is effective from the date of the resolution of the directors. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. 2010, c.15, 2.17(3)

Ceasing to have effect: The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the members as required under subsection (2) or if it is rejected by the members. 2010, c. 15, 2.17(4). If a by-law, amendment or repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the members. 2010, c.15, s. 17(5)

Member proposal: A member entitled to vote at an annual meeting of the members may make a proposal to make, amend or repeal a by-law in accordance with section 56. 2010, c.15, 2.17(6)

The members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Enacted [insert date, except where Corporation is deemed to have passed this by-law under Section 18(1) of the Act.].

Chairperson

Secretary

Section 12 - Committees

12.1 Nominating Committee

The Board of Directors shall designate one (1) regular member of the Corporation as a Nominating Committee to handle the process of nomination for election as officers of the Corporation. No member of the nominating committee shall be eligible to be nominated for any position. The nominating process shall be conducted as follows:

- The Nominating committee shall communicate to all regular members inviting their suggestions for nominees to fill vacancies.
- Seven (7) days shall be allowed for nominations from the membership.
- The committee shall seek and encourage qualified candidates to be nominated for office and ascertain their willingness to serve.
- Eligible members will have one (1) week to vote by electronic means.
- The committee shall oversee the election of officers by means of electronic voting and announce the results at the annual meeting of the members.

Board Vacancy

The committee shall nominate a candidate to the Board whenever a vacancy occurs among the elected officers, with said candidate to be elected by a majority vote of the remaining members of the Board.

12.2 Disciplinary Committee

The Board of Directors shall designate two (2) regular members of the Corporation as a Disciplinary Committee to handle disciplinary proceedings in situations where a member is not acting according to the bylaws and rules and regulations of membership.

The committee will communicate with the member as stated in the by-laws of the corporation, section 8.07.

The committee will bring forward their recommendation of discipline to the Board of Directors for resolution.

The committee will also be a means for any member to communicate their complaints and/or comments/concerns in a confidential manner.

12.3 Education Committee

The Board of Directors shall designate two (2) or three (3) members of the Corporation to an Education Committee. This committee will be responsible for providing guidance to the membership about mounted games rules and regulations requirements, as well as providing games education via media and other sources to promote the continuous improvement of mounted games skill sets at all levels. All materials will be approved by the Board of Directors prior to it being made available to the membership and general public.

12.3 National Show Committee

When required, the Board of Directors shall designate two (2) or more members of the Corporation to a National Show Committee. This committee will be responsible for assisting the Board of Directors with the organization of the show, including show promotions, registrations, obtaining and scheduling volunteers, set up and take down, food, etc.

12.4 National Team Selection Committee

The Board of Directors shall designate three (3) or more members and a Chairperson as a National Team Selection Committee. The committee will be responsible to report to the Board of Directors. The committee is responsible to follow the policies and procedures as outlined in the National Team Selection policies and procedures approved by the Board of Directors.

12.5 Social Media and Marketing Committee

- Promotes EMGC activities and events to the equestrian community and the general public
- Represents EMGC to the community; enhances the organization's image, including developing and maintaining regular, relevant and effective communications through EMGC's Website, email, Social Media - e.g. Facebook, Twitter, Instagram - with the press, and in person with interested individuals and groups

- Promotes and models the use of the EMGC Brand Guideline for publicity and information sharing by EMGC
- Provides the IMGA Communication Officer with information about EMGC events and activities on a regular basis e.g. photos, competition results or other items as requested by IMGA;
- Seeks and shares information relevant uniquely to Canadian Mounted Games riders and supporters, recognizing the vastness of equestrian-related information already easily available to members
- Oversees development and implementation of Marketing initiatives, including identifying potential markets, their needs, how to meet those needs, and how to promote/sell EMGC programs, events and activities
- Consults with the EMGC Board of Directors in communication and marketing decisions; adheres to EMGC Constitution and By-laws, and to current Privacy Laws in fulfilling its role as a Committee
- Follow provisions of the Social Media Policy as amended to the Constitution by Board approval June 26, 2024 and adopted by the membership at the Annual General Meeting of November 3, 2024

Reference – Free Management Library: www.managementhelp.org

Enacted April 15, 2021.

Michelle Cruikshanks
Chairperson

Tammy Finlay
Secretary

SOCIAL MEDIA POLICY

Enacted June 26, 2024, by the Board of Directors and accepted at the Annual General Meeting of November 3, 2024

Michelle Cruikshanks
Chairperson

Angelina Vaz
Secretary

Definitions

1. The following terms have these meanings in this Policy:
 - a) *"Social Media"* – the catch-all term that is applied broadly to new computer-mediated communication media such as blogs, YouTube, Facebook, Instagram, Tumblr, Snapchat, and Twitter.
 - b) *"Individuals"* – all categories of participants within Equine Mounted Games Canada (EMGC) who are in good standing, including organizations, as well as all persons and organizations engaged in activities with or employed by EMGC, including but not limited to: athletes, coaches, officials, competition managers, parents/guardians of athletes, directors, officers, team managers, team members, medical and paramedical personnel, administrators, and employees (including contract personnel).
 - c) *"Complaint Manager"* – the EMGC Board of Directors.

Preamble

2. EMGC is aware that Individual interaction and communication occurs frequently on Social Media. EMGC cautions Individuals that any conduct falling short of the standard of behaviour required by EMGC and subject to the disciplinary sanctions identified within EMGC's Constitution and By-Laws - 8.06 *Member In Good Standing*.

Application of this Policy

3. This Policy applies to all Individuals as defined in the Definitions.

Conduct and Behaviour

4. The following Social Media conduct may be considered:
 - a) posting a disrespectful, hateful, harmful, disparaging, insulting, or otherwise negative comment on Social Media that is directed at an Individual, EMGC, or other individuals connected with EMGC;
 - b) posting a picture, altered picture, or video on Social Media that is harmful, disrespectful, insulting, or otherwise offensive, and that is directed at an Individual, EMGC, or other individuals connected with EMGC;
 - c) creating or contributing to Social Media devoted solely or in part to promoting negative or disparaging remarks or commentary about EMGC, its stakeholders, or its reputation (e.g. a Facebook group, webpage, Instagram account, Twitter feed, blog, or online forum);
 - d) inappropriate personal or sexual relationships between Individuals who have a power imbalance in their interactions, such as between athletes and coaches, officials and athletes, etc.; or,
 - e) any instance of cyber-bullying or cyber-harassment between one Individual and another Individual (including a teammate, coach, opponent, volunteer, or official). Incidents of cyber-bullying and cyber-harassment can include, but are not limited to, the following conduct on any Social Medium, via text message, or via email: insults, negative comments, vexatious behaviour, pranks or jokes, threats, posing as another person, spreading rumours or lies, or other harmful behaviour.
5. All conduct and behaviour occurring on Social Media may be subject to EMGC's *Member In Good Standing Clause*
6. Failure to comply with the EMGC Social Media Policy may result in the requirement to remove postings, comments or other social media publications that are deemed to be in breach of this Policy. In addition, EMGC reserves the right to remove or block Individuals whose Social Media conduct is inappropriate or unbecoming of the Individual's role.

Individuals' Responsibilities

7. Individuals acknowledge that their Social Media activity may be viewed by anyone, including EMGC.
8. If EMGC unofficially engages with an Individual on Social Media (such as by retweeting a tweet or sharing a photo on Facebook), the Individual may, at any time, ask EMGC to cease this engagement.

9. When using Social Media, an Individual must model appropriate behaviour befitting the Individual's role and status in connection with EMGC.
10. Removing content from Social Media after it has been posted (either publicly or privately) does not excuse the Individual from being subject to EMGC's *Member In Good Standing* provisions
11. An individual who believes that an Individual's social media activity is inappropriate or may violate EMGC's policies and procedures should report the matter to any EMGC Director.

12.6 Other Committees

The Board of Directors may designate other committees as needed.

12.7 Quorum and Voting

For all committees, the vote of a majority of the members of the committee shall be the act of the committee.

12.8 Limitations

No committee or committees created pursuant to this Article shall have and exercise any authority of the Board of Directors.

12.9 Replacement Members

The Board of Directors may designate one (1) or more directors as alternate members of any committee, who may replace any absent member or members at any such meeting of such committee. Each member of each such committee shall serve at the pleasure of the Board of Directors. Any advisory committee or any other committee shall report all findings and decisions in writing to the Board of Directors.

12.10 Creation and Dissolution of Committees

The Chairperson shall monitor actions of the committees and task forces of the Corporation and shall recommend to the Board on a regular basis the creation, dissolution, and consolidation of these bodies.

**Equine Mounted Games Canada Inc.
By-Law addition**

Enacted September 21, 2015 by the Board of Directors

Brent Couch
Chairperson

Samantha Macdonald
Secretary

Fundraising

The Board has created a set of guidelines to coincide with EMGC values and principals. Below are the guidelines available for any fundraising or sponsorships members wish to engage in for any EMGC Inc. event. Be advised that the Board of Directors reserves the right to make any changes and/or additions to these guidelines should they feel necessary.

Equine Mounted Games Canada Fundraising Guidelines:

1. Fundraising for EMGC organization or individual member/team cannot be funded or organized through another association.
2. Fundraising for Team event must have the majority of its members interested in such event/idea.
3. Money raised for EMGC or its members must be filtered through the National bank of EMGC and then dispersed amongst eligible members.
4. EMGC will endorse individual sponsorships. Members are allowed to acknowledge sponsorship how they feel fit. However individual sponsorships cannot be worn/displayed on the field of play or on team uniforms.
5. If an individual finds a Team sponsorship they can submit the proposal to the Board of Directors for approval.
6. Any fundraising proposals must be approved by the Board of Directors with costs, expectations, plans, and estimation of net profit included.
7. Fundraising opportunities done through EMGC must remain in Canada, receiving necessary permission by organizer, event manager, property owner, etc.

Schedule A

Position Description of the Chairperson Role Statement

The Chairperson provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chairperson coordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among the Board of Directors of the Corporation. The Chairperson ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for the Board of Directors.

Schedule B

Position Description of the Vice-Chairperson Role Statement

The Vice-Chairperson assists the Chairperson in fulfilling the duties of providing leadership to the Board, ensuring the integrity of the Board's process and representing the Board to outside parties. The Vice-Chairperson also assists the Chairperson in co-ordinating Board activities in fulfilling its governance responsibilities and facilitating co-operative relationships among the Board of Directors of the Corporation.

Responsibilities

Agendas. Preside over Board meetings as office of Chair, in the absence of the Chairperson. Ensure meetings are effective and efficient for the performance of governance work.

Work Plan. Assist the Chairperson in ensuring a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public in the absence/unavailability of the Chairperson.

Reporting. Assist the Chairperson in reporting regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Assist the Chairperson in setting a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Assist the Chairperson in serving as a mentor to other Directors and ensuring that all Directors contribute fully, and addressing issues associated with underperformance of individual Directors.

Schedule C

Position Description of the Treasurer Role Statement

The treasurer works collaboratively with the Chairperson to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements (all disbursements of the corporation require two (2) director signatures). The treasurer shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, if any.

Schedule D

Position Description of the Secretary Role Statement

The secretary works collaboratively with the Chairperson to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the Chairperson in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation, if any, and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the members, and the Board.

Schedule E

Equine Mounted Games Canada Inc. By-Law addition of Board Member

Enacted January 6, 2017 by the Board of Directors

**Brent Couch
Chairperson**

**Tammy Finlay
Secretary**

Position Description of Competition Coordinator Role Statement

The Competition Coordinator works collaboratively with the Chairperson to support the Board in achieving its fiduciary responsibilities.

Responsibilities:

Shows. Once show dates have been set by the BOD, the Competition Coordinator with the assistance of his/her committee members (if needed) shall have the following responsibilities: organize venue locations, prepare entry forms for BOD approval and subsequent distribution by Corporate Secretary, update Facebook page with show information and provide timely information to website managers for updating the website, provide show cost information to Treasurer, receive entry forms and reconcile fees collected with Treasurer, organize registration table at shows, collect/purchase prizes, and update IMGA of show results. The Competition Coordinator shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, information on the status of past and upcoming shows. The Competition Coordinator shall also perform such other duties as may, from time to time, be directed by the Board

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct.

Board Meetings. Attend all meetings of the Board.

Amended February 18, 2021 by the Board of Directors

**Michelle Cruikshanks
Chairperson**

**Tammy Finlay
Secretary**

Schedule F

Equine Mounted Games Canada Inc.

By-Law addition - International Representative – Role Description

Enacted June 2024 by the Board of Directors and by the Membership at the Annual General Meeting of November 3, 2024.

Michelle Cruikshanks
Chairperson

Angelina Vaz
Secretary

Position Description of EMGC International Representative and Role Statement

Appointment: By majority vote to appoint by EMGC Board of Directors.

Term of Appointment: from the IMGA AGM of the current year for a period of approximately two years until the corresponding IMGA AGM.

Purpose: The International Representative acts as the central point of contact between IMGA and the affiliated Mounted Games Associations in their country, representing their members to IMGA, and representing IMGA to their members.

While not necessarily a member of the EMGC Board of Directors it is essential that this individual liaise regularly with the Board to report on any matters pertaining to IMGA which are relevant to EMGC and its members.

The International Representative position MUST not be used to obtain any personal advantage to themselves or any other EMGC member.

Key Tasks:

- To manage all communications relating to IMGA matters (usually via email) in an appropriate and timely manner, either themselves or by passing the matter on to the relevant person. If the information is of a public matter, it is their responsibility to ensure that it is disseminated to all members of EMGC.
- To either attend the IMGA AGM (usually held in November of each year) themselves or to arrange for attendance online (or via other similar electronic means), or to arrange for proxy voting according to IMGA rules.
- To attend any additional International Representatives' meetings themselves or to arrange for attendance online (or other similar electronic means)
- At times there may be a requirement for International Representatives to vote or give their opinions on matters which cannot wait until they have had the opportunity to confer with the EMGC Board or relevant committees. In

this case, it is important that the International Representative acts in the best interest of EMGC and its members.

- To liaise regularly with the EMGC Board of Directors and/or relevant committees as required
- To liaise with the EMGC Board specifically regarding how EMGC interests will be best represented at all IMGA meetings
- To be available for IMGA Subcommittees as required
- To prepare a report for the EMGC Board within fourteen (14) days of an IMGA meeting

Skills Desired/Required:

- Familiarity with the rules and regulations relating to Mounted Games in Canada as well as those of IMGA
- Access to and be familiar with electronic communication e.g. text, email, meeting platforms
- Ability to communicate effectively and in a constructive manner; work collaboratively as well as independently
- At least eighteen (18) years of age and a current EMGC member – Rider or Associate
- Willing to advocate on behalf of EMGC and its members

Relationships:

- IMGA officials, meeting participants, and International Representatives
- EMGC Board of Directors
- EMGC Sub-committees
- EMGC Members

Remuneration: Some costs with prior agreements from the EMGC Board of Directors.

Review: The timeline and Job Description for this appointment are to be reviewed by the EMGC Board on an annual basis or as determined by agreement of the Board.

Schedule G

Equine Mounted Games Canada Brand Guideline

As approved and adopted by the EMGC Board of Directors – January 5, 2021

Michelle Cruikshanks
Chairperson

Tammy Finlay
Secretary

Access the Equine Mounted Games Canada Brand Guideline through this link:

<https://drive.google.com/file/d/1GzS4xYWTksK3onxfq8R8e9h3tiEw0Pbl/view?usp=sharing>

Equine Mounted Games Canada Inc.

By-Law amendment to Section 8.06 (as noted below in blue)

Enacted March 3, 2016 by the Board of Directors

Brent Couch
Chairperson

Samantha Macdonald
Secretary

Section 8 - Members

8.06 Member in good standing

In order for a member to remain in good standing, each individual agrees to:

- read, understand, and abide by the EMGC by-laws, policies and rules
- conduct themselves in a manner expected of a good citizen and representative of the corporation at all EMGC sanctioned events, throughout the duration of the event and while present at said location. This includes competitions, demonstrations, clinics, meetings of members, and social events.
- During competition, conduct themselves in a manner that is respectful of the Chief Referee and all volunteers on and off the field of play.
- During competition it is at the discretion of the Chief Referee to determine if the member is not acting in accordance of these by-laws and has the right to dismiss the member from the said competition.

Equine Mounted Games Canada Inc.
By-law amendment to Section 8.06

Enacted January 3, 2019 by the Board of Directors

Michelle Cruikshanks
Chairperson

Tammy Finlay
Secretary

Section 8 – Members

8:06 Member in good standing

In order for a member to remain in good standing, each individual agrees to:

- Read, understand, and abide by the EMGC by-laws, policies and rules.
- Conduct themselves in a manner expected of a good citizen and representative of the corporation at all EMGC-sanctioned events, throughout the duration of the event and while present at said location. This includes competitions, demonstrations, clinics, meetings of members, social events, and while accessing the EMGC Website, Instagram, Facebook, and any other on-line social media accounts as may be established by EMGC.
- During competition, conduct themselves in a manner that is respectful of the Chief Referee, all volunteers, fellow competitors, organizers, and guests on and off the field of play.
- During competition it is at the discretion of the Chief Referee to determine if the member is not acting in accordance with these by-laws; the Chief Referee has the right to dismiss the member from said competition.
- In the event that a member of EMGC observes behaviour not in keeping with the expectations as outlined above, that member should express their concern in detail (What happened? Who? Where? When? Outcome, if any?) to a member of the Board of Directors or the Rider Representative.
 - Any Board member so advised shall, within 24 hours, notify all remaining Directors of the Board of the concern and its related details.
 - The Board of Directors may elect to address the matter through any one or more of the following:
 - a) Acknowledge the concern.
 - b) Advise the other involved party(ies) of the concern.
 - c) Seek additional information from those involved and/or witnesses, if any; via email, letter, phone, or in-person contact.
 - As a result of the Board's initial consultation and consideration of the concern, it may be:
 - (i) Dismissed as not a matter subject to EMGC By-laws, policies, Code of Conduct or consideration by the EMGC Board of Directors
 - (ii) Referred to the next scheduled EMGC Meeting of the Board of Directors for further discussion and/or action

- (iii) Referred to a specially scheduled meeting of the Board of Directors to which any one or more of the involved parties may be requested to attend.
 - (iv) Referred to the appropriate authorities e.g., CAS, Police, Tobacco Enforcement Officer, etc.
- Any of the above is expected to occur in a timely manner, within fourteen (14) days.
- If (ii) or (iii) above are the result of the Board's initial consultation, the Board at its meeting may elect to:
 - (i) Consider the matter closed
 - (ii) Consider the matter closed contingent on a 14 day, 30 day, 60 day, or 90 day review by the Board or designate appointed by the Board
 - (iii) Facilitate conflict resolution and/or mediation between/amongst the affected parties
 - (iv) Impose sanctions on one, both, or all involved parties; sanctions may include but are not limited to:
 - Elimination from the applicable race, heat, session, competition
 - Retroactive removal of points from the applicable race, heat, session, competition
 - Requiring the involved party(ies) to withdraw comments or statements from EMGC social media
 - Suspension from upcoming EMGC or IMGA event(s) or activity(ies)
 - Removal from EMGC International Team/Pair/Individual team, practice(s) and/or competition
 - Suspension or revocation of EMGC membership for current season subject to review prior to reinstatement
 - Any of the above are to be noted in the Minutes of the meeting of the Board of Directors
 - Confidentiality is to be maintained to the extent possible, notwithstanding the necessity of referral of the concern to appropriate authorities external to EMGC.

It is the sincere hope and desire of the EMGC Board of Directors that all members, Board members and supporters, Officials, Referees, and organizers abide by the EMGC and IMGA By-laws, Policies, and Rules. Further, it is the expectation of the Board that they do so at home and abroad, in competition and at Mounted Games activities, sanctioned or otherwise, both in and outside of the Games Arena.

Equine Mounted Games Canada Inc.
By-Law amendment to Sections 1, 2, 5, Schedules A, B, and E

Enacted October 6, 2021, by the Board of Directors and accepted at the Annual General Meeting of February 5, 2022

Michelle Cruikshanks
Chairperson

Tammy Finlay
Secretary

Section 1.01 – General – Definitions,

Section 2 – Board of Directors,

Section 5 – Duties of Officers and Directors,

Schedule A – Position Description: President,

Schedule B – Position Description: Vice-President,

Schedule E – Position Description: Show Secretary

The following terms and definitions have been revised in name only, maintaining all roles and responsibilities as originally constituted in the EMGC by-laws:

- The term “President” to be replaced by “Chairperson”
- The term “Vice-President” to be replaced by “Vice-Chairperson”
- The term “Show Secretary” to be replaced by “Competition Coordinator”

Appendix 1

Equine Mounted Games Canada Inc. Rider Representative – Role Description

Rider Representative - Role Description for Annual Elections.

The Board of Directors is seeking a Rider Representative to gather ideas, feedback, questions and concerns from Equine Mounted Games Canada's riding members in Ontario. The rider representative may be contacted by members in person or by email and will be provided with an email for this purpose. All items communicated to the Rider Representative will be conveyed to the Board of Directors in an expedient manner at Board meetings, as requested, or by contact with Board members. The Rider Representative will be responsible for following up with the member or membership as appropriate e.g., response of the Board, expected action, suggestions, alternative resources or contact person(s).