

STANDARD BRED CANADA BY-LAW #1 PROPOSED AMENDMENTS

Proposed Amendments have been approved by Standardbred Canada Board of Directors.

Proposed Deletions are shown as ~~Strikethrough~~.

Amended/New Language is Underlined.

Introduction:

In 2022, the Standardbred Canada (SC) Board of Directors requested a full legal review of By-Law #1 to ensure compliance with current government legislation, promote gender neutrality, eliminate repetition and perceived vagueness, and address general housekeeping issues including grammar, punctuation, formatting, etc.

The By-Law #1 document that you are being asked to review and approve has been vetted by SC Management, Legal, and the Board of Directors, in consultation with the Ministry of Agriculture and Agri-Food Canada.

Due to the number of changes being proposed, SC has tried to simplify the process by grouping changes in the following categories; "Definitions", "Minor" and "Major".

"Definitions": Includes any new definitions and provides further clarification on pre-existing defined words or terms.

"Minor Changes": Identifies small changes that were made to the By-Law that provides greater consistency, clarification, and proper use of language to this legal document.

Throughout By-Law #1, the following changes were made:

"Standardbred Canada" has been changed to "the Association" and "Standardbred horses" has been changed to "Standardbreds".

Capitalization changes have been applied to the following terms (singular and plural) where applicable: Active Member, Breeder Member, Committee, Director, Canadian Residents, Member, Region, Track Member.

The above noted changes have been administered to By-Law #1. The proposed amendments do not show as independent questions each time a change was made in order to reduce the amount of time required for membership's review and approval. Therefore, upon your review each member will be asked to vote "In Favour" or "Opposed" to the proposed amendments and changes.

"Major Changes": Reflects substantive changes that have been made for greater clarification and understanding of By-Law #1.

ARTICLE 1

DEFINITIONS

The following definitions have been revised or inserted to provide greater clarity:

"Act" means ~~the~~**The** Animal Pedigree Act (Canada), and any statute that may be substituted therefore, as from time to time amended.

"Active Member" has the meaning set forth in Section 2.2.

"Authorized Agent" means a current Member ~~in~~**is** good standing ~~who~~**and** is at least 17 years of age on January 1 of the given year and has been appointed by a person on whose behalf he/she is acting as agent. The appointment must be made by document executed in writing, specifying the authorities delegated to the agent, and be available for presentation when requested by an official. If required by a ~~Racing~~ Commission, the appointment must be registered with, and completed on ~~the~~ form required by the Commission. Appointments of ~~A~~**authorized** ~~A~~**agents** will be maintained electronically by the Association.

"Breeder Member" has the meaning set forth in Section 2.2.

"Canadian ~~R~~**resident**" means, ~~for any particular year, any Entity which is, pursuant to the Income Tax Act (Canada), a resident in Canada.~~**person who maintains his permanent residence in Canada for at least 183 days in any given year.**

"Committee" means a committee established by the Board pursuant to this By-Law.

"Committee Member" shall mean any Member who sits on a Committee of the Association from time to time.

"Designated Corresponding Officer" means the Individual who has been designated by a registered Stable as its authority to execute certain documentation required by the Association which pertains to such registered Stable.

"Election Date" has the meaning set forth in Section 4.7.1(a).

"Extended ~~Race~~ Meeting" means a race meeting of at least ten days in any consecutive 12 month period with pari-mutuel wagering.

"Honourary Member" has the meaning set forth in Section 2.2.

"Individual" shall mean a natural person.

"In good standing" means a Member, who has been accepted for membership, has paid the requisite membership fees, is not in breach of any of the requirements for membership, and has not had ~~their~~ ~~his~~ membership suspended or revoked.

"Limited Partnership" means a limited partnership properly registered under the laws of the Province under which it was created.

"Member" is an Entity that has satisfied the requirements for membership in the Association and has been approved by the Board, and includes Active Members, Breeder Members, Track Members and Honourary Members.

"Non-extended Race Meeting" means a race meeting of less than 10 days in any year, with or without pari-mutuel wagering and including a fair meeting as defined in **SC Membership, Licensing and Racing Policies Regulation 3**.

Rationale: Regulation 3 is now referred to as "SC Membership, Licensing and Racing Policies"

"Partnership" means a partnership properly registered under the laws of the Province under which it was created.

"Recorded ~~A~~address" means, in the case of a Member, director, officer, auditor, solicitor, or Member of a Committee of the Board, ~~their~~his latest address as recorded in the records of the Association.

"Region" shall have the meaning set forth in Section 3.1.

"Regulations" means a regulation enacted by the Board or a Committee.

"Stable" means an Entity which has a Registered Stable Name registered with the Association.

"Standardbred" means a horse which is registered and adheres to the Association's By-Law #2.

"Track Member" has the meaning set forth in Section 2.2.

MINOR CHANGES - PROPOSED AMENDMENTS

ARTICLE 1 – PRELIMINARY

1.3 The ~~Head~~head ~~Office~~office of the Association shall be in the City of Mississauga in the Province of Ontario, or such other place as the Board may decide.

1.4 The corporate seal of the Association shall be in a form approved by the Board and shall be held in the possession of the Corporate Secretary of the Association or ~~his or~~ her designate.

1.5 The objects of the Association shall be as follows:

(d) the promotion and protection generally of the ~~S~~standardbred breed and the ~~Entities which persons who~~ breed, own and race Standardbreds.

ARTICLE 2 - MEMBERSHIP

ADMISSION

2.1 Any ~~Entity person, corporation, society or association~~ may apply for membership in the Association subject to approval of the Board on such terms and conditions the Board deems appropriate considering rulings by governing bodies having jurisdiction, financial responsibility and such other criteria that affects the ~~S~~standardbred industry.

QUALIFICATIONS

2.2 The Association shall have the following classes of membership:

3. **Track Members:**

Any ~~E~~ntity that conducts an ~~extended~~ **Extended** harness race ~~Race~~ meeting **Meeting** within Canada. The Board may, in its discretion, accept an application for membership or a request for renewal of membership, from an ~~entity~~ **Entity** which conducts a ~~non~~ **Non**-extended race ~~—Race meeting~~ **Meeting within Canada**.

APPLICATION FOR MEMBERSHIP

2.3 All applications for membership shall be made in a form prescribed by the Board. All ~~Members applicants shall~~ agree to abide by the By-Laws & Regulations and are deemed to consent to the provisions thereof. A Member must advise the Association, in writing, of a change in permanent address within thirty **(30)** days of such change.

2.65 A decision made under ~~Section~~ **Article** 2.4 may be appealed in accordance with **the provisions of Section Article** 8.1.

MEMBERSHIP FEES

2.76 Members shall pay non-refundable annual fees as are assessed by the Board **from time to time**.

ARTICLE 3 – REGIONS

3.1 The following regions **(each a "Region")** are established:

ARTICLE 4 – BOARD OF DIRECTORS

POWER TO REGULATE

4.2 (a) The Board shall have the power to make, enforce, amend, rescind, repeal, or modify rules and ~~regulations~~ **Regulations** that apply to the conduct of harness racing, the breeding of Standardbreds and the licensing of Members, including the power to impose penalties **on Members** and/or suspend **Members** or revoke any membership.

ELIGIBILITY

4.3.2 Active Members: **The Directors elected by Active Members are referred to as "Active Directors".**

Breeder Members: **The Directors elected by Breeder Members are referred to as "Breeder Directors".**

Track Members: **The Directors elected by Track Members are referred to as "Track Directors".**

REMOVAL

4.10 A Director may be removed by a majority vote of Members present at a special Members meeting. Only Members eligible to elect the said Director pursuant to ~~Section Article~~ 4.3 shall be:

- (a) counted in determining whether there is a quorum for such a meeting; ~~and~~
- (b) entitled to vote on the removal of the Director.

4.12.2 During the absence or disability of the Chair, the duties and powers of the office ~~of the Chair shall~~ ~~may~~ be performed by the Vice-Chair.

SPECIAL COMMITTEES

4.17 The Board may establish special Committees for specific purposes or duration. The Board shall determine who shall serve on ~~these~~ special Committees.

4.19 A Member of any Committee or ~~Industry-industry~~ Board may be removed by a majority vote of the Board at a meeting of the Board called for that purpose.

ARTICLE 5 - MEMBER MEETINGS

5.3 Meetings of Members shall be held at such time and place as the Board may determine and ~~special extraordinary~~ meetings of the Members shall be called by the Chair at the written request of not less than fifty (50) Members.

5.5 Any notice required to be given, including a notice of any annual or special meeting may be given by communication through the official website or by mailing such notice to a Member's ~~R~~ecorded ~~A~~addresses, or in the official publication of the Association which is regularly sent to Members.

ARTICLE 7 – AUDITOR

APPOINTMENT

7.1 An auditor shall be appointed at the ~~Annual-annual~~ Members ~~Meetingmeeting~~. The auditor shall audit the accounts of the Association and provide a statement for presentation and review at the next ~~Annual-annual~~ Members ~~Meetingmeeting~~.

7.2 The auditor shall hold office until the next annual Members meeting provided that the Board may fill any vacancy in the office of the auditor should an auditor be unable to complete a term of ~~its~~ appointment.

ARTICLE 9 – IDEMNITY

9.1 Subject to the limitations contained in the Act, the Association shall indemnify a director, officer, committee member, a former director or officer or Committee Member, or a person

who acts or acted at the Association's request as a director or officer or Committee Member of a body corporate of which the Association is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer or Committee Member of the Association or such body corporate, if:

- (a) he or she acted honestly and in good faith with a view to furthering the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful.

9.2 The Association shall also indemnify the people to whom ~~Section subsection~~ 9.1 applies in such other circumstances as the Act permits or requires.

ARTICLE 10 – DISSOLUTION

10.1 In the event the Members resolve to dissolve the Association, any proceeds from the winding up of the Association shall be given to a not-for-profit ~~not for profit~~ entity in Canada that has as its purposes the enhancement of the Standardbred breed.

MAJOR CHANGES - PROPOSED AMENDMENTS

ARTICLE 2 - MEMBERSHIP

QUALIFICATIONS

2.2 The Association shall have the following classes of membership:

2. Breeder Members:

Any Member, other than a Track Member, who is the registered owner or lessee of a Standardbred mare or stallion that has been bred at least once within the current calendar year or the two (2) immediately preceding calendar years. ~~resident in Canada, who designates himself, in writing, to be a breeder member by December 31 of any year for the ensuing year who is the registered owner or lessee of a mare or stallion that has been bred at least once within three (3) years of the current year.~~

Rationale: To ease the restrictions for the Breeder Member category from three (3) to two (2) calendar years.

INDIVIDUAL MEMBERSHIP REJECTION AND ACCEPTANCE OF APPLICATION AND WITHDRAWAL OR REVOCATION OF MEMBERSHIP

2.4 In addition, to those Individuals who have satisfied the requirements for membership and have been approved by the Board, the following sets forth those Individuals who are required to satisfy the requirements for membership and who are required to be Members of the Association: ~~Where the Executive Committee determines~~

A. with respect to a corporation, those Individuals who must be Members of the Association in good standing are identified below:

a) for a corporation with less than (10) shareholders:

- i. every director; and**
- ii. every shareholder;**

b) for a corporation with ten (10) or more shareholders, but less than fifty (50):

- i. every director; and**
- ii. every Individual holding or controlling, directly or indirectly, shares giving him or her five percent (5%) or more of the voting rights in the corporation;**

c) for a corporation with fifty (50) or more shareholders or whose securities are listed on a Canadian stock exchange:

- i. every director, or, where applicable, every member of its executive committee of its board of directors;**
- ii. every Individual acting as chairman, secretary or holding a similar office;**
- iii. the person responsible within the corporation for the activities for which the registration is required; and**
- iv. every Individual holding or controlling, directly or indirectly, shares giving him or her five percent (5%) or more of the voting rights in the corporation; and**

d) the Designated Corresponding Officer or officers of a corporation.

B. with respect to a Limited Partnership, those Individuals identified below must be Members in good standing of the Association:

a) the general partner and where the general partner is a corporation or a general partnership, the persons covered by the foregoing provisions of this Section 2.4; and

b) the manager of the general partner or any person holding a similar office.

The provisions of Section 2.4 A. and B. do not apply to a shareholder of a corporation, to a maximum of two shareholders per corporation, who:

- (a) legally hold shares in a corporation merely in order to meet the statutory requirements of the jurisdiction in which the corporation is incorporated and otherwise has no beneficial interest in the corporation;**
- (b) is not an active participant in the management of the affairs of the corporation, apart from being a director; or**
- (c) holds less than one percent (1%) of the issued and outstanding shares of the corporation.**

C. with respect to a Partnership, then:

- a) any Individuals who are partners must be Members in good standing a membership would not be in the best interests of the Association;**
- b) any corporations which are partners shall require those Individuals identified in Section 2.4 A. to be members in good standing of the Association; and the membership or continued membership of any member would be detrimental to, or reflect adversely on the breeding and racing of standardbreds**

- The Executive Committee may suspend or revoke any member's membership.
- c) any Limited Partnership which are partners shall require those Individuals identified in Section 2.4 B. to be Members in good standing of the Association**

Rationale: Created a new subsection (2.4) to "Article 2". The reason for the change is to define the various entities and qualifications required to become Members (Individuals, Corporations, Limited Partnerships, etc.).

SUSPENSION OR REVOCATION OF MEMBERSHIP

2.5 Where the Board determines that the membership or continued membership of any Member would not be in the best interests of the Association, would be detrimental to the Association, or reflect adversely on the breeding and racing of Standardbreds, the Board may in its sole discretion suspend or revoke any Member's membership.

Rationale: Removed the words "Executive Committee" replaced with "The Board" to limit the powers of the Executive Committee and delegate the decision to the full Board. Also, combined what are part a) and b) in the current bylaw into one sentence that captures both points (a & b).

- 2.87** An Active, ~~a~~ Breeder Member which is a ~~stable~~**Stable**, corporation, **Limited Partnership, Partnership, society, or association, joint venture or any other unincorporated group or an Honourary Member (grandfathered) shall only** ~~shall not~~ have the right to vote **in the event they**. ~~All other Active and Breeder members, and Honourary Members (grandfathered), in good standing shall have one vote, provided that:~~
- (a) are a Member of the Association in good standing;**
~~(a)(b) such Individual Member~~ **no member shall be entitled to vote during a given year unless the member is at least 17 years of age on January 1st of the given calendar year; and**
~~(b)(c) such Individual Member is a member who is not a Canadian resident shall not be entitled to vote.~~

Rationale: To emphasize that only Association members in good standing are able to vote which does not allow stables, corporations, societies or associations to vote.

- 2.98** Only **Individual** Breeder Members **shall have the right to** ~~designated as Breeder members shall~~ vote on matters related to By-Law #2.

Rationale: To reiterate that individual members and not Stables, corporations or associations are eligible to vote.

- 2.109** Only Track Members **who are** in good standing shall have **the right to vote for the election of Track Directors. In this regard, each Track Member shall have one vote within each Region such Track Member operates its Track Facility or Track Facilities, as the case may be** ~~one vote per entity for an election of Directors.~~

Rationale: To underline that each Track Member has only one vote within each region regardless of the number of racetracks it operates within that region.

DESIGNATED CORRESPONDING OFFICER

- 2.11** **Each registered Stable must provide the Association with a document designating one or more Individuals as their Designated Corresponding Officer(s) who in the case of a corporation may or may not be an officer, director or shareholder of such corporation but must be a Member of the Association. The Association shall require the signature of the Designated Corresponding Officer which shall be binding upon the registered Stable for the purpose of among other things effecting the transfer of the ownership of horses as well as any other documentation required by the Association which relates to the Stable.**

Rationale: Introducing new language that ascertains that each Stable must designate a Corresponding Officer who must be a member of SC to authorize business transactions for the Stable with SC.

ARTICLE 4 – BOARD OF DIRECTORS

TERM

4.4 The term of office of Members elected to the Board shall be approximately three (3) years which term shall commence immediately following the annual meeting of Members in which they are elected or at which their election is announced and shall terminate immediately following the third annual meeting following such election or until their successor has been duly elected or appointed, unless a Director ceases to hold office at an earlier date.

- (a) ~~The term of office of members elected to the Board shall be three (3) years commencing immediately after the election and expiring on the date of the next election.~~
- (b) ~~In order to provide continuity between the date of an election of a new Board and the date on which the new Board conducts its first meeting, the term of office of the Chair, the Executive and Audit Committees shall not terminate on the election of the new Board, but shall continue until the new Board elects a new Chair, Executive and Audit Committees.~~

Rationale: To outline a new process of the incoming and outgoing Boards which has the old Board dissolved at the annual Member meeting and the incoming Board's term beginning immediately after the annual Member meeting.

CEASING TO HOLD OFFICE

4.5 A Director ceases to hold office:

- (a) Upon death.
- (b) Upon resigning as a Director in writing.
- (c) Upon removal ~~if he is removed~~ from office as provided for in Section Article 4.10.
- (d) Upon ceasing to be a Canadian Resident or upon ceasing to be resident in the Region, or which such Director is elected.**
- ~~(d)~~(e) If the Director is absent for two (2) Board of Directors or more than two (2) Committee meetings in a calendar year, the Director's without being excused, the Director's attendance and position will be reviewed by the Executive Committee.
- ~~(e)~~(f) If the Board decides, on a motion passed by two-thirds of the Directors present and voting, that a Director is in contravention of the Values and Practices Policy at a meeting called for that purpose.

Rationale: Changes made for greater clarification and that attendance is not as stringent as stated in current bylaws "two Board of Directors or two Committee meetings".

ELECTION

4.7 Directors shall not be elected to serve more than three (3) consecutive three (3) year terms, but shall otherwise be eligible for re-election. A Director appointed to fill a vacancy on the Board pursuant to Section 4.6 shall be eligible to be elected for up to three (3) consecutive terms following expiry of such Director's truncated term.

Rationale: Revised language to address those Directors appointed to Board due to a vacancy and that the appointed is eligible to be elected for another three year term after completing the truncated term.

4.7.1 The procedure for election of Directors shall be as hereinafter set forth:

- (1a) The Board shall set a date for election ("**Election Date**") not later than 120 days after the fiscal year end; ~~and~~ a date for nominations to close not less than six (6) weeks prior to the ~~elections~~ **Election dateDate; and a record date for determining Members entitled to receive notice of the election and to vote, which shall be the date which is 60 days prior to the Election Date.**
- (2b) Not less than eight weeks prior to the ~~election~~ **Election dateDate**, ~~the~~ Notice of Election **of Directors** shall be provided to the Members electronically or by publication of notice in the Association's official publication.
- (3c) Nominations for Active ~~& Breeder~~ Directors signed by the candidate and five Members, all in good standing, and resident in the ~~relevant region~~ **Region** shall be **received by deposited with** the Association at its head office **via electronic means, mail, or by personal delivery by no later than** by 5:00 PM **(Eastern Time)** on the date set for nominations to close.
- (4d) **Nominations for Breeder Directors shall be signed by the candidate (who shall be a Breeder Member and three Breeder Members, all of whom shall be in good standing and resident in the relevant Region, shall be received by the Association at its head office via electronic means, mail, or by personal delivery by no later than 5:00 p.m. (Eastern Time) on the date set for nominations to close.**
- (5e) Nominations for Track Directors, signed by the candidate and one Track Member, both in good standing, and resident in the ~~relevant region~~ **Region** shall be **received by deposited with** the Association at its head office **via electronic means, mail, or by personal delivery by no later than** by 5:00 PM **(Eastern Time)** on the date set for nominations to close.
- (6f) The Board shall cause ballots to be prepared for each ~~region~~ **Region** (and in respect of each category referred to in **Section Article** 4.3) where more than one (1) nominee seeks election and provide a procedure for voting, either by mail or electronic means to each Member eligible to vote in the election.
- (7g) Active Directors shall be elected by Active Members resident in ~~such the region~~ **Region** ~~in which they reside.~~
- (8h) Breeder Directors **for a Region** shall be elected by Breeder Members resident in ~~such the region~~ **Region** ~~in which they reside.~~
- (9j) Track Directors **for a Region** shall be elected by Track Members **who operate a Track Facility in such Region** ~~resident in the region in which they reside.~~
- (10j) All completed ballots shall be kept by the person acting as Returning Officer in a secure manner. On the Election Day, ~~the all~~ ballots received by the Association shall be revealed and counted by scrutineers ~~who that~~ are not candidates for election. The names of the elected Directors shall be **announced at the annual meeting at which the Directors are elected**

and then published electronically and/or in the Association's official publication.

- (11k) In respect of each category referred to in Section Article 4.3, the Member who accumulates the greatest number of votes in a region-Region shall be declared elected as a Director.

Rationale: To include a set time period for an "election date" and "record date" to vote.

MEETINGS

4.8 A meeting ~~An annual meeting~~ of the Board shall be held ~~not more than fifteen (15) days~~ prior to the delivery of the agenda for each annual meeting of the Members for the purpose of, among other things, approving the financial statements for the most recent fiscal year of the Association ~~annual members meeting.~~

Rationale: Deletes the time period of 15 days in which the Board is to meet and clarifies that the Board must meet prior to the delivery of the agenda for each annual meeting of the Members to approve financials and other items.

4.8.3 Notice of any meeting of the Board must be given not less than fourteen (14) days before the date of the meeting, unless the persons entitled to receive such notice waive the notice or consent to the meeting taking place. Notice of Board meetings shall include a preliminary agenda which describes, in general terms, ~~describe~~ the nature of the business to be conducted at the meeting.

Rationale: Adds that the Notice of Board meetings shall include a preliminary agenda which describes in general terms the nature of the business to be conducted at the meeting.

4.8.5 The conduct of meetings shall be regulated by the Chair, or in the absence of the Chair by the Vice-Chair, or in the absence of both the Chair and Vice-Chair, by a Director who is appointed for that purpose by other Directors present at such ~~the first meeting of the calendar year~~. The Chair, or acting Chair, may adopt procedures set out in Roberts Rules of Order.

Rationale: New language clarifies the order in which meetings can be chaired and by whom.

4.8.6 A request to add an item to the agenda for a Board meeting must be in writing and sent to the Association, attention the Corporate Secretary, not less than 14-10 days before the date of the meeting. All requests must describe the nature of the business to be discussed and include any pertinent supporting documentation.

Rationale: Changed the number of days from (14-10 days) that an item can be added to a Board agenda before the meeting to allow more time for Directors to submit agenda items.

QUORUM

4.9 Eight (8) Members of the Board present in person or participating by telephone or electronic means constitute a quorum for the transaction of business.

Rationale: Introduces language that allows the Board to meet in person or by telephone or electronic means.

CHAIR

4.11.1 The Members of the Board shall elect a Chair from the Directors at the first meeting following their election as Directors of the Association and thereafter the Chair shall be elected annually by the Board from amongst its Board members provided that the Chair shall serve a maximum of two (2), one (1) year terms as the Board Chair until a new Board is elected and provided no member of the Board shall be elected as the Chair of the Board in their first year as a Director. The Board Chair shall preside over all meetings of the Board and the members at which they are present. In addition, the ~~of the calendar year. The~~ Chair shall act as the Chair of the Executive Committee and shall be an ex-officio Member of all other Committees of the Board.

Rationale: Stipulates process for the election of Chair and length of term. Includes language that no Director shall be elected as the Chair in their first year as a Director.

VICE-CHAIR

4.12.1 There shall be a Vice-Chair elected from and by the members of the Board directors—at the first meeting following their election as Directors of the Association and thereafter the Vice-Chair shall be elected annually by the Board amongst its members provided that the Vice-Chair shall serve a maximum of two (2), one (1) year terms until a new Board is elected ~~of the calendar year.~~

Rationale: Outlines the process of the election of Vice-Chair and length of term being a maximum of two – one year terms.

COMMITTEES OF THE BOARD

4.13 Committees shall be established by the Board at the first meeting following the election of a new Board at the appropriate annual meeting of the Members ~~of the Board in each calendar year.~~

Rationale: Specifies committees will be established following the annual Members meeting.

AUDIT COMMITTEE

4.15 Three (3) Committee Members shall be 'non-Directors' and two (2) Committee Members shall be Board Members. The Committee shall elect its own Chair at its first meeting following the election of a new Board and annually thereafter ~~each~~

~~year~~. The term of the non-Director Committee Members shall be two (2) years. The term of the Committee Members who are Board Members shall be one (1) year. There shall be a maximum of two (2) consecutive **two (2) year** terms for each non-Director Committee Member. There shall be a maximum of four (4) consecutive **one (1) year** terms for each Board Member.

Rationale: Specifies when the Audit Chair is elected and length of term for Board Members.

EXECUTIVE COMMITTEE

4.16 The Executive Committee shall be composed of:

- (a) the Chair and Vice Chair;
- (b) the Chair of the Breeders Committee;
- (c) three (3) Directors elected by the Board at the **first** meeting of Directors **following the election of a new Board and annually thereafter provided that the Committee Member shall be restricted to a maximum of three (3) consecutive terms of one (1) year each**~~referred to in Article 4.8;~~
- (d) the past Chair as one of its members for the year following the election of a new Chair.

Rationale: Stipulates when the Executive Committee is elected, length of term, and the election process of the three other Directors with a restriction of three consecutive one-year terms.

ARTICLE 5 - MEMBER MEETINGS

QUORUM

5.1 Twenty-five (25) Members present shall form a quorum for any annual or special meeting of the Members, **whether in person or participating by telephone or electronic means shall constitute a quorum for the transaction of business. Provided that when there is a meeting of a specific category of Members comprised of less than fifty (50) Members, entitled to vote at such meeting, a quorum shall be a majority of such Members.**

Rationale: Allows the Association to meet via in person, telephone or electronic means for annual or special meetings and also notes if there is a meeting of a specific category of members comprised of less than fifty members a quorum will be determined by a majority of the members attending.

PROCEDURE

5.2 An annual Members meeting shall be held in each year on a date to be fixed by the Board and not more than **fifteen (15) months from the date of the previous annual meeting of the Members**~~one hundred and twenty (120) days from the fiscal year end of the Association.~~

Rationale: Clarifies when annual Members meetings are to be held in each year which is not more than 15 months from the date of the previous annual meeting of the Members. This will give the Board more latitude and time to approve the annual financial statements and provide proper notice to membership for the annual meeting of Members.

5.4 A request to add an item to the agenda for the ~~Annual~~**annual** Members meeting must be in writing and sent to the Association, attention the Corporate Secretary, not less than **ten (10)** ~~30~~ days before the date of the meeting. All requests must describe the nature of the business to be discussed and include any pertinent supporting documentation.

Rationale: Provides Members up to ten days before the Member meeting in which Members can add an item to the agenda rather than current thirty days which allows more time for Members to contribute to the Members meeting agenda.

5.6 Notice of any annual or special general meeting must be given not less than twenty-**one** (~~20~~**21**) days before the date of the meeting. The notice of a special Members meeting shall contain sufficient information regarding the business of such meeting to allow a Member to make a reasoned and informed decision.

Rationale: To allow for a full three weeks of notice time for membership.

5.7 A record date for determining Members entitled to receive notice of a meeting and voting entitlement which shall be set sixty (60) days prior to the date of the meeting.

Rationale: Defines how the record date is determined to assist in qualifying that only Members in good standing 60 days prior to the Notice of Election are entitled to vote.

ARTICLE 8 – APPEALS

8.2 Upon receiving a Notice of Appeal, the Chair shall cause a Board of Appeal of three (3) current or ~~Past~~**past** Directors of the Association to be formed to hear **the appeal, none of whom shall have been party to the decision giving rise to** the appeal. The Board of Appeal may, in its discretion, suspend any penalty pending the hearing of the appeal on such terms as it considers just. Appeals pertaining to a decision made by the Registrar under By-Law #2 shall be heard by the Breeders Committee.

Rationale: New language to address potential conflicts of interest in the event of an appeal.