

The CONSTITUTION of the CANADIAN HORSE BREEDERS – ATLANTIC DISTRICT

ARTICLE I – NAME

Section 1 - Name

The recognized official name of this organization is “Canadian Horse Breeders – Atlantic District”, and is so registered with the Nova Scotia Registry of Joint Stock Companies and under the Societies Act of Nova Scotia.

The Canadian Horse Breeders – Atlantic District may be abbreviated and referred to as CHB-AD.

The official Canadian Horse Breeders – Atlantic District newsletter is named “Canadian Horse Atlantic”

The official web site for The Canadian Horse Breeders – Atlantic District club is www.canadianhorseatlantic.ca

Section 2 - Logo



ARTICLE II – PURPOSE

Section 1 - Purpose

The purpose of the Canadian Horse Breeders – Atlantic District club is to preserve, promote and protect the breed of horse known as the Canadian Horse.

Section 2 – Legislation / Regulations

The club will adhere to the regulations of not-for-profit associations, under the Societies Act in the province which holds its registration with the Registry of Joint Stocks.

ARTICLE III – ADMINISTRATION

Section 1 – Office Contact Information

Office location and postal address will vary from year to year and will be determined by the Secretary/Treasurer.

Correspondence via e-mail may be directed to the club's official web site;
www.canadianhorseatlantic.ca

Section 2 – Responsibility

The Secretary will be responsible to maintain currency of the contact information of the club.

ARTICLE IV – MEMBERSHIP

Section 1 – Eligibility

Anyone who is interested in the Canadian Horse breed and preserving their heritage can join the Canadian Horse Breeders – Atlantic District club.

Members are responsible to fully participate in the proceedings and affairs of the club and to attend and participate in the Annual General Meeting (AGM).

Section 2 – Becoming a Member

Application to become a member of the Canadian Horse Breeders – Atlantic District Club is to be sent to the Secretary along with the prescribed annual dues for that year.

Section 3 – Types of Memberships

- General Members are any individual who by virtue of making application and submitting the prescribed annual dues shall be considered a member in good standing of the Canadian Horse Breeders – Atlantic District Club and shall be added to the official membership list and granted full membership privileges for the calendar year.

- Honorary Members are individuals who have been nominated as honorary members and have been approved by a special vote at an AGM. Honorary members are not subject to payment of membership dues or fees and shall remain members in good standing for as long as they wish to do so or until such time a special vote revokes their honorary status.

Section 4 – Rights and Privileges of Membership

Members in good standing shall receive as benefits for their membership, but are not limited, to the following:

- receive any official newsletter, notice of meetings and AGM,
- have the right to attend, participate and exercise their right to one (1) vote at the Annual General Meeting (AGM),
- propose and vote on constitutional amendments,

- stand for elected Officer of the club,
- vote for elected Officers,
- abstain from voting,
- protect the integrity of and infringement of the Constitution and any By-Laws of the club or its parliamentary authority,
- actively participate in open debate,
- petition meeting agenda items for Executive, special or AGM agendas.

Section 5 – Membership Termination / Re-instatement

A member's membership as well as Officer designation can be revoked for conduct not becoming of membership. Reasons considered, but not limited to, are as follows:

- acting in contravention to the aims, goals and Constitution of the club
- conviction of animal cruelty or animal welfare laws,
- fraudulent representation,
- falsification of records,
- intentionally harming the reputation of the club, executive, other members or the breed,
- club Officer designations or status may be revoked for not fulfilling their respective duties or for absenteeism.

ARTICLE V – OFFICERS / DIRECTORS / EXECUTIVE

Section 1 – Composition

- Officers – The Officers of the Canadian Horse Breeders – Atlantic District Club shall consist of seven (7) elected Directors, the Past President and the Promotions Committee Chair for a total of nine (9) Officers.
- Directors – Seven (7) members in good standing who have been nominated and elected by their peers to serve as Officers of the club.
- Executive – The Executive members will be designated from within the elected Officers of the club and shall consist of the President, Vice-President, Secretary/Treasurer and the Promotions Committee Chair. These designated executive positions will have the responsibility of managing the budget and administrative affairs of the club.
- Directors at Large – Any Director who is an elected Officer of the club who is not designated as the President, Vice-President, Secretary/Treasurer or Promotions Committee Chair.

Section 2 – Qualifications

In order to be an elected Officer, the person must have been a member in good standing with the club for at least the previous two (2) consecutive years.

Section 3 – Duties & Responsibilities

President

The President will serve the club:

- as representative in dealing with other clubs, associations and club members,
- as designated Chair of the Executive ,
- as the person responsible to call and chair the Annual General Meeting (AGM),
- as a signing authority for the club,
- as the club's 'Recognized Agent' as per the Nova Scotia Societies Act.

Vice-President

The Vice-President will serve as the President in full capacity when the President is unavailable or unable to serve.

Past President

The Past President is available to provide a historical view and continuity of the club to assist the current Executive in the management of the club. The Past President is appointed as Ex-Officio with no Executive voting privileges. The Past President must maintain his/her membership in good standing to exercise any member voting privileges.

Treasurer

The Treasurer is responsible to:

- formulate and submit an annual budget for approval at the AGM,
- maintain and manage to good order a chequing account on behalf of the club,
- pay club expenditures in a timely matter,
- prepare and present financial statements for club meetings,
- assist in any audits,
- prepare and submit an annual financial report for submission to the Registry of Joint Stock Companies as required.

Secretary

The Secretary is responsible for:

- taking and maintaining minutes of the club,
- maintaining contact information for club members,
- acting as a contact person for general inquiries,
- managing all paperwork for the club,
- formulating and submitting the annual report to the Registry of Joint Stock Companies as required.

Promotions Committee Chair

The Promotions Committee Chair is responsible for the following:

- Executive representative of all standing Promotion and Special Committee Chairs,
- the ordering, managing and custody of promotional material for the club,
- ensuring that appropriate promotional supplies and materials are available for sale and distribution as required.

Directors at Large

Directors represent the membership and serve as liaison between members and executive. Directors shall take active role in chairing special committees as required.

Section 4 – Term of Office

The term of an elected Officer will begin immediately following the meeting wherein the election took place. Officers of the club are elected for a three (3) year term, the terms are staggered. Designated Officer's terms vary; the President's term of office shall be for a period of one (1) year and the other designated Officers' terms of office will be for a two (2) year period. The Past President remains in term until a new Past President is appointed.

Section 5 – Consecutive Terms

There are no consecutive term caps in place at present.

Section 6 – Conflict of Interest

Officers of the club are obligated to disclose any conflicting financial, personal or official interest in any issue being placed before the Executive. All elected Officers of the club must abide by the club's Conflict of Interest Policy.

Section 7 – Code of Conduct

When conducting club business or representing the club's interest, every elected Officer must conduct themselves in a manner that conforms to the club's philosophical, ideological and established points of view and position. When representing the club, individuals are to repress individual view points and represent the club's point of view and or position/decision. The club's Code of Conduct Policy must be adhered to at all times.

Section 8 – Vacancy

A vacancy on the Executive Board shall not prevent the Board from exercising its duties and authorities.

A vacancy by any reason, (death, resignation or removal) shall be filled at the earliest possible convenience of the Executive.

A vacancy of designated Executive member(s) shall be replaced by designating individual(s) from the existing Officers of the club, and filling the now vacant Director(s) at Large at the next AGM.

Section 9 – Removal and Recall

Removal

Officers of the club may be removed by a nomination from a member in good standing and a vote of at least 90% of the members in good standing.

Upon Removal the Officer will immediately be relieved of their duties as an Officer of the club and any Executive designation(s) bestowed upon them. The remaining Officers of the club will choose a replacement for the removed officer from among the directors at large by a unanimous decision. The replacement Officer will assume the duties of the removed/impeached Officer for the remainder of the removed/impeached Officer's term.

Recall

Any Officer of the club that has been removed can be recalled to duty by either:

- i) a reversing vote of 90% of the members in good standing,
- ii) a reversal of decision by an Appeals Board.

Section 10 – Appeals Process

Executive members removed from their position wishing to appeal their removal shall notify the President within 60 days in writing of their appeal, stating justification to support such appeal. At such notification the President shall convene an appeal hearing. The removed member will appear in the presence of an Appeals Board, comprised of three general members selected at random, three executive members selected at random and the President. The unanimous decision of the Appeal Board to rescind the removal or to uphold the removal shall be final – no further appeal shall be considered.

ARTICLE VI – EXECUTIVE BOARD

Section 1 – Composition

The Executive Board shall consist of; President, Vice-President, Secretary/Treasurer and the Promotions Committee Chair.

Section 2 – Designation

The Officers of the club will by consensus designate from amongst themselves the members of the Executive Board.

Section 3 – Powers & Duties

The Executive Board of the Canadian Horse Breeders – Atlantic District are responsible to the members. The Board provides, but not limited to, the following:

- leadership and direction,
- continuity,
- governance and administration (management & financial),
- an Appeals Process

The Executive Board has the following, but not limited to, responsibilities:

- annual planning,
- maintenance of the club's mission and purpose,
- acquisition of appropriate resources to support the club's meetings, events, obligations and operations,
- accountability for any products, services and expenditures of the club,

- enhancement of the club's Public Image,
- assessment of its own performance

The Executive Board is subject to, but not limited to, the following restrictions:

- refrain from committing the club to any long term financial or other legal commitment(s), contracts and obligations without undergoing a majority vote at an AGM or a special vote where AGM quorum is met,
- refrain from making financial commitments that exceed the financial resources of the club,
- abiding by all laws, regulations and rules of appropriate legislative bodies, governments or greater association(s) rules.

ARTICLE VII– COMMITTEES

Section 1 – Duties & Responsibilities

All Committees will be struck under the sanction of the Executive Board. Each Committee will have a specific Terms of Reference detailing: mandate, members, Chair, term of work, deliverables and authorities.

Section 2 – Composition

Each Committee will be comprised of at least one club Director, and an appropriate number of club members in good standing as seen reasonable to achieve success in the work/task assigned the Committee.

Section 3 – Committee Chairs

Committee members are responsible to select a Chair from those appointed to the committee. Should this membership be unable to come to consensus naming a Chair, the President will designate a committee member as the Chair. The Chair is to report directly to the Promotions Committee Chair for Executive considerations.

Section 4 – Special Committees

Special Committees may be struck on a 'as needed basis'. Once specific work, events or business has been identified that would be best served by a number of members applying a joint effort, the Executive can strike a specific Special Committee and call for members from the members in good standing list. The Special Committee will be struck for a specific time frame, complete specific work and be issued specific authorities, all of which will be outlined in a Terms of Reference document for the Special Committee.

One (1) club Director shall be involved in each Special Committee. The Special Committee shall elect from the committee members a Chair.

The Chair will report to the Promotions Committee Chair for Executive considerations.

ARTICLE VIII – ELECTIONS

Section 1 – Timing

Elections for any vacant club Directors will take place at the Annual General Meeting.

The Executive must designate the position of President annually and the positions of Vice-President, Secretary/Treasurer and Promotions Committee Chair bi-annually, (every 2 years).

Following the AGM election, the Officers of the club will convene to designate the Executive by consensus vote and report back to the AGM with the results of their deliberations and announce for the minutes, the Executive for the upcoming year.

Section 2 – Nomination

Persons seeking Office in the club must be nominated by at least two (2) other members of the club.

Section 3 – Eligibility

Any member in good standing for at least two (2) consecutive years can be eligible to be nominated for position of club Officer.

Section 4 – Terms

All elected Directors will serve a 3 year term as officers of the club.

All terms will be staggered to allow for the continuity of experience, knowledge and skill.

Section 5 – Voting

Voting for club Directors will be by a simple majority rule of the votes cast by members in good standing for that position during the elections.

Section 6 – Validity

In order for an election to be valid, votes must be cast by at least 25% of the active club membership at the time of the election.

Section 6 – Proxy

In the event that an Officer of the club is unable to attend the AGM they may cast their vote by Proxy by submitting a written notification to the Secretary within 30 days of the vote.

Section 7 – Installation

The term of the elected officers will begin immediately following their election at the Annual General Meeting.

ARTICLE IX – MEETINGS

Section 1 – Meeting Types Time & Place

A minimum of one Executive Meeting will be called each year at the will and pleasure of the President.

An Annual General Meeting (AGM) will be held once a year at a pre-advertised time and venue

Section 2 – Chair

The President of the club will preside as Chair at all formal meetings of the club. If the President is unable or unviable to chair, the Vice-President will assume the role as Chair with all powers, duties, responsibilities and obligations of the position.

Section 3 – Quorum

Quorum for the AGM is set at a minimum of 25% of the current number of club members in good standing.

Quorum for Executive meetings is set at 50%

Quorum must be met in order for a meeting for decisions and approvals to be sanctioned and official. Any meeting not meeting Quorum shall be for general discussion and information sharing only.

Section 4 – Voting

Voting at the AGM is a simple majority rule based upon a Quorum in attendance.

Voting at an Executive Board meeting will be based upon consensus.

Section 5 – Order of Business

- 1 Call to order
- 2 Roll Call
- 3 Agenda
- 4 Minutes (Secretary)
- 5 Officer Reports
 - President's
 - Treasurer's
- 6 Committee Reports
- 7 Unfinished Business
- 8 New Business
- 9 Announcements
- 10 Adjournment

Section 5 – Parliamentary Authority

All club meetings shall be conducted using a Parliamentary Authority based upon a Simple Majority rule.

ARTICLE X – RECORD KEEPING

Section 1 – Responsibility

The Secretary/Treasurer is responsible to take, maintain and preserve all records of the club.

Section 2 – Official Minutes

The Secretary is responsible to record the meeting proceedings using an abridged note process paying respect to calls for motions and seconds as well as any specific decisions or directions the President wishes to be specifically recorded

Section 3 – Approval of Minutes

The official minutes must be approved and seconded at the next Executive Board meeting and bear signatures of the President and Secretary.

Section 4 – Filing, Retention & Posting of Minutes

The meeting minutes will be filed and made available to members in good standing by publication in the club newsletter.

All club minutes will be retained in the clubs official files.

ARTICLE XI – FINANCES

Section 1 – Dues

Members shall be in good standing when the prescribed annual dues are submitted and registered with the Treasurer and the member's name is added to the club's active membership list.

The club's annual dues may vary, dependent upon the year, due the clubs financial commitments, and projected expenses for the club.

The annual dues for the next year shall be set at the Annual General Meeting when the following year's forecast Budget is tabled and approved.

Annual dues are payable to the Treasurer by January 31 of each calendar year.

Section 2 – Remuneration

At this time there is no provision for any remuneration for terms serving or served. Club Officer status is a volunteer position only and expenses incurred are subject to reimbursement as governed by the Expense Policy.

Section 3 – Budget

In consultation with the Executive Board, the Treasurer is responsible to formulate and table an appropriate annual budget for the club.

The proposed budget must be approved by the Executive Board and tabled at the AGM and upon receiving a majority vote will be considered an approved budget and mandate for the Executive.

Section 4 – Eligible Expenses and Re-imburements

Expenses and Re-imburements will be made based upon the clubs Expense Policy.

Upon submission of valid receipts, all expenses incurred by the Executive or members that are bonifide operational, meeting or other various pre-approved expenses shall be reimbursed at the earliest convenience of the Treasurer.

Section 5 – Disbursements

All club disbursements must meet the club's Expense Policy and be approved by the Executive.

All club cheques must be signed by the current President (Vice-President in the absence of the President) and the current Treasurer.

All club disbursements must be entered into the current year's ledger.

Section 6 – Audits

The Treasurer is responsible to audit the clubs financial record annually prior to submitting the Financial Report to the Registry of Joint Stock Companies.

The Executive Board reserves the right to engage a certified Financial Auditor to examine the clubs financial record.

Section 7 – Reports

The Secretary is responsible to maintain the record of the club's business in the form of minutes, (s)he is responsible to report the preceding minutes at each meeting of the club, Executive and General meetings.

The Treasurer is responsible to report all financial transactions and the clubs financial standing at each of the club, Executive and General meetings.

The Secretary and Treasurer are responsible to ensure that all official reports are compiled and submitted to the Registry of Joint Stock Companies in a complete and timely manner.

The Secretary, Treasurer and President are responsible to meet any other reporting requirements that are laid down by legislation, regulation or association affiliation.

ARTICLE XII– BY-LAWS

No Club By-Laws are in effect at this time.

ARTICLE XIII – CONSTITUTIONAL AMENDMENTS

Section 1 – Initiation

Any member in good standing can make a petition to change any Article of this Constitution by completing and submitting a Constitutional Change Form 90 days prior to any AGM.

Section 2 – Notification of Amendment

Members in good standing will receive in writing all proposed constitutional changes for review 30 days prior to the AGM.

Section 3 – House Keeping Amendments

The Executive Board is granted authority to make housekeeping amendments to the club's Constitution. Housekeeping amendments consist of name, contact, spelling errors, administrative and format changes to the Constitution providing that a majority rule vote at an Executive Board meeting is favourable.

Section 3 – Voting

All changes to the club's Constitution must undergo due process.

- notification to be sent to all members in good standing, and posted on the club's web site, petitioning for proposals of Constitutional amendments within 90 days prior to the AGM,
- members to complete Constitutional Amendment Form(s) and submit to the Club Secretary at least 60 days prior to AGM,
- all proposed amendments to be posted on the club's website at least 30 days prior to AGM,
- Printed copy of Constitutional amendments to be included within the AGM information mail-out package within 30 days of AGM,
- Copies of Constitutional amendments to be made available at the AGM,
- A Constitutional Vote to be held at AGM with a constitutional vote quorum of 2/3 the membership,
- Voting will be conducted by show of hands.

Section 4 – Posting of New Constitution

The amended Constitution of the Canadian Horse Breeders – Atlantic District will be posted to the club's web site within 30 days of the AGM where constitutional changes were approved.

Copies of the amended Constitution of the Canadian Horse Breeders – Atlantic District will be made available upon request in writing within 30 days of the AGM where constitutional changes were approved.

The Secretary will send to the Registry of Joint Stock Companies a new amended version of the club's Constitution at the next reporting period.

ARTICLE XIV – APPENDICES

Appendix 1 – Definitions

Appendix 2 – Membership Form

Appendix 3 – President Position Description

Appendix 4 – Vice-President Position Description

Appendix 5 – Treasurer Position Description

Appendix 6 – Secretary Position Description

Appendix 7 – Promotions Committee Chair Position Description

Appendix 8 – Regional Representatives Position Description

Appendix 9 – Committee Chair Position Description

Appendix 10 – Conflict of Interest Guidelines

Appendix 11 – Code of Conduct Policy

Appendix 12 – Appeals Process

Appendix 13 – Nomination Form

Appendix 14 – Voting Ballad

Appendix 15 – Meeting Agenda

Appendix 16 – Parliamentary Authority (Robert’s Rules – Abridged Sheet)

Appendix 17 – Expense Policy

Appendix 18 – Financial Policy

Appendix 19 – By-Laws (if Applicable)

Appendix 20 – Constitutional Amendment Form

Appendix 21 – Conflict of Interest Policy

Appendix 22 – Terms of Reference Document