

*BY-LAWS OF THE  
NOVA SCOTIA EQUESTRIAN FEDERATION*

INTERPRETATION

1. In this document, unless there is something in the subject or context inconsistent therewith:
  - a) “the Federation” means the Nova Scotia Equestrian Federation;
  - b) “the Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
  - c) “Special Resolution” has the meaning assigned to it by the Societies Act of Nova Scotia as amended from time to time;
  - d) “NSEF” means the Nova Scotia Equestrian Federation.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and no others, shall be members of the Federation.
3. NSEF Member as defined:
  - a) “Junior Individual Member” is such until the end of the year in which he/she turns 18 years of age;
  - b) “Adult Individual Member” is such after which a member turns 19 years of age;
  - c) “Family Members” is defined as a husband, wife, and/or the **junior aged children** of either/both parents - Juniors are **18 years of age & under**. “Wife” or “husband” may include those who are cohabiting, but not married by law; those who are married, but do not use the same surname; legal guardian(s).
  - d) Club Members, being non-profit equine or equestrian associations in Nova Scotia, that support the aims and objectives of the Federation;
  - e) Honorary Members, being those persons or organizations that are elected to Honorary Membership by the Board of Directors.
4. The Secretary of the Federation shall maintain a Register of Members in Accordance with the Societies Act and the following information shall be entered therein;
  - a) The full name, address of every member.
  - b) The class of membership of each such member;
  - c) The date on which each member is admitted as a member;
  - d) The date on which each member ceases to be a member.
5. For the purposes of registration the number of members of the Federation is unlimited.
6. Every Adult Individual Member of the Federation (who is at least nineteen years of age) shall be entitled to attend any general meeting of members of the Federation, to vote at any such meeting and to hold any office the Federation.
7. Family membership is entitled to one vote - subject to age qualification as defined in Article 6.
8. Every Club Member is entitled to appoint one representative who shall be entitled to attend any general meeting of the Federation, and to carry one vote any such meeting.
9. Honorary Members do not normally attend meetings of the Federation, and have no vote.
10. Membership in the Federation shall not be transferable.
11. The Board of Directors may, from time to time, by Resolution, may:
  - a) Establish for each class of membership, other than Honorary Members, annual dues to be paid by members as a condition of membership;

- b) Prescribe different annual dues for different classes of membership;
  - c) Prescribe in each fiscal year a deadline for payment of dues after which any member who has not paid the prescribed annual dues shall forfeit membership in the Federation.
12. There shall be admitted to membership in the Federation any person, society, association or organization who or which:
- a) Falls within one of the classes of membership prescribed here-in;
  - b) Pays or has paid the prescribed annual dues;
  - c) Is approved for membership by the Board of Directors.
  - d) In addition to the foregoing, the Board of Directors may admit to membership in the Federation any other person, society, organization or association who or which in the opinion of the Board would be suitable for membership in the Society.
13. Individual Members and Clubs/Associations must apply for admission to the federation.
14. Member in Good Standing is defined as:
- a) whereby a membership application has been received;
  - b) a member has complied with the bylaws, policies and rules of the Federation;
  - c) a member is not subject to an NSEF/EC disciplinary action;
  - d) a member has not been convicted of an offence under any legislation relating to the breeding, registration or welfare of animals;
  - e) a member has not been convicted of other serious offenses as determined by the Board of Directors;
- Membership in the Federation shall cease if a member:
- f) dies;
  - g) resigns his membership by notice in writing to the Federation; or
  - h) ceases to qualify for membership in accordance with these by-laws;
- 15.
- a) The Board of Directors may, by a resolution passed by not less than three-quarters of the Directors present and entitled to vote at a general or special meeting of the Directors, request any member to resign from the Federation; shall mail to the member in question a copy of the request by registered mail at the address last entered for the member in the Register of Members.
  - b) The member concerned may, within thirty days of the date of such resolution, request a hearing on the matter before the Board of Directors. In the circumstance, the Directors shall be notified at least fourteen days in advance of the date and place of the hearing. This hearing shall have the final determination of membership.
  - c) If the member concerned fails to resign or request a hearing within thirty days of the date of the original resolution, the Secretary shall, without further notice, cancel the membership of the member.
16. The Secretary shall remove from the Register of Members any member who has failed to pay the prescribed annual dues on or before the date determined for such payment by the Board of Directors.

#### FISCAL YEAR

17. The fiscal year of the Federation shall be March 31st of each year.

#### OFFICES

18. The Board of Directors of the Federation may establish from time to time such other offices and agencies elsewhere within Nova Scotia, as they may deem expedient.

## MEETINGS

19. At all meetings of the Federation, each Individual member or one Family Member of at least 19 years of age shall have one vote and no more, and every question shall be determined by a majority of votes unless otherwise specifically provided for in these By-laws or in the Societies Act.
20. Proxy voting shall not be allowed at any meeting of the Federation.
21. At any general/ordinary meeting of the Federation, the following shall be the order of business:
  - a) Call to order, including declaration of quorum;
  - b) Approval of Agenda
  - c) Consideration and approval of Minutes of previous meeting;
  - d) Reports of officers and committees;
  - e) Consideration and approval of financial statement;
  - f) Other reports;
  - g) Old Business;
  - h) New Business, including:
    - i) resolutions
    - ii) amendments to By-Laws
    - iii) Elections
    - iv) plans
  - i) Adjournment.
22. This order of business may be suspended or varied at any meeting by a majority of the voting members present.
23. If within one-quarter hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.

## GENERAL and SPECIAL MEETINGS

24. General or Special Meetings of the members of the Federation may be called at any time by resolution of the Board of Directors, and shall be called by the Directors if requisitioned in writing by at least 25 percent of the members of the Federation. Not less than 14 days prior notice of each General or Special Meeting, specifying the place, day and hour of the meeting, and, in case of special business, the nature of such business, shall be given to every member by ordinary mail, electronic mail or public notice.
25. At any General or Special Meeting of Members, a quorum shall consist of sixteen (16) eligible voters from the general membership.
26.
  - a) President of the Federation shall preside as Chairperson at every general or special meeting of the Federation.
  - b) If the President is not present or not available, the Vice President shall preside as Chairperson.
  - c) If neither the President nor the Vice President is present or available, the members present shall choose someone of their number to be Chairperson of the meeting.
27. The Chairperson shall not vote at a general or special meeting except in the case of an equality of votes in which case he/she shall have a casting vote.
28. The Chairperson may, with the consent of the meeting, adjourn any general or special meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting which was adjourned, unless notice of such new business is given to the members.
29. At any general or special meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson a Resolution has been carried and an entry to that effect in the minutes of the proceedings of the Federation shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such Resolution.
30. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the Resolution of the Federation in any general or special meeting.

## ANNUAL GENERAL MEETING

31.
  - a) Once each year an Annual General Meeting of members shall be held, when the membership shall be acquainted with the activities of the Board of Directors over the past year, financial matters, and plans under consideration. The members may make recommendations for consideration by the Board of Directors.
  - b) Notice of the Annual General Meeting of members shall be made not less than 14 days prior to the Annual General Meeting, specifying the place, day and hour of the meeting, and the nature of such business, shall be given to every member by ordinary mail, electronic mail or public notice.

## POWERS OF DIRECTORS

32. The management of the activities of the Federation shall be vested in the Directors of the Federation who, in addition to the powers and authorities by these bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Federation and are not hereby or by the Societies Act expressly directed or required to be exercised or done by the Federation in General Meeting.

## BOARD OF DIRECTORS (Amended 2016 A.G.M.)

33. The Board of Directors shall be comprised of Adult Individual Members of the Federation, elected by the membership as follows:  
To preside for a two-year staggered term, not exceeding two consecutive terms,
  - a) Director of Competitions
  - b) Director of Education
  - c) Director of Recreation
  - d) Director of Equine Industry
  - e) To preside for a three-year staggered term, Six (6) Directors at Large – whereby, at each AGM, two (2) Directors-at-Large are elected
  - f) At a club meeting prior to the Annual General Meeting (either in person or conference call) a Director representing Member Clubs will be nominated to serve on the NSEF Board of Directors. The Nominee must first be endorsed by his/her representative club. The newly nominated Director will be on the slate of Nominees for Election by the members at the AGM and will preside in this position for a one-year term.
34. Any Voting Adult Member in good Standing of the Federation shall be eligible to be elected a Director of the Federation.
35. In the event that a Director resigns his office by delivering a written resignation to the Secretary of the Federation, or dies, his/her office as Director shall ipso facto be vacated and the vacancy there-by created may be filled by appointment or election for the remaining portion of his/her term by the Board of Directors from amongst the remaining Voting Adult Members of the Federation.
36. Removal – A Director may be removed by Resolution of the Board or by Special Resolution of the voting Members in a Meeting of the Members, provided the Director has been given fourteen (14) days' notice and the opportunity to be present and to be heard at the meeting where a Resolution or Special Resolution is put to a vote.
37. A quorum for Directors Meetings shall be 50% plus 1 of the Directors of the Board.
38. Meetings of the Board of Directors may be called by the Secretary on the direction of the Chair and shall be held at least quarterly and as often as the business of the Federation may require. A meeting of the Directors may be held at the close of any General Meeting of members of the Federation, without notice. Notice of all other Directors Meetings, including the Annual Directors Meeting, specifying the time and place thereof shall be given either orally or in writing to a Director within a reasonable time before the meeting is to take place, but non-receipt of any Director of such notice shall not invalidate the proceedings at any meeting of the Board of Directors of the Federation.
39. No business shall be transacted at any meeting of the Board of Directors of the Federation unless a quorum is present at the commencement of such business.

40. The President of the Federation or, in his/her absence, the Vice President or, in his/her absence, any Director appointed from amongst the Directors present shall preside as Chairperson at meetings of the Board.
41. The Chairperson shall be entitled to vote as a Director at a board meeting and, in the case of an equality of votes, he shall have a casting vote in addition to the vote to which he is entitled as a Director.

#### OFFICERS

42. The Officers of the Federation, each of whom shall be a Director of the Federation, are the Immediate Past President, President, the Vice-President, a Treasurer and a Secretary, or Secretary- Treasurer, who shall be elected by the incoming Board of Directors at a Meeting immediately following the AGM. The Immediate Past-President will hold office for one year only treasurer and secretary will hold office for a one-year term; the President and Vice-President will hold office for a two-year term, not to exceed two consecutive terms.

#### DUTIES OF THE OFFICERS

43.
  - a) The President shall preside as Chairperson at all general meetings of the Federation and of the Board of Directors. The President shall perform such other duties as the Board of Directors may prescribe from time to time. He/she shall see that all orders and resolutions of the Board are carried into effect and he or a Vice-President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-Laws and other documents requiring the signature of the officers of the Federation and shall authenticate the corporate seal. The President will be ex-officio a member of all committees and will appoint the Chairperson of all committees.
  - b) The Vice-President as determined by the Board from time to time shall, in the absence or disability of the President, perform the duties of the President and the Board shall from time to time impose such duties as upon him/her.
  - c) The Treasurer shall oversee all financial affairs of the federation, including preparation of the annual budget. The treasurer shall review all financial reports on a monthly basis and shall make regular reports to the Board of Directors. He/she shall ensure that expenditures are within the budget approved by the Board of Directors. The monthly financial reports, annual balance sheet and statement of revenue and expenditures are prepared by Sport Nova Scotia Accounting Services.
  - d) The Secretary shall ensure that either the Secretary or, failing him/her, a designated substitute 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 kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the Board of Directors, and shall perform such duties as may be prescribed by the Board of Directors or President, under their supervision. The secretary shall be custodian of the seal of the Federation.
  - e) Removal - An Officer may be removed by Resolution of the Board or by Special Resolution of the voting Members in a Meeting of the Members, provided the Officer has been given fourteen (14) days' notice and the opportunity to be present and to be heard at the meeting where a Resolution or Special Resolution is put to a vote.

#### AUDITORS

44. The Auditor of the Federation shall be appointed bi-annually at the Annual Directors' Meeting of the Federation. Such auditor shall be instructed to review the accounts of the Federation and shall hold office until the next Annual Directors' Meeting of the Federation provided that the Directors may fill any casual vacancy in the office of auditor. The Board of Directors shall fix the remuneration of the auditor.
45. The financial statements shall be audited on a periodic basis as deemed necessary by the board of directors.
46. At the Annual General Meeting of members, the Board of Directors shall make available for the members, copies of the financial report, showing the general particulars of the liabilities and assets of the Federation, together with a statement of income and expenditure in the preceding year.
47. A copy of this report shall be filed with the Registrar within 14 days after the Annual General Meeting of members in each year, in accordance with Section 19 of the Societies Act, signed by two NSEF directors.

#### REPEAL AND AMENDMENT OF BY-LAWS

48. The Federation may, by Special Resolution in accordance with Section 13 of the Societies Act, repeal or amend any of these By-Laws provided they are not inconsistent with the Societies Act or the aims and objectives of the Federation.

## COMMITTEES AND REGULATIONS

- 49.
- a) The Board of Directors may appoint such committees and may prescribe such regulations not inconsistent with these By-Laws relating to the management and operation of the Federation as they deem expedient, provided that any such regulation shall have force and effect only until the next Annual Meeting of the Directors, of the Federation when they shall be confirmed, and, in default of confirmation at such Annual Meeting of Directors, shall at and from that time cease to have force and effect.
  - b) The Board of Directors shall have the following standing committees: Finance, Competitions, Education, and Recreation and they may appoint other standing committees, as they deem necessary. Each such committee shall discharge the function prescribed by the Board of Directors in its terms of reference. Each committee shall report all actions at each meeting of the Board of Directors.

## BORROWING POWERS

50. The borrowing powers of the Federation may be exercised, in accordance with the Societies Act, by Special Resolution made at a General Meeting of members.

## SIGNATURE AND CERTIFICATION OF DOCUMENTS

51. Contracts, Deeds, Bills of Exchange and other instruments and documents may be executed on behalf of the Federation by the President together with an additional signature of any officer. All contracts, documents and instruments in writing so signed shall be binding upon the Federation without any further authorization or formality. The Directors shall have power from time to time by Resolution to appoint an officer or officers on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Federation when required may be affixed to contracts, documents and instruments in writing as aforesaid by any officer or officers appointed by Resolution of the Board of Directors for the purpose.
52. Minutes kept of the proceedings of all meetings of the Directors and of the members of the Federation, if purporting to be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such Minutes.

## MISCELLANEOUS

53. The Federation shall file with the Registrar with its annual statement a list of its Directors with their addresses, occupations and dates of appointment or election, and within 14 days of a change of Directors, notify the Registrar of the change.
54. The Federation shall file with the Registrar in duplicate of every Special Resolution within 14 days after the Resolution has been passed.
55. The seal of the Federation shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors. The seal shall be in such form as shall be prescribed by the Directors from time to time and shall have the words "Nova Scotia Equestrian Federation" endorsed there on.
56. Custody of the books and records and the minutes of all the meetings of the Federation and of the Board of Directors shall be the responsibility of the Secretary.
57. The books and records of the Federation may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting of the Federation at the registered office of the Federation.
58. All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of approved expenses.