

March 1, 2023

In the fall of 2022, the Saskatchewan Horse Federation (SHF) Governance Committee began a review of their current Constitution & Articles. The goals were to update these foundational documents and improve the Board's ability to manage.

The SHF engaged HMC Management Inc. to assist in the review and provide expertise with the review. The SHF Governance Committee and HMC Management created update Articles of Incorporation & bylaws that resulted in:

- Compliance with the revised Not For Profit Corporation Act 2022 Chapter 25, An Act respecting Non-profit Corporations.
- Modernize the Corporations bylaws.

Once the Governance Committee had made the desired changes the articles & bylaws were presented to the SHF Board of Directors and approved. The points below are some of the changes.

- Clarify memberships, their rights, privileges, restrictions and conditions attaching to the membership interest and authorize the issue of any class of membership interests in one or more subdivisions.
- Decrease the minimum number of directors that may be elected or appointed.
- Allow the appointment of Advisors to the Board.
- Allow the Board to appoint directors.
- Made adjustments to Committee structures.
- Allow for member meeting notices to be sent via electronic communications.

The proposed changes will be reviewed at the SHF AGM March 18, 2023 in Saskatoon.

Province of Saskatchewan
2022 Chapter 25, An Act respecting Non-profit Corporations
Saskatchewan Horse Federation Inc.

SPECIAL RESOLUTION

The Members of the Saskatchewan Horse Federation Inc. (the "Corporation"), pursuant to Part 9-3(1) and Part 9-3(2) of 2022 Chapter 25, An Act respecting Non-profit Corporations, hereby passes the following special resolution:

Whereas it is deemed desirable that the Corporation amend its "Constitution and Bylaws, Revised March 13, 2021" to:

1. Ensure compliance with the revised Not For Profit Corporation Act 2022 Chapter 25, An Act respecting Non-profit Corporations; and
2. Modernize the Corporations bylaws.

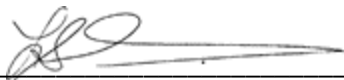
Now Therefore, be it resolved as a special resolution:

That the "Constitution and Bylaws, Revised March 13, 2021" be repealed;

and further

That they be replaced with Bylaw 1 as present to the Corporation membership at the Annual Meeting of Members held March 18, 2023 in Saskatoon Saskatchewan, and as attached to and becoming a part of these minutes.

Passed by a resolution at the Meeting of Members of the Corporation on the 18th day of March, 2023, pursuant to the provisions of 2022 Chapter 25, An Act respecting Non-profit Corporations.



Lorraine Gilcrest
President, Saskatchewan Horse Federation Inc.

Province of Saskatchewan
2022 Chapter 25, An Act respecting Non-profit Corporations
Saskatchewan Horse Federation Inc.

SPECIAL RESOLUTION

The Members of the Saskatchewan Horse Federation Inc. (the “Corporation”), pursuant to Part 14, 14-2 of 2022 Chapter 25, An Act respecting Non-profit Corporations, hereby passes the following special resolution:

Whereas it is deemed desirable that the Corporation amend its Articles to:

1. to clarify memberships, their rights, privileges, restrictions and conditions attaching to the membership interest and authorize the issue of any class of membership interests in one or more subdivisions;
2. decrease the minimum number of directors that may be elected or appointed;
3. allow the appointment of Advisors to the Board;
4. allow the Board to appoint directors;
5. allow for member meeting notices to be sent via electronic communications; and

Now Therefore, be it resolved as a special resolution:

That the Articles of the Corporation be amended as follows:

Section 3 Membership Class information include:

There will be three (3) classes of membership:

1. Class A Individual
 - a. Class A Individual membership is open to any individual that seeks to advance and participate in the objectives set forth in the Corporations constating documents and comply with any Member Code of Conduct approved by the Board from time to time .
 - b. This class of membership interest will be issued in subdivisions, the authority given to the directors to determine the designation of and the rights, privileges, restrictions and conditions attaching to the membership interest of each subdivision.
2. Class B Corporate Club
3. Life Member

Rights, privileges, restrictions and conditions attaching to the membership interest

- 1) Class B Corporate Club
 - a) Only duly constituted equine or equestrian organizations or clubs and who:
 - i) Have paid any prescribed fees;
 - ii) Hold an open Annual General Meeting for the election of officers and approval of the Annual Financial Report and affairs of the club;
 - iii) Have and maintain a minimum of 6 current SHF registered members;
 - iv) Carry a minimum of a basic liability insurance;
 - v) Carry Comprehensive liability of at least 2 million dollars (required);
 - vi) Carry Participant liability – second party coverage of at least 2 million dollars (required);

vii) A minimum of one member of the club or organization must have successfully completed the Safe Sport Training and/or Respect in Sport and provide as proof a copy of the official Certificate issued by Safe Sport and/or Respect in Sport.

may hold a Class B Corporate Club membership.

- b) The holder of a Class B Corporate Club membership shall be represented at meetings of the members of the Corporation by a representative carrying a proxy on behalf of the Class B Corporate Club member.
- c) The holder of a Class B Corporate Club membership:
 - i) Is entitled to attend all meetings of members including the Annual General Meeting;
 - ii) Is entitled to one (1) vote on all matters at any meeting of members including the Annual General Meeting including the election of Directors;
 - iii) Is entitled to nominate individual members of the SHFI for election to the Board of Directors.

2) Life Member

- a) This is a distinct status and is the highest honour granted by the Federation. The Life Member is:
 - i) Selected by two thirds (2/3^{rds}) majority of the Board of Directors; and
 - ii) Selected for special contribution and achievements in the Equestrian and (or) those activities in this province; and
 - iii) An active individual member who has been an active member for at least (25) years; **OR**
 - iv) A person who is an individual member who has been an active member for at least (25) years and who has past the age of 89 years of age.
- b) The holders of a Life Member membership:
 - i) Is entitled to attend the Annual General Meeting of the Corporation;
 - ii) Is entitled to one (1) vote on all matters at the Annual General Meeting including the election of Directors;
 - iii) Is entitled to be elected as a director of the Corporation.

Section 5 is repealed and replaced with the following:

“The authorized number of directors is a minimum of 7 and a maximum of 15 directors.”

Section 8 Other Provisions is repealed and replaced with the following:

Advisors

The board of directors may appoint no more than 2 individuals (with such individuals' consent) as advisors to board of director meetings. And such advisors, once appointed, are required to attend and participate in meetings of the board of directors in accordance with such rules, restrictions and limitations as the board of directors may impose from time to time. Such advisors will not have the right to vote or make any decisions affecting or binding upon the corporation at such board of director meetings or otherwise.

Appointing Directors

The Board of Directors may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed 2.

Notice of Member Meetings

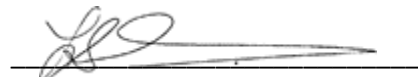
In accordance with Part 11-4(3)(b) the corporation may send the notice to the member by electronic communication.

Section 9 Dissolution Provisions is repealed and replaced with the following:

“Upon dissolution of The Corporation, its properties and assets shall, after payment of all liabilities, be transferred to any successor organization which follows the aims and objectives of the Federation. In the event there is no successor organization, the properties and assets of the Federation shall be donated to the Townsend Equine Health Research Fund, University of Saskatchewan.”

The following clauses 9(b) and 9(c) are added after clause 9(a):

Passed by a resolution at the Meeting of Members of the Corporation on the 18th day of March, 2023, pursuant to the provisions of 2022 Chapter 25, An Act respecting Non-profit Corporations.

A handwritten signature in black ink, appearing to be 'J. D.', is written over a horizontal line.

INSERT NAME HERE

President, Saskatchewan Horse Federation Inc.

Articles of Amendment to be filed upon approval of the membership.
(This is filed online.)

NOTE : Only Section 3, Section 8 and Section 9 are in the Attachment to the Articles of Amendment (Appendix A).

Section 1: Name of Entity:

SASKATCHEWAN HORSE FEDERATION INC.

(NO CHANGE)

Section 2: New Entity Name Details

Not Applicable

Section 3: Membership Class Information

Attached as separate document.

(SEE APPENDIX A TO THIS DOCUMENT WHICH WOULD BE THE "SEPARATE DOCUMENT")

Section 4 Corporation Type

The Corporation is a Charitable Corporation

(NO CHANGE)

Section 5 Authorized number of directors

The authorized number of directors is a minimum of 7 and a maximum of 15 directors.

(CHANGE)

Section 6 The right to transfer membership interest

Membership interest is not transferable.

(NO CHANGE)

Section 7 Restrictions on Activities

None

(NO CHANGE)

Section 8 Other Provisions, if any.

ONE SEE ATTACHMENT.

(CHANGE)

Section 9: Dissolution Provisions

Provisions contained in attached document

Appendix A Articles of Amendment Attachment

Section 3 Membership Class Information

There will be three (3) classes of membership:

1. Class A Individual
 - a. Class A Individual membership is open to any individual that seeks to advance and participate in the objectives set forth in the Corporations constating documents and comply with any Member Code of Conduct approved by the Board from time to time .
 - b. This class of membership interest will be issued in subdivisions, the authority given to the directors to determine the designation of and the rights, privileges, restrictions and conditions attaching to the membership interest of each subdivision.
2. Class B Corporate Club
3. Life Member

Rights, privileges, restrictions and conditions attaching to the membership interest

- 1) Class B Corporate Club
 - a) Only duly constituted equine or equestrian organizations or clubs and who:
 - i) Have paid any prescribed fees;
 - ii) Hold an open Annual General Meeting for the election of officers and approval of the Annual Financial Report and affairs of the club;
 - iii) Have and maintain a minimum of 6 current SHF registered members;
 - iv) Carry a minimum of a basic liability insurance;
 - v) Carry Comprehensive liability of at least 2 million dollars (required);
 - vi) Carry Participant liability – second party coverage of at least 2 million dollars (required);
 - vii) A minimum of one member of the club or organization must have successfully completed the Safe Sport Training and/or Respect in Sport and provide as proof a copy of the official Certificate issued by Safe Sport and/or Respect in Sport.

may hold a Class B Corporate Club membership.
 - b) The holder of a Class B Corporate Club membership shall be represented at meetings of the members of the Corporation by a representative carrying a proxy on behalf of the Class B Corporate Club member.
 - c) The holder of a Class B Corporate Club membership:
 - i) Is entitled to attend all meetings of members including the Annual General Meeting;
 - ii) Is entitled to one (1) vote on all matters at any meeting of members including the Annual General Meeting including the election of Directors;
 - iii) Is entitled to nominate individual members of the SHFI for election to the Board of Directors.

- 2) Life Member
 - a) This is a distinct status and is the highest honour granted by the Federation. The Life Member is:
 - i) Selected by two thirds (2/3^{rds}) majority of the Board of Directors; and
 - ii) Selected for special contribution and achievements in the Equestrian and (or) those activities in this province; and
 - iii) An active individual member who has been an active member for at least (25) years;
OR
 - iv) A person who is an individual member who has been an active member for at least (25) years and who has past the age of 89 years of age.
 - b) The holders of a Life Member membership:
 - i) Is entitled to attend the Annual General Meeting of the Corporation;
 - ii) Is entitled to one (1) vote on all matters at the Annual General Meeting including the election of Directors;
 - iii) Is entitled to be elected as a director of the Corporation.

Section 8 Other Provisions

1) Advisors

The board of directors may appoint no more than 2 individuals (with such individuals' consent) as advisors to board of director meetings. And such advisors, once appointed, are required to attend and participate in meetings of the board of directors in accordance with such rules, restrictions and limitations as the board of directors may impose from time to time. Such advisors will not have the right to vote or make any decisions affecting or binding upon the corporation at such board of director meetings or otherwise.

2) Appointing Directors

The Board of Directors may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed 2.

3) Notice of Member Meetings

In accordance with Part 11-4(3)(b) the corporation may send the notice to the member by electronic communication.

Section 9: Dissolution Provisions

Upon dissolution of The Corporation, its properties and assets shall, after payment of all liabilities, be transferred to any successor organization which follows the aims and objectives of the Federation. In the event there is no successor organization, the properties and assets of the Federation shall be donated to the Townsend Equine Health Research Fund, University of Saskatchewan.

BYLAW No. 1

A Bylaw relating generally to the conduct and the business and affairs of

Saskatchewan Horse Federation Inc.
(hereinafter called the "Corporation")

IT IS HEREBY ENACTED as a Bylaw of the Corporation as follows:

Part 1 Definitions

- 1) In this bylaw and all other bylaws of the corporation, unless the context otherwise requires:
 - a) "Act" means the Non-Profit Corporations Act of Saskatchewan, its successor documents, parallel documents, amendments, and other applicable laws of Saskatchewan, and Canada;
 - b) "Articles" means the articles attached to the certificate of incorporation or continuance of the corporation and from time to time amended or restated;
 - c) "bylaw" means any bylaw of the corporation from time to time in force and effect;
 - d) all terms contained in the bylaws which are not defined in the bylaws and which are defined in the Act shall have the meaning given to such terms as given in the Act;
 - e) "the directors" and "Board" and "The Board of Directors" and "the Directors" mean the directors and Board of the corporation for the time being;
 - f) "Ex Officio" - means service as a member of a committee by virtue of the office of President, and unless otherwise expressly provided by the Board, means without voting rights unless otherwise indicated.
 - g) "in writing" and "written" includes printing, lithography, email, and other commonly used modes of representing or reproducing words in visible form;
 - h) words importing the singular number only shall include the plural and vice versa, words importing the masculine gender shall include the feminine and neuter genders, words importing persons shall include bodies corporate, partnerships, and other related or implied bodies of parties with a relevant relationship;
 - i) "Per Diem" – means an allowance paid to the Board and/or employees for lodging, meals, and incidental expenses incurred when travelling.
 - j) "Remuneration" means a Board Member's or employee's total compensation, including base salary, bonuses or contract payments for services delivered to or for SHFI.
 - k) the headings used in this bylaw are inserted for reference purposes only and are not to be considered in construing the terms and provisions hereof or to be deemed in any way to clarify, modify, or explain the effect of such terms or provisions.

- l) *“Sask Horse”* or *“the Federation”* or *“SHFI”* or *“SHF”* is Saskatchewan Horse Federation Inc..
- m) *“Executive Director”* or *“ED”* is the Executive Director of the Corporation as appointed from time to time by the Board.

Part 2 Corporation Objects

- 1) The objects of the corporation are:
 - a) To provide leadership among recognized equine and equestrian organizations in Saskatchewan that each may be helped to achieve the highest level of success for its members.
 - b) To co-ordinate the activities of the recognized equine and equestrian organizations in Saskatchewan so that duplication of effort and conflict of purpose may be avoided.
 - c) To provide liaison with Equestrian Canada (EC), similar Provincial Sport Governing Bodies (PSGB), Coaching Association of Canada (CAC), and with any other related body as may exist for the conduct of sport, recreation and horse industry initiatives in Canada.
 - d) To serve as an educational medium for its members by keeping communication methods open and current, and by distributing information relative to the horse industry and equestrian activities, by bringing speakers of authority to meetings of The Corporation, and by organizing seminars and clinics.
 - e) To develop and deliver programs and services as appropriate to advance the needs and interests of the membership.
 - f) To serve as a medium through which the provincial government and other agencies may make funds available to support equine and equestrian organizations and activities in Saskatchewan.
 - g) To raise the standards of care and handling of all horses in Saskatchewan.
- 2) The activities of the corporation are restricted to activities that are conducive or incidental to the attainment of these objectives.

Part 3 Type of Corporation

- 1) The Corporation is a provincially incorporated non-profit “Charitable” corporation as described in various acts of the Province of Saskatchewan and is governed by the laws pertaining to corporations in the Province of Saskatchewan, Canada, primarily the Saskatchewan Non-Profit Corporations Act.

Part 4 Rules of Order

- 1) The rules of order and rules regarding governance of the corporation will follow this order of precedence:
 - a) The Saskatchewan Non-Profit Corporations Act, and all other applicable Saskatchewan and Canadian legislation;
 - b) The Articles of Incorporation of the Corporation as may be amended from time to time;
 - c) The Bylaws of the corporation as may be amended from time to time;
 - d) Special Resolutions of the Corporation, or other resolutions requiring more than normal quorum;
 - e) Normal Resolutions of the corporation, or membership; and then
 - f) Resolutions of the Board of Directors.
- 2) Rules Of Order For Annual Meeting
 - a) The rules of order for the conduct of the SHFI annual meeting will, in general, follow the Robert's Rules of Order.

Part 5 Membership

- 1) There will be three (3) classes of membership:
 - a) Class A Individual
 - i) Class A Individual membership is open to any individual that seeks to advance and participate in the objectives set forth in the Corporations constating documents and comply with any Member Code of Conduct approved by the Board from time to time.
 - ii) This class of membership interest will be issued in subdivisions, the authority given to the directors to determine the designation of and the rights, privileges, restrictions and conditions attaching to the membership interest of each subdivision.
 - b) Class B Corporate Club
 - c) Life Member
- 2) Rights, privileges, restrictions and conditions that constitute the membership interests of each class of membership:
 - a) Class A Individual Membership Subdivisions
 - i) Class A Adult Individual
 - (1) Only Individuals who are 18 years of age or older and who have paid any prescribed fees may hold a Class A Adult Individual membership;
 - (2) The holders of a Class A Adult Individual membership:
 - (a) Is entitled to attend the Annual General Meeting of the Corporation;
 - (b) Is entitled to one (1) vote on all matters at the Annual General Meeting including the election of Directors;

- (c) Is entitled to be elected as a director of the Corporation.
- ii) Class A Junior Individual
 - (1) Only Individuals who are 17 years of age or younger and who have paid any prescribed fees may hold a Class A Junior Individual membership;
 - (2) The holders of a Class A Junior Individual membership:
 - (a) Is entitled to attend all meetings of members including the Annual General Meeting of the Corporation;
 - (b) Is not entitled to vote on any matters at the Annual General Meeting including the election of Directors;
 - (c) Is not entitled to be elected as a director of the Corporation.
- b) Class B Corporate Club
 - i) Only duly constituted equine or equestrian organizations or clubs and who:
 - (1) Have paid any prescribed fees;
 - (2) Hold an open Annual General Meeting for the election of officers and approval of the Annual Financial Report and affairs of the club;
 - (3) Have and maintain a minimum of 6 current SHF registered members;
 - (4) Carry a minimum of a basic liability insurance;
 - (5) Carry Comprehensive liability of at least 2 million dollars (required);
 - (6) Carry Participant liability – second party coverage of at least 2 million dollars (required);
 - (7) A minimum of one member of the club or organization must have successfully completed the Safe Sport Training and/or Respect in Sport and provide as proof a copy of the official Certificate issued by Safe Sport and/or Respect in Sport.

may hold a Class B Corporate Club membership.
 - ii) The holder of a Class B Corporate Club membership shall be represented at meetings of the members of the Corporation by a representative carrying a proxy on behalf of the Class B Corporate Club member.
 - iii) The holder of a Class B Corporate Club membership:
 - (1) Is entitled to attend all meetings of members including the Annual General Meeting;
 - (2) Is entitled to one (1) vote on all matters at any meeting of members including the Annual General Meeting including the election of Directors;
 - (3) Is entitled to nominate individual members of the SHFI for election to the Board of Directors.
- b) Life Member
 - i) This is a distinct status and is the highest honour granted by the Federation. The Life Member is:
 - (1) Selected by two thirds (2/3^{rds}) majority of the Board of Directors; and
 - (2) Selected for special contribution and achievements in the Equestrian and (or) those activities in this province; and

- (3) An active individual member who has been an active member for at least (25) years; **OR**
 - (4) A person who is an individual member who has been an active member for at least (25) years and who has past the age of 89 years of age.
 - ii) The holders of a Life Member membership:
 - (1) Is entitled to attend the Annual General Meeting of the Corporation;
 - (2) Is entitled to one (1) vote on all matters at the Annual General Meeting including the election of Directors;
 - (3) Is entitled to be elected as a director of the Corporation.
- 3) Membership Transfer
There shall be no transfer of membership.
- 4) Membership Withdrawal
A member may withdraw from the corporation immediately upon giving to the Board of Directors written notice of their intention to withdraw.
- 5) Termination / Cancellation / Non-Acceptance
- a) The Board may by ordinary resolution and approval of two thirds of the voting members of the Board, terminate membership if the member:
 - i) Fails to pay dues as set by the Board; or
 - ii) No longer meets any other required conditions of membership.
 - b) In the event of termination of membership by the Board or cancellation of membership by the member no member will be entitled to any refund of membership fees paid.
 - c) In the event of termination or non-acceptance of the application of the membership, the applicant may lodge an appeal to the Board within fourteen (14) calendar days of receipt of the termination or non-acceptance notice with the ED of the corporation. The appeal will be heard at the next regularly scheduled meeting of the Board.

Part 6 Fees

- 1) The Board of Directors may set and charge members fees to members of any class of membership.

Part 7 Members Meetings

- 1) The President of the Board or the Board by resolution may, and the Executive Director shall upon direction of any of the foregoing, subject to compliance with the Act, the articles and the by-laws, at any time call and at any place convene the annual or a special meeting of the members.

- 2) Virtual Meetings
 - a) If the Directors call a meeting of members under the Act and these bylaws, those Directors may determine that the meeting shall be held, in accordance with the Act and these bylaws, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 3) Fixed Record Date: For the purpose of determining members entitled to receive notice of a meeting of members, the record date for the determination of members shall be at the close of business on the day preceding the day on which the notice of meeting is given.
- 4) Notice of meeting: Notice of the time and place of a meeting of members shall be sent, not more than 50 nor less than 15 days before the meeting:
 - a) to each member entitled to vote at the meeting;
 - b) to each director; and
 - c) to the auditor of the corporation.
- 5) Notice of any meeting of members or any irregularity in any such meeting or in the notice thereof may be waived by any member, the duly appointed proxy of such member or any other person entitled to attend the meeting of the members on behalf of the member, in any manner and such waiver may validly be given either before or after the meeting to which such waiver relates. Attendance of any member, duly appointed proxy of any member or any other person entitled to attend the meeting of members on behalf of the member shall be deemed to constitute a waiver of notice of the meeting, except where that person at the opening of business of the meeting states that their attendance at the meeting is solely for the purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.
- 6) A quorum for any meeting of members shall be constituted by those present at a meeting of members, regardless of the number of persons actually present or are represented by proxy at the meeting. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting, notwithstanding a call of quorum. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting may conduct only one order of business, and that is to fix the time and date of the next meeting. All lawful notice requirements for meetings apply to the meeting called by this means.

- 7) The President of the Board or in their absence the Vice President of Governance, or in their absence any Officer of the corporation shall preside as chair of every meeting of the members of the corporation. If there is no such chair, or if at any meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling to act as Chair, the members present shall endorse someone of their number to be chair of the meeting.
- 8) The chair of the meeting may with the consent of the meeting adjourn any meeting of members from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of adjournment and if a quorum as constituted at the time of adjournment is present thereat. If there is not a quorum as so constituted, present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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 held in accordance with the notice calling the same.
- 9) The process for voting at a meeting of members shall be established by the Board and may be by show of hands or appropriate voting marker/card except where a ballot is demanded by a member or proxyholder entitled to vote at the meeting.

At a meeting, unless a ballot is demanded or other rules of order apply, a declaration by the Chair that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

- 10) Documentation at Annual Meeting: Subject to the act, the Board shall place before the Members at every meeting:
 - a) financial statements as prescribed by the act; and
 - b) the report of the auditor, if any, copies of which shall be provided to the Members no less than fifteen (15) days prior to the annual meeting and the Director of the Corporation Branch in a manner as permitted by the act.
 - c) bylaws submitted by the directors.
- 11) Special Business: all Business transacted at an annual meeting, except consideration of the financial statements, auditor's report, election of Directors, reappointment of incumbent auditor, consideration of bylaws submitted by the directors, and all business transacted at any other meeting of Members, is deemed to be special business.

No special business may be transacted at a meeting of Members unless the notice of meeting states the nature of the business in sufficient detail to permit the Members to form a reasoned judgment thereon;

Any member shall submit to the Corporation notice of any matter that he or she proposes to raise and discuss at the special meeting and notice of the proposal shall be given with the notice of the next meeting of the Members.

Part 8 Proxies and Voting

- 1) In regard to proxies and voting:
 - a) Votes at meetings of members will be given personally or as per subsection (f) by proxy.
 - b) At every meeting every member present shall have one (1) vote on a show of hands.
 - c) If voting cards or markers are being used, a person carrying proxies will vote by drawing the attention of the chair, by calling a point of order, information, or privilege as appropriate, to the number of voting cards held and the way that each of the votes will be cast. The fact that a proxy is being held, whom it is held by, and that the proxy will be used during the meeting, shall be called to the attention of the chair at the beginning of the meeting when the chair was verifying that quorum is present.
 - d) Upon a ballot on which every member present in person or by proxy shall have one (1) vote for every membership voting right held.
 - e) The Board may from time to time pass regulations regarding the lodging of instruments appointing a proxy at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such instruments to be transmitted before the meeting or adjourned meeting to the corporation appointed for the purpose of receiving such particulars and providing that instruments appointing a proxy so lodged may be voted upon as though the instruments themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in their discretion accept any form of reasonably confirmable communication (telephone, e-mail, fax, video, written, secure server transaction, and other communication means) as to the authority of anyone claiming to vote on behalf of and to represent a member notwithstanding that no instrument of proxy conferring such authority has been lodged with the corporation, and any votes given in accordance with such methods of communication shall be valid and shall be counted.
 - f) Where members of any class of membership are a body corporate the corporation shall recognize any individual authorized in writing by the directors or governing body of the body corporate via a prescribed proxy form to represent it at meetings of members of the corporation.

- g) An individual authorized pursuant to subsection (f) may exercise on behalf of the body corporate that he or she represents all the powers it could exercise if it were an individual member of that class.

Part 9 Directors

- 1) The Board shall consist of a minimum of seven and a maximum of 10 Directors, notwithstanding minimum and maximum numbers set in the by-laws and articles.
- 2) Advisors
 - a) The board of directors may appoint any number of individuals (with such individuals' consent) as Advisors to board of director meetings. And such Advisors, once appointed, are required to attend and participate in meetings of the board of directors in accordance with such rules, restrictions and limitations as the board of directors may impose from time to time. Such Advisors will not have the right to vote or make any decisions affecting or binding upon the corporation at such board of director meetings or otherwise.
- 3) The Board shall manage or supervise the management of the affairs and business of the corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the corporation and which are not by the Act or other statute, the articles, the by-laws or any resolution of the corporation expressly directed or required to be done in some other manner.
- 4) Directors Qualifications:
 - a) Directors are required to be members of the Corporation, notwithstanding other by-laws, regulations, or resolutions of the Corporation or the Act which may limit who may serve or present qualifications or requirements for holding the office of Director including:
 - i) Directors must comply with the Director Code of Conduct which may be amended by the Board from time to time.
 - ii) Directors must be individual adult members of the corporation;
 - iii) Directors must not be convicted of an offence against property rights;
 - iv) Adult Criminal Record/Vulnerable Sector (ACRVS) Check:
 - (1) The SHFI requires all new Board members to have a criminal record check and vulnerable sector check completed and submitted with nomination papers. No person who either prior to nomination or after being elected has been convicted of an offence relating to acts of violence, sexual assault, intimidation, criminal harassment, uttering threats or fraud will qualify to become or remain a member of the Board of Directors.

- v) No person having any sanctions, including those from a sport body, private tribunal, or government agency, currently pending or threatened against them will qualify to become or remain a member of the Board of Directors.

5) Vacancies

- a) A vacancy occurs when a Director ceases to be a qualified director in accordance to Part 9 Section 4), removal or death.
- b) Notwithstanding subsection 9(11)(3) of the Act, a quorum of directors may fill a vacancy among the directors, other than a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the number or minimum number of directors required by the articles.
- c) If there is not a quorum of directors, or if there has been a failure to elect the number or minimum number of directors required by the articles, the directors then in office shall immediately call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.
- d) Directors so placed will exercise full Director's powers and authority for the remaining term of the vacancy filled.

6) Removal of Directors

- a) The Board of Directors may only remove a Director if the director has failed to maintain the qualifications outlined in Part 9 Section 4.
- b) The members of the corporation, by ordinary resolution at a special meeting, may remove any Director or Directors from office.

7) Elections

- a) Notwithstanding Part 9(2) and Part 9 (10), election of Directors shall be held at a meeting of members called for that purpose and subject to the required notice for a Special Meeting of Members.
- b) Directors shall be elected by the members by ordinary resolution and by secret ballot. The rules governing the use of secret ballots will be as prescribed and/or amended by the board from time to time.
- c) Should there be tie vote the winner shall be determined by the flip of a coin undertaken by the President.
- d) Directors must be nominated by members whose benefits include the right to elect Directors or the Nominations Committee as may be appointed by the Board from time to time.

- e) The process for the nomination of Directors shall be as determined by the Board from time to time.
 - i) The process for nominations shall be provided to members eligible to elect directors at the same time as the notice of the meeting to be held to elect Directors.
- 8) The Board of Directors may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed 2.
 - a) Directors elected in accordance with Part 9 - 8) shall hold office for a term expiring not later than the close of the next annual meeting of members.
- 9) Conflict of Interest and disclosure of interested director contract: A Director shall disclose their interest in any material contract or proposed material contract with the Corporation in accordance with Section 9-20 of the Act and as determined by board policy.
- 10) Remuneration: Directors may receive remuneration for their duties as Directors and shall be reimbursed for reasonable expenses incurred in the carrying out of those duties.

Part 10 Terms of Office

- 1) With the exception of one Director position whose term shall be one year, the term of office of a Director shall be 3 years from the final adjournment or termination of the meeting at which he is elected until the third annual meeting next following; provided that a retiring Director shall retain office until the adjournment or termination of the meeting at which their successor is elected unless such meeting was called for the purpose of removing them from office as a Director in which case the Director so removed shall vacate the office forthwith upon the passing of the resolution calling for their removal.
- 2) Terms of office shall be staggered and Election of Directors shall alternate as follows:
 - a) Set 1 – 3-year term
 - i) Director 1
 - ii) Director 2
 - iii) Director 3
 - b) Set 2 – 3-year term
 - i) Director 4
 - ii) Director 5
 - iii) Director 6
 - c) Set 3 – 3-year term
 - i) Director 7

- ii) Director 8
 - iii) Director 9
 - d) Set 4 – 1 year term
 - i) Director 10
- 3) A Director may serve no more than nine (9) consecutive years of office.
- 4) Retiring Directors, if qualified, are eligible for re-election.
- a) Whenever at any election of Directors of the corporation the full number of Directors is not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a Director or the death of any nominee or nominees, the Directors elected may exercise all powers of the Board so long as the number of Directors elected so constitutes a quorum.

Part 11 Officers

- 1) The Board may, from time to time, designate specific officers for the Corporation and until further determined, the officers shall consist of the President, Vice-President Governance, and Vice President Finance.
- 2) The Directors may, from time to time, but no less than annually at the first meeting of Directors following the Annual General Meeting of Members, appoint individuals to fill the said offices as specified in Section 1) above or any other office as established by the Board, specify their duties and delegate to them any powers that the directors may lawfully delegate. Further, the Board may, from time to time, subject to the provisions of the Act, vary, add to or limit the powers and duties of the officers, or remove from office any officer of the Corporation.
- 3) For greater certainty, the duties of the officers of the Corporation shall be as follows:
 - a) President
 - i) to preside as chair at all meetings of the members and Directors;
 - ii) to report in writing on behalf of the Board at each annual general meeting of the Corporation;
 - iii) to represent the Corporation and the Board at public or official functions as directed by the Board of Directors; and
 - iv) to perform such other duties as may be assigned from time to time by motion or resolution of the Board.
 - b) Vice-President Governance
 - i) shall perform the duties of the President in the absence or disability or refusal to act of the President.

- ii) shall have such powers and duties as may from time to time be assigned to them by the Board.
- iii) Shall Chair the Governance Committee
- c) Vice-President Finance
 - i) shall perform the duties of the President in the absence or disability or refusal to act of the President.
 - ii) shall have such powers and duties as may from time to time be assigned to them by the Board.
 - iii) Shall Chair the Finance Committee

Part 12 Meetings of Directors

- 1) Meetings of the Board and of any committee of the Board may be held at any place within Saskatchewan or outside Saskatchewan, except where limited by statute. A meeting of the Board may be convened by the President of the Board or any two (2) Directors at any time and the ED shall upon direction of any of the foregoing convene a meeting of the Board. Except as otherwise provided in the act, the by-laws, and resolutions of the corporation, the Directors either as a Board or as a committee thereof may convene, adjourn, and otherwise regulate their meetings as they think fit.
Notwithstanding Part 12 - 1) the Board shall meet a minimum of five (5) times in each year of which one meeting shall be held immediately after the Annual Meeting of members.
- 2) Remote Participation in Meetings through Electronic Means and Virtual Meetings
 - a) Remote Participation
 - i) One or more members of the Board or Committee may participate in a Board Meeting or Committee meeting by means of telephonic, electronic or other communication facility if the facility permits all participants to communicate adequately with each other during the Board or Committee meeting.
 - ii) Board or Committee members participating in a Board or Committee meeting by means of a communication facility are deemed to be present at the Board or committee meeting.
- 3) Notice of the time and place of each meeting of the Board shall be given to each Director, in the case of notice given by personal delivery or by normal mail, telephone, email or other form of communication, not less than seven (7) days before the time the meeting is so held, and in the case of notice given by mail, not less than seven days (7) days before the time when the meeting is to be held; provided that meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the Directors are present (including present by way of electronic participation) or if all the absent Directors waive notice.

For the first meeting of the Board to be held immediately following the election of the Directors at an annual or general meeting of the Board, no notice need be given to the newly elected Directors in order for the meeting to be duly constituted, provided a quorum of Directors is present. This section of the by-laws constitutes notice that a meeting of the Board will be held immediately following such a meeting, provided a quorum of Directors is present.

- 4) Unless otherwise determined by a resolution of the Directors or of the corporation, the number larger than half the total of the Directors shall constitute a quorum for any meeting of the Board. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. If a quorum is not present at the time and place fixed for the meeting in the notice of the meeting in the notice thereof, the only action the Directors present may take, is to fix the time and place of the next meeting.
- 5) The President of the Board, or in their absence the Vice President of Governance, shall preside as chair of every meeting of the Directors of the corporation, but if at any meeting the President, or the Vice President of Governance is not present within thirty (30) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chair of the meeting.
- 6) The President of a meeting may with the consent of the meeting adjourn any meeting of the Board from time to time to a fixed time and place and subject to the Act no notice of the fixed time and place for the holding of the meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum as constituted at the time of the present thereat. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.
- 7) Decisions of the Directors shall be determined by a majority of votes of the Directors present, and in the case of an equality of votes the resolution shall be lost.
- 8) Resolution in lieu of meeting
 - a) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.
 - b) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, satisfies all the requirements of the Act relating to the meetings of Directors.

- c) Resolutions in writing contemplated by this section a), may be signed in several counterparts, which counterparts together shall constitute a single resolution in writing.
- d) For the purpose of section c) above, "Resolutions" may be signed by virtue of an email sent by the Director to the Executive Director indicating their decision or vote specific to the resolution.

Part 13 Voting Securities, Interests, and Holdings in other Bodies, Corporate or Otherwise

- 1) All securities, interests, or holdings carrying voting rights held from time to time by the corporation may be voted at all meetings of members, shareholders, bondholders, debenture-holders, stakeholders, representative bodies, etc., as the case may be, of such other body, in such manner and by such person or persons as the Board shall from time to time determine by resolution. Any officers of the corporation (or where the corporation only has one officer, that officer) may also from time to time execute and deliver for and on behalf of the corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without necessity of a resolution or other action by the Board.

Part 14 Notices

- 1) Any notice (which includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a members, Director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their latest address or email address as shown in the records of the corporation or if mailed to them at their said address by prepaid ordinary or air mail or if sent to them by facsimile, email, or other communications means agreed to and commonly used for communication within the corporation and its members. A notice so delivered shall be deemed to have been given when it is delivered personally or to the said address or email address as aforesaid; a notice so dispatched shall be deemed to have been given when dispatched or when delivered to the appropriate communication company or agency or its representative for dispatch. The ED may change or cause to be changed the recorded address or email address of any member, Director, officer, auditor, or member of a committee of the Board in accordance with any information which the ED believes to be reliable.
- 2) In computing the time when notice must be given under any provision requiring a specific number of hours' notice of any meeting or other event, the hour of giving the notice and the hour of the commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of days' notice

of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

- 3) Where notices or other documents required to be given by the corporation to its members have been mailed or emailed to a member at their latest address, including email address, as shown in the records of the corporation and where on three (3) consecutive occasions, notices or other documents have been returned by the post office to the corporation, the corporation is not required to mail or email to the member any further notices or other documents until such time as the corporation receives written notice from the member requesting that notices and other documents be sent to the shareholder at a specified address or email address.
- 4) The signature of any Director or officer of the corporation to any notice may be written, stamped, typed, printed, or otherwise affixed to notice. Partial signatures (except where such partial signature violates duly designated corporate authentication procedures) will be deemed to be in full.
- 5) A special general meeting and the annual general meeting of members of the corporation may be convened by one and the same notice, and it shall be no objection to the said meeting that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

Part 15 Committees

- 1) **Standing Committees:** The board may establish standing committees of the board to conduct such business and perform such duties as may from time to time be determined by the board in the terms of reference of the committee. At a minimum there shall be a Governance Committee, Finance Committee and Nominations Committee. The board may establish other committees as it deems appropriate.
- 2) **Limited Number:** The number of standing committees shall be kept to a minimum.
- 3) **Governance Committee:** The board shall annually appoint a governance committee. The Governance committee shall be composed of a minimum; the President, Vice President Governance, and no less than two and no more than three non-officer Directors chosen from the three program operations divisions. The Executive Director shall be an ex officio member of the Governance committee. The board shall establish the terms of reference for the Governance committee the general purpose of which is to ensure that there is a robust and effective process for evaluating the performance of the Board, Board Committees and

individual directors and to ensure that the board fulfils its legal, ethical, and functional responsibilities. The Governance Committee shall assist the Board in fulfilling its oversight responsibilities by reviewing the management of human resources within the Corporation and providing recommendations and advice on the Corporation's human resources management strategies, risks, initiatives, and policies. The committee will also be responsible to lead the Executive Director annual performance review. Notwithstanding Part 15 7), the Chair of the Governance Committee shall be the Vice President Governance.

- 4) Finance Committee: The board shall annually appoint a Finance committee. The Finance committee shall be composed of a minimum; Vice-President Finance and two non-officer Directors. The Executive Director shall be an ex officio member of the Finance committee. The board shall establish the terms of reference for the Finance committee, which shall include oversight of finances. Notwithstanding Part - 15 8), the Chair of the Finance Committee shall be the Vice President Finance.
- 5) Nominations Committee: The board shall annually appoint a Nominations committee. The Committee consists of four individual members in good standing of the Corporation appointed by the Board all of whom will not be running for election as a director. The board shall establish the terms of reference for the Nominations committee which shall include the overall responsibility is to seek, identify and recruit, continually, qualified and skilled individuals capable of, and committed to, providing effective governance leadership to Corporation as a Director. The Nominations Committee makes recommendations at each election to the voting Members as to their preferred slate of candidates. The Chair of the Nominations Committee shall be a Board member who is not running for election, appointed by the Board.
- 6) Ad Hoc Committees: The board may establish ad hoc committees and their terms of reference, as required. The terms of reference shall include formation and dissolution terms for the committees formed.
- 7) Terms of Reference for all Standing and/or Ad Hoc committees shall consist of the following content:
 - a) Name and Type of Committee (Standing/Ad Hoc/Special)
 - b) Purpose of the Committee
 - c) Composition
 - d) Appointment of Chair
 - e) Decision making process
 - f) Authority Delegated

- g) Timeframe/Reporting/Deadlines/Dissolution
- h) Meetings
- i) Staff Support
- j) Communications with the Board
- k) Communications with the ED
- l) Specific Areas of Responsibility
- m) Other

- 8) The committee chair will be appointed by the board. If the board does not appoint a chair, the committee may appoint a chair from among its members.
- 9) Other members of an ad hoc committee may be appointed by the committee chair in consultation with the board, and may, but need not be, members of Corporation.
- 10) The President shall be an ex officio member of all ad hoc committees but is not required to attend all meetings in this capacity.
- 11) Removal of Committee Members. A member of any committee may be recommended for removal before expiration of that person's term. A two-thirds (2/3) majority of the Committee must approve a resolution for recommended removal. The Board by simple majority may remove any member of any committee at any time.

Part 16 Auditor

- 1) Appointment of Auditor: The Members of the Corporation entitled to vote shall at each annual meeting appoint an auditor to hold office until the close of the next such meeting. Such auditor shall meet the qualifications prescribed by the Act.

Part 17 Fiscal Year

- 2) The fiscal year of the corporation shall terminate on last day of December in each year.

Part 18 Registered Office

- 3) The Corporation may from time to time:
 - a) by resolution of the Board of Directors change the address of the registered office of the Corporation within the municipality specified in the articles.
 - b) by special resolution change the municipality in which its registered office is located to a different municipality in Saskatchewan than that specified in the articles.

Part 19 Seal

- 1) The seal of the corporation shall be such as the Board may from time to time adopt.

Part 20 Manner of Execution of Contracts

- 1) Contracts, documents or instruments (including electronic transactions), in writing including those requiring execution under Corporate Seal may be signed by any two signing authorities as approved by the Board, one of which must be a Director, and all contracts, documents, or instruments in writing so signed shall be binding upon the corporation. The Board may from time to time by resolution appoint any officer or officers or any person or persons on behalf of the corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 2) Reproduction of Signatures
 - a) The signatures of all Directors authorized to sign documents by the Board may be printed, lithographed or otherwise mechanically reproduced.
 - b) Only 1 signature on any document or instrument requiring two signatures may be mechanically reproduced.

Part 21 Amendments to Bylaws

- 1) The directors, by resolution, may make, amend or repeal any bylaws that regulate the activities and affairs of the corporation.
- 2) The directors shall submit a bylaw, or an amendment or a repeal of a bylaw, made pursuant to Section 1) above, to the members at the next meeting of members, and the members, by ordinary resolution, may confirm, reject or amend the bylaw, amendment or repeal.
- 3) A bylaw, or an amendment or a repeal of a bylaw, is effective from the day of the resolution of the directors pursuant to Section 1) above until it is confirmed, confirmed as amended or rejected by the members pursuant to Section 2) above or until it ceases to be effective

pursuant to Section 4) below and, where the bylaw is confirmed or confirmed as amended, it continues in effect in the form in which it was so confirmed.

- 4) If a bylaw, an amendment or a repeal is rejected by the members, or if the directors do not submit a bylaw, an amendment or a repeal to the members as required pursuant to Section 2) above, the bylaw, amendment or repeal ceases to be effective and no subsequent resolution of the directors to make, amend or repeal a bylaw having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the members.
- 5) A member entitled to vote at a meeting of members may, in accordance with section 11-6 of the Act, make a proposal to make, amend or repeal a bylaw.

Part 22 Indemnification of Directors and Officers and Insurance

- 1) Indemnification: Subject to the limitations contained in the Act and other limitations in law, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, administrative action or proceeding in which they are made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:
 - a) He/she acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that their conduct was lawful.
 - c) The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.
- 2) The Corporation shall purchase and maintain insurance for the benefit of an individual mentioned in Part 22 against any liability incurred by the individual in the individual's capacity:
 - a) as a director or officer of the corporation; or
 - b) as a director or officer of another entity, or in a similar capacity, if the individual acts or acted in that capacity at the corporation's request.

Part 23 Liquidation and Dissolution

- 1) Upon dissolution of The Corporation, its properties and assets shall, after payment of all liabilities, be transferred to any successor organization which follows the aims and objectives of the Corporation. In the event there is no successor organization, the properties and assets of the Corporation shall be donated to the Townsend Equine Health Research Fund, University of Saskatchewan.

ENACTED by the Board the _____ day of _____, A.D.

President

CONFIRMED the _____ day of _____, A.D.
by the Members in accordance with the Act.