

# New Brunswick Equestrian Association Constitution



Revised: November 1, 2020

Proposed Amendments 2022

**Mission Statement:**

**New Brunswick Equestrian Association**

The New Brunswick Equestrian Association serves as an umbrella organization for all equestrian activities and promotes horsemanship at all skill levels through education.

# **New Brunswick Equestrian Association CONSTITUTION**

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# **New Brunswick Equestrian Association CONSTITUTION**

## **PREAMBLE**

By-Law No.1

Being a By-law for a regulation of the affairs of the Corporation.

WHEREAS by its act of incorporation under the Companies Act of New Brunswick S.N.B. Chap. 13, the New Brunswick Equestrian Association Inc. is empowered to make rules or by- laws for the general organization, conduct, administration, and management of the corporation and to alter or repeal the same and make new by Laws.

NOW THEREFORE, the New Brunswick Equestrian Association Inc. does hereby:

1. Repeal all By-laws of the Association hereinbefore made and,
2. enact as and from the date hereof that the provisions hereinafter set out and contained in this By-law No. 1 shall be the general by-law for the regulating of the affairs of the Association.

The New Brunswick Equestrian Association is the sport governing body which functions as an umbrella organization for all equestrian activities following Equestrian Canada rules. NBEA facilitates safe horsemanship at all skill levels through certified coaches/officials and sanctioned competitions and educational programs.

## **CORPORATE SEAL**

1. The Seal of the New Brunswick Equestrian Association Inc. hereinafter called "The Association" shall be in such form as shall be prescribed by the Directors of the Association and shall have the words "New Brunswick Equestrian Association Inc." endorsed thereon.

## **MEMBERSHIP**

2.
  - A. Memberships in the Association shall consist of the following classes:
    - 1) Club Membership - such members shall be entitled to one vote per club at any Association's annual or special meeting, may apply provincially/regionally for various subsidized projects and shall receive newsletters.

- 2) Individual Senior Membership (members 18 years of age or over as of January 1<sup>st</sup> of the current year) - shall be entitled to one vote per person at any Association's annual or special meeting, may participate in all provincial programs and shall receive a newsletter.
- 3) Individual Junior Membership (Members under 18 years of age as of January 1<sup>st</sup> of the current year) -shall receive the same benefits as individual senior membership with the exception of the right to vote at annual or special meetings of the Association.
- ~~4) Honorary Membership (persons or organizations which shall have been elected honorary life membership by the Board of Directors) shall receive the same benefits as senior individual membership.~~
- 4) Family memberships – must include one Senior Member (members 18 years of age or over as of January 1<sup>st</sup> of the current year) and one other member from the same household. Additional members from the same household may be added for a small additional fee.**

- B. All Membership applications shall be in a form prescribed by the Association.
- C. Any member may be required to resign by a vote of three-quarters of the votes cast by members present at an annual meeting or by three-quarters of the votes cast at a meeting of Directors provided that any such member shall have been granted an opportunity to be heard through the Disciplinary Committee. Failing such resignation, the membership shall be cancelled without notice.

## **ANNUAL DUES**

3.
  - A. Annual dues for each class of membership (except honorary life members) shall be established from time to time by a resolution of the Board of Directors.
  - ~~B. The Annual dues payable to the Association shall be due on or before the 1<sup>st</sup> day of January of each calendar year. Dues shall be paid to NBEA on or before the 31<sup>st</sup> day of March of the current calendar year. Anyone registering for a membership renewal after this date will be required, in addition to the annual dues, submit a late fee. The amount of the late fee required will be set by resolution of the Board of Directors. Dues shall be paid by new members at any time during the current calendar year without the requirement to submit a late fee.~~

Revised October 24, 2009

## MEETING OF MEMBERS

4.

- A. The Annual General Meeting of the Association will be held once per calendar year at such date, time, and place as the Board of Directors may designate.
- B. Thirty (30) days prior notice in writing shall be given to each member of the Association of the Annual General Meeting, at which time a general agenda and proxy form will be attached.
- C. At least twenty (20) of the members in good standing and present in person shall constitute a quorum at all meetings of the membership whether it be the general annual meeting or a special general meeting.
- D. A special general meeting of the membership shall be called when requested in writing by not less than five (5) Directors and upon the secretary giving twenty-one (21) days prior notice to the members.
- E. Any five (5) members of the Association shall be entitled to give notice of an item for inclusion on the agenda of Annual General Meetings providing a notice in writing is received by the secretary fourteen (14) days prior to the meeting.
- F. The business of the Annual General Meeting shall be:
  - 1) To receive the report of the President on behalf of the Board;
  - 2) To receive the report of the Treasurer;
  - 3) To elect Directors for the ensuing year to the number required
  - 4) To transact any special business properly brought before the meeting;
  - 5) To transact such other business as is normally transacted at the Annual General Meeting; and
  - 6) To ratify the action of the directors.

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### G. Participation by Electronic Means at a Meeting of Members

If the New Brunswick Equestrian Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the New Brunswick Equestrian Association has made available for this purpose. **The means of electronic voting process will be explained to the membership in advance of the meeting.**

Meeting of Members Held Entirely by Electronic Means - The Board may determine that a Meeting of Members shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate

adequately with each other during the meeting. The Board may establish procedures regarding the holding of Meetings of Members by such means.

Annual General Meetings may be held entirely by electronic means, should extreme circumstances make this necessary for the safety of participants. Annual General Meetings may include a combination of in-person and electronic attendance. Attendance and voting rights apply pursuant to this section.

Added November 1, 2020

## **VOTING**

5.
  - A. Subject to Subsections B and C and 2A each member shall have one vote at the Annual General Meeting and special general meetings of the Association.
  - B. The right to vote does not vest in a member until thirty (30) days after the acceptance of the applicant's application for membership in the Association.
  - C. Proxy voting will be permitted at the annual or special general meetings of the Association using the prescribed form which shall be provided by the secretary with the notice of meeting. Each member is entitled to carry two proxy votes.  
Revised October 24, 2009
  - D. The proxy form will be as prescribed by the board of Directors from time to time.
  - E. All voting by proxy shall be done by members of the Association in good standing and must be authenticated one half hour prior to the beginning of the meeting.
  - F. All clubs holding a club membership are entitled to one vote. Designates for clubs must present a letter showing proof of their voting designation at the time of voting registrations.
  - G. All voting members must register prior to the beginning of the meeting.  
Revised October 24, 2009
  - H. At all meetings of members of the Association, every decision shall be determined by a majority of votes unless otherwise specifically provided by the Constitution. Voting for the positions of Directors-at-Large will be done by plurality.  
Revised October 24, 2009

## BOARD OF DIRECTORS

6.

A. The affairs of the Association shall be managed by a Board of Directors all of whom shall be members of the Association elected or appointed as herein provided (See Appendix A):

1) The Board of Directors shall nominate and elect the Executive Committee. The Executive Committee must be chosen from those who have been elected as Directors at Large at the AGM of the Association. The Association shall consist of the following Divisions:

- 1) Zones
- 2) Recreation
- 3) Breeds & Industry
- 4) Western Coaching
- 5) English Coaching
- 6) Sport

2) The Board of Directors shall consist of the following:

### Elected at the AGM

- 4-7 Directors at Large

### Appointed and Approved by Board

- 1 Recreation Division Representative
- 1 Breeds and Industry Division Representative
- 1 Provincial Western ~~Manager of Coaching~~ ~~Education Division Representative~~
- 1 Provincial English ~~Manager of Coaching~~ ~~Education Division Representative~~

### Other

- 2 Sport Division Representatives – elected from disciplines and approved by Board
- 2 Zone Division Representatives – elected from zones and approved by Board

Division Representatives are responsible for communication flow between the Board and their respective Divisions.



- 3) (i) A minimum of four (4) up to a maximum of seven (7) Directors at Large may be elected to the Board of Directors by the membership at the Annual General Meeting called for that purpose.

(ii) Individuals assenting nominations for Directors at Large MAY NOT be the representative of Division on the Board of Directors. Current Division representatives wishing to assent to nominations for Directors at Large must first resign their position as a Division representative.

- 4) Nominations for the Directors at Large are ~~to be forwarded in writing to the secretary of the Association, accompanied by the nominee's written consent, three weeks in advance of the date set for the Annual General Meeting. Nominations must have a seconder.~~ **to be submitted to the Nominations Committee according to the procedures and time line outlined in Appendix A.**

- ~~5) Nominations for the Directors at Large will be accepted from the floor at the Annual General Meeting, providing the nominee is present and assents or a written assent signed by the nominee is provided at the time of nomination from the floor. The nominee must be a member in good standing for 30 days prior to accepting the nomination. Nominations must have a seconder.~~

- 6) (i) ~~One director shall be elected to the Board of Directors from each of the discipline related organizations. These organizations are those which function as, or are provincial branches of, sport disciplines recognized under the EC umbrella and/or are bodies that are officially designated by their national organization as the provincial arm of that organization. Organizations so named at a meeting of the Board of Directors prior to the AGM will receive notification in writing requesting their representatives be present at the AGM for appointment to office. Organizations in this category will be subject to approval by the Board from year to year.~~ **The discipline-related provincial organizations will elect two representatives to the Board from among their nominees. Discipline-representative organizations will be subject to approval by the Board. The NBEA zone committees will elect two representatives to the Board from among their nominees.**

(ii) Organizations that are not recognized under Equestrian Canada may apply in writing to the Board of Directors for representation in a Division. Acceptance of such requests shall be left to the discretion of the board of Directors after criteria-based review. Approved applicants shall be assigned to a Division by the Board of Directors.

- B. The Board of Directors shall have the power to establish rules and regulations consistent with these By-laws to govern its organization, procedure and conduct.
- C. The Directors of the Association shall exercise all such powers of the Association as are consistent with the objectives of the Association and shall have power to authorize expenditures on behalf of the Association, and may delegate by resolution to an officer or a Director of the Association to enlist, or employ and pay salaries to employees, and shall also take steps as they deem requisite to enable the Association to receive grants, donations, benefits, and establish trusts for the purposes of furthering the objectives of the Association and to borrow needed sums of money in the name of the Association.
- D. The President shall call meetings of the Board of Directors at any time and place to be determined by the Directors, provided that fourteen (14) days' notice of such meeting shall be sent in writing to each Director. No formal notice shall be necessary for a meeting of Directors immediately following an annual meeting of the Association nor for any other meeting if all Directors are present at the meeting and waive notice thereof in writing.
- E. Directors, as such, shall not receive any remuneration for their services, by resolution of the board of Directors, expenses for their attendance may be allowed for their attendance at each regular or special meeting of the Board.
- F. All, directors, officers and members of the New Brunswick Equestrian Association board and members of committees, with the exception of the Executive director who holds a salary position, shall serve their terms of office without remuneration except for reimbursement of expenses in accordance with Policies approved by the Board. The NBEA may provide a salary to a board member who temporarily and non-competitively fulfills the duties of the vacant Executive Director or the contracted duties vacated by a non-Board member.
- G. One-half of the members of the Board of Directors shall constitute a quorum.
- H. A Director shall hold office until the next annual meeting of members following his election to the Board or appointment as an officer in the Association.
- I. The office of Director shall be vacated:
  - 1) If a Director shall resign his office by delivering a written resignation to the secretary;
  - 2) If at a special meeting of the Directors called for that purpose a resolution is passed by three-quarters of those present at the meeting that he be removed from office;
  - 3) On death;

- 4) Any director who fails to attend three meetings of the Board is deemed to have resigned from the Board.

Revised Nov 28, 2010

- 5) It is provided that, if any vacancy shall occur for any reason contained in this paragraph, the Directors may by resolution fill the vacancy with a person in good standing in the Association until the Annual General Meeting.
- J. 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 and administrators, and estate effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:
- 1) All costs, charges and expenses which such director, officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability.
  - 2) All other costs, charges, and expenses which he sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **OFFICERS**

- 7.
- A. Immediately following the elections at the Annual General Meeting, the officers of the Association shall be elected by the Board of Directors from those individuals elected as Directors at Large. Directors at Large MAY NOT represent disciplines or zones. These officer positions shall be:
- 1) President - The president shall be the chief executive officer of the Association and shall preside at all meetings of the Association and the Board of Directors. The President shall have the responsibility for the general and active management of the business of the Association. He shall see that all orders and resolutions of the Board are carried into effect and he shall sign all by-laws and other documents requiring the signature of the officers of the Association and shall authenticate the corporate seal. He shall also reserve the right to exercise the tie breaking vote in any event.
  - 2) Vice-Presidents (one or two) - The Vice-President shall in the absence or disability of the President perform the duties of the President and such duties as shall from time to time be imposed upon him by the Board. Each Vice President with the aid of the President and Executive Director shall be responsible for overseeing the operations and transfer of communications, to and from, the

Divisions. In the event that there are two elected VP's they shall each be responsible for 3 (three) Divisions Broken down as follows:

- VP number 1 shall be responsible for Western Education Division, English Education Division and Sport Division.
  - VP number 2 shall be responsible for Breeds & Industry Division, Recreation Division, and Zones Division.
- 3) Secretary -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. The Secretary shall be the custodian of the Seal. He shall perform such duties as may be prescribed by the Board of Directors or the President.
  - 4) Treasurer -The Treasurer shall be responsible for establishing and maintaining a system of books, records, and management practices to provide reasonable assurance that: reliable financial information is produced; the assets of the Association are safeguarded and controlled; the transactions of the Association are in accordance with the relevant regulations, by-laws and other authorities of the Association; and the resources of the Association are managed efficiently and effectively. The Treasurer shall also be responsible for the integrity and objectivity of the financial statements of the Association and shall render financial statements at each regular meeting of the Board of Directors.
- B. Together with the Past President, who shall serve as an ex-officio member for one year, the officers will form the executive Committee which shall have such powers and duties subject to the paramount authority of the Board of Directors to:
- 1) Conduct day to day business of the Association between meetings of the Board of Directors.
  - 2) Interpret the rules and regulations and to carry out such objectives of the Association and to enforce them.
  - 3) Act as a hearing committee to investigate and review appeals and protest appeals from recognized member of the Association and invoke such penalties as may be permitted by the rules and regulations of the Association.
  - 4) Appoint a nominating committee, the chairman of which shall be the President or an appointee of the Executive Committee.
- C. Three (3) officers present shall constitute a quorum for meetings of the Executive Committee, members of which shall have one vote each.
- D. The President shall call meetings of the Executive Committee at any time and place and

in any format, to be determined by the members of the Executive.

E. The Executive Director shall be a non-voting member of the executive committee.

## **ELECTION OF DIRECTORS TO EQUESTRIAN CANADA**

8.

The incumbent President or appointee shall serve as the individual member representative of the ~~Provincial Division~~ **Category B PTSO Council** of Equestrian Canada. **The Executive Director of the Association also holds a seat on the Provincial Division of EC.** Each province carries only one vote, which is cast by the President or their delegate or by the ED if the President is not in attendance at the Provincial Division Meeting.

## **COMMITTEES AND REGULATIONS**

9.

A. The Board of Directors may strike committees and may prescribe such regulations not inconsistent with this By-Law relating to the management and operation of the Association as they deem expedient, provided that such regulations shall have force and effect only until the next Annual General Meeting of the members of the Association when they shall be confirmed and, in default of confirmation at such Annual General Meeting of members, shall at and from that time cease to have force and effect.

B. Each such committee shall discharge the function described by the Board of Directors as its terms of reference. Appointments to the committees shall ensure that the membership of the Association is represented on each committee on an equitable basis. Each committee shall report all action at least annually to the Board of Directors for presentation to the annual meeting of the Association for consideration by the members.

C. Committee Chairpersons:

- 1) Must be at minimum, a representative on a Division of the Association.
- 2) Shall be appointed by the President subject to the approval by the Board of Directors.
- 3) Shall seek out committee members whose appointments shall be subject to approval by the Board of Directors.

D. The President and Executive Director are ex-officio member of all committees and as such shall receive notice of all committee meetings and minutes of same.

E. The Board of Directors may appoint ~~annually at least the~~ standing committees **such as those listed as needs arise** ~~listed here under~~ and shall have the power to appoint

additional committees from time to time as it shall deem necessary and appropriate.

- 1) Finance Committee
- 2) Competitions and Rules Committee
- 3) Coaching Development Committee
- 4) Membership Committee
- 5) ~~Medications Control Committee~~
- 6) Strategic Planning Committee
- 7) Officials Committee
- 8) ~~Membership Conduct Disciplinary~~ Safe Sport Committee
- 9) AGM Committee
- 10) Nominations Committee

### **FISCAL YEAR**

The fiscal year of the Association shall be from January 1st to December 31st.

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### **AMENDMENT OF CONSTITUTION**

11.

- A. This Constitution may be added to and/or altered and/or amended at any general meeting of the Association by a vote of not less than two thirds of the members present or represented at the meeting; provided, however, that the amendments, alterations, and/or additions have been submitted to the secretary of the Association soon enough to permit the secretary of the Association to give thirty (30) days' notice in writing of the meeting and proposed amendments to all members of the Association.
- B. Amendments to amendments may be approved and acted upon at the same meeting without previous notice.
- C. Following approval by the members a copy of the amendment certified by the secretary shall be forthwith sent to the secretary of Equestrian Canada and to the Provincial Sport Branch.

### **AUDITOR**

12.

As prescribed by the Board of Directors, the accounts of the association shall be audited annually by an accredited professional. The remuneration of the auditor shall be approved by the Board of Directors.

Revised Nov 28, 2010

### **SIGNATURE AND CERTIFICATION OF DOCUMENTS**

13.

Contracts, documents or any instruments in writing requiring signature if the Association, shall be signed

by one of the President, or Vice-President or Treasurer or Secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have power from time-to-time by By- law to appoint an officer or officers on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Association when required may be fixed to contracts, documents and instruments in writing as aforesaid or by any officer or officers appointed by resolution of the Board of directors.

## **ZONES**

14.

The Province shall be divided into the number of zones as provided for by the New Brunswick Culture and Sport Secretariat. (see map attached)

## **HEAD OFFICE**

15.

The head office of the Association shall be situated at either the address of ~~the current secretary from year to year, or~~ the designated business Head Quarters of the Association ~~as the case may be~~ in the province of New Brunswick, or as may be determined from time to time by the Board of Directors.

## **DEFINITIONS**

16.

In this Constitution, the singular shall include the plural and the plural the singular; the masculine shall include the feminine.

## **PRIVACY OFFICER**

17.

The organization shall appoint a Privacy Officer, under the terms and conditions of the Personal Information Protection and Electronic Documents Act, and the Privacy Officer shall maintain his/her post until such time as a successor is appointed.

Added October 24, 2009

## **ORDER OF PROCEDURE**

18.

Where not otherwise provided by these by-laws, the order of procedure at meetings of the Company shall be according to the latest edition of Call to Order by Herb Perry.

Added October 24, 2009

19.

The New Brunswick Equestrian Association shall be bound by Equestrian Canada's Conflict of Interest Guidelines for Councils and Committees.

Added November 28, 2010

## **APPENDIX A – NOMINATION COMMITTEE**

### **Committee for Nominations for the Board of Directors**

#### **Mandate**

The Nominations Committee is a standing Committee of the New Brunswick Equestrian Association Board of Directors that is responsible for ensuring that the NBEA Board of Directors is composed of persons sufficiently qualified and skilled to provide effective leadership.

Not later than April 1, the NBEA President shall, with the approval of the Board of Directors, appoint a Nominating Committee.

#### **Composition**

The Committee shall comprise three (3) persons.

- The Chair shall be a member of the current Board of Directors. S/he will serve for a three-year term, and may serve two consecutive terms.
- Two other committee members shall be named, both of whom must be Senior NBEA members in good standing. One may also be a member of the Board of Directors. These committee members may will serve a term of two years, up to a maximum of four years.

#### **Responsibilities**

The Committee shall approve a nomination package and form.

The nomination committee will be responsible to recruit, solicit, and receive nominations for election or appointment for Directors at Large, with input and suggestions from the current Board.

The Committee shall call for nominations and gather applications. The applications will be reviewed and successful candidates will be notified. Names and bios will be forwarded to the newsletter editor for dissemination to the membership.

Incumbent Directors will notify the committee if they are willing to let their names stand for the next Board by a given deadline. They shall also submit a short write-up to be included in the newsletter prior to the Annual General Meeting and election.

#### **Meetings**

The Committee shall meet in person or via teleconference as deemed appropriate.

#### **Reporting**

The Committee shall provide a written report to the AGM and shall report to the Board of Directors in a form and on a timeline that the Board shall from time to time determine.



**Review**

The Board shall review the Committee's Terms of Reference and performance annually.

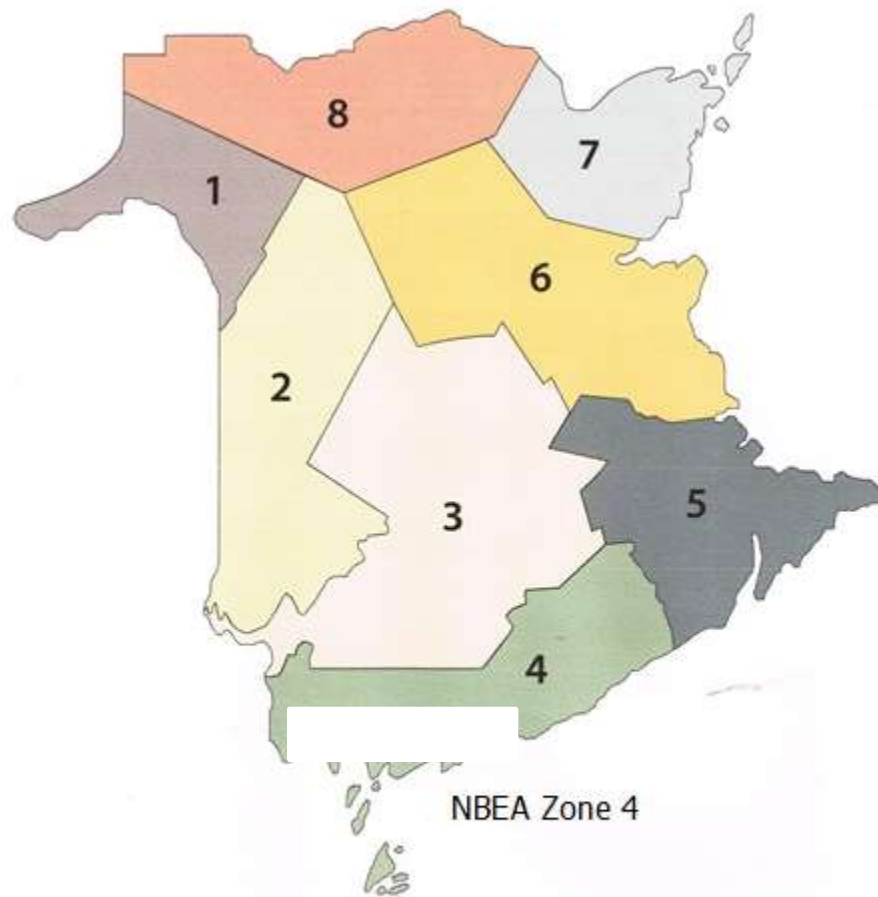
**NBEA Nominating Committee Time Line**

Nomination Committee Chair and members appointed by NBEA Board	April 1st
Nomination Committee prepares "recruitment" information package to go out in newsletter (e.g., board description, call out for individuals with special areas of interest/skills, Nomination form including checklist of requirements and bio information for nominees)	Complete by June 1st
Current board members confirm if re-offering and prepare bio information to be published in newsletter	Confirm by September 1st
Advertise nominations process and application in newsletter	45 days prior to AGM
(Formal notice of AGM is sent to membership)	30 days prior to AGM
Deadline for submission of nominations	21 days prior to AGM
Nomination Committee reviews and approves applicants (confirm membership, etc.)	Following application deadline
List and bios of nominees (including re-offering members) sent out in newsletter prior to AGM	Dedicated email reminder 7 days prior to AGM
Nomination Chair and/or Committee oversees election process at AGM	AGM

## APPENDIX B

### Call for Nominations Information and Nomination Form

APPENDIX C – map of NBEA Zones



- |              |                    |                       |               |
|--------------|--------------------|-----------------------|---------------|
| 1 Republic   | 2 Western Valley   | 3 Capital             | 4 Fundy       |
| 5 South East | 6 Miramichi / Kent | 7 Chaleur / Peninsula | 8 Restigouche |