

## **Ontario Icelandic Horse Association Constitution**

### **Article I – NAME**

The name of the Association shall be “Ontario Icelandic Horse Association,” also known as the OIHA, and will hereinafter be referred to as the Association.

### **Article II – OBJECTIVES**

1. To organize events such as shows, trail rides, seminars, etc. for fun and educational purposes.
2. To otherwise promote the interests of the Association and the Icelandic Horse in ways agreeable to the membership.
3. To promote membership in the Association and the Association itself.
4. To supply advisory assistance to breeders and owners.

### **Article III – MEMBERSHIP**

1. Membership in the Ontario Icelandic Horse Association shall consist of the following classes:
  - Individual Members, being at least 18 years of age at the beginning of the calendar year and who have paid the prescribed membership fee for the current year. Individual Members are entitled to one vote at all general members’ meetings.
  - Senior Members, being at least 65 years of age at the beginning of the calendar year and who have paid the prescribed membership fee for the current year. Senior Members are entitled to one vote at all general members’ meetings.
  - Junior Members, being under the age of 18 years at the beginning of the calendar year and who have paid the prescribed membership fee for the current year. Junior Members are not entitled to vote at general members’ meetings.
  - Student Members, being at least 18 years of age at the beginning of the calendar year, enrolled in school on a full time basis and who have paid the prescribed membership fee for the current year. Student Members are entitled to one vote at general members’ meetings.
  - Family Members, being two or more persons of any membership class sharing a common household and living together as a family unit who have paid the prescribed membership fee for the current year. Family Members shall have voting rights based on their status as members and shall not be limited to one vote per family.
  - Non-Resident Members, being those individuals who are resident outside of Ontario and who have paid the prescribed membership fee for the current year. All of the above membership classes are available for Non-Resident Members. They are entitled to vote at general members’ meetings according to their membership class, but are not entitled to hold an office.
  - A one-time one year complimentary membership may be applied for by Ontario residents who purchase an Icelandic horse from a member. Complimentary members are entitled to vote at general members’ meetings.
2. The Board of Directors may by resolution establish new classes of membership which shall be confirmed by two-thirds (2/3) of votes cast at a general meeting.

3. Application for membership shall be in writing and each applicant on becoming a member shall agree to be bound by the Constitution and amendments thereto and all rules of the Association.
4. The financial liability of the member to the Association shall be limited to the amount due from them in respect to their membership fee.
5. No member shall be entitled to any of the rights and privileges of the Association during any year until their annual fee for that year is paid.
6. No applicant shall be entitled to vote until their application for membership has been accepted.
7. The membership year of the Association shall correspond with the calendar year.

#### **Article IV – ANNUAL DUES**

1. Annual dues for each class of membership may be established from time to time by resolution of the Board of Directors.
2. On January 31st in each year, all members who have not paid for the then current year, will not be considered in good standing with the Association.
3. New members only will be able to pay a pro-rated membership fee after June 30th of the current year.

#### **Article V – TERMINATION OF MEMBERSHIP**

The Board of Directors may terminate the membership of a member of the Association by way of a two-thirds (2/3) vote of those present at a meeting called for that purpose after outlining the reasons for considering termination and provided that the member is given twenty-one (21) days written notice of the meeting and an opportunity to be heard by the Board of Directors.

#### **Article VI – GENERAL MEETINGS**

1. The Board of Directors may convene a general meeting of the members at any time or place within Ontario for business relating to the affairs of the Association.
2. A general meeting of members may be convened if requested in writing by one-third (1/3) of all members in good standing.
3. At all meetings of members of the Association, every question shall be determined by a majority vote of the eligible voting members present, unless otherwise specifically provided for by this constitution.

#### **Article VII – ANNUAL GENERAL MEETINGS**

1. The Annual General Meeting of the Association shall be held each year at a date, time and place within Ontario as the Board of Directors may determine.
2. At the Annual General Meeting:
  - A report of the activities of the Association for the previous year, a financial statement of the Association and the Treasurer's Report shall be presented.
  - A report from the President and other committees, as appropriate, shall be given, as well as a report on the election of Directors.
  - New amendments to existing constitution passed by the Board of Directors in the previous year shall be presented for confirmation by the members.

### **Article VIII – NOTICE OF MEMBERS' MEETINGS**

1. Notices in writing, or electronically delivered, of the annual and all general meetings of members, stating the time and place of the meeting and the general nature of the business to be transacted at the meeting, shall be provided at least twenty-one (21) days before the date of the meeting to each member at the member's address, or email address as it appears on the books of the Association, or to the last address of the member known to the Secretary.
2. A member may waive notice of any meeting or any irregularity in any meeting or in the notice thereof. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceeding taken at any meeting of members where such resolution or proceeding is approved by members at a general meeting.

### **Article IX – QUORUM FOR MEMBERS' MEETINGS**

1. The presence of one-fourths (1/4) of members in person or by proxy shall be necessary to constitute a quorum.
2. A quorum for the purpose of amending the Constitution, electing new officers or passing resolutions shall be one-fourths (1/4) of the members.
3. No business shall be transacted at any meeting of members unless the requisite number of members is represented in person or by written proxy to conduct the business of the Association.

### **Article X – PROXIES**

1. Every member entitled to vote at a meeting of the members may by means of a proxy appoint another member to act as their nominee, to attend and act at the meeting in accordance with the power conferred by the proxy to vote on matters presented and to elect Directors of the Board of Directors.
2. Authorized proxy forms shall be provided to members together with a Notice of Meeting.
3. Completed proxy forms specifying the date of the proxy, the name of the individual member appointed to act as proxy and any instructions as to the manner in which the proxy is to be used shall be signed by the member and deposited with the Secretary prior to the commencement of the meeting.
4. The number of registered proxies shall be made known to members at the time of the meeting.

### **Article XI – BOARD OF DIRECTORS**

1. The purpose of the Board of Directors is to govern the affairs of the Association in the best interests of the membership and to reflect the diversity of interests of the Association.
2. The Board of Directors shall consist of five (5) Directors elected by members at the Annual General Meeting.
3. The duties of the President shall be:
  - To preside at all meetings of the Board of Directors and of the membership of the Association.

- To supervise the general and active management of the business of the Association.
  - To see that all orders and resolutions of the Board are carried into effect.
  - To cast a second or deciding vote in addition to an original vote in the event of a tie vote in any decision authorized by this constitution.
4. The duties of the Vice-President shall be:
- To perform all the duties of the President, in the absence, incapacity or refusal to act of the President.
  - To exercise such powers and carry out such duties as may from time to time be assigned by the Board of Directors.
5. The duties of the Secretary shall be:
- To attend at all meetings of the members and Board of Directors.
  - To record all meetings of the members and Board of Directors, and all votes.
  - To cause minutes to be made of all proceedings at meetings of the members, Board of Directors and to ensure the safekeeping of such minutes in books kept for that purpose.
  - To maintain a register of all members of the Association in which is set out the names, the addresses, class of membership, beginning and end of membership.
  - To maintain a register of Directors in which is set out the names, addresses and occupations of all persons who are or have been Directors of the Association and the date on which each Director becomes a Director and ceases to be a Director.
  - To ensure the notification of Directors and members of meetings.
  - To perform such other duties as the Board of Directors may determine.
6. The duties of the Treasurer shall be:
- To oversee the preparation of an annual budget and to present it to the Board of Directors.
  - To oversee the receipt and disbursement of funds belonging to the Association.
  - To keep the financial records and books of account of the Association.
  - To oversee the preparation of financial statements for presentation to the Board of Directors, members and others when required.
  - To oversee the preparation and presentation of appropriate motions concerning banking arrangements and the appointment of auditors.
  - To perform such other duties as may be prescribed by the Board of Directors.

## **Article XII – ELECTION OF DIRECTORS**

1. All Directors shall be Members in good standing of the Association, and shall be elected as follows:
- In the year of the adoption of this constitution by the membership, members shall elect three (3) Directors for a two (2) year term and two (2) Directors for a one (1) year term.
  - After this initial election, all Directors shall be elected for a two (2) year term.
2. The Notice of Meeting shall specify which Director of the Board has to be replaced or re-elected by the members at the Annual General Meeting.
3. Nominations:
- Any voting Member may nominate any other voting Member for election as a Director provided that such nominations are:

- Made in writing or by fax or by email.
- Seconded by one (1) individual voting member in good standing.
- Accompanied by the signed written consent of the nominee to act as a Director of the Association.
- And provided to the Secretary before nominations are closed at the Annual General Meeting.

4. Nominations may also be accepted from the floor provided that the nominee is present, consents to stand for election and that the nomination is seconded by one (1) voting Member before nominations are closed at the Annual General Meeting.

5. A President shall be elected annually from among their number of the Board of Directors at their first meeting immediately following the Annual General Meeting. The President shall hold office for one (1) year term, or until their successor is elected, and shall be eligible for re-election.

6. The Vice-President shall be elected in a similar manner and, at the same time, as the President. The Vice-President shall hold office for a one (1) year term or until their successor is elected and shall be eligible for re-election.

7. The Board of Directors shall appoint a Secretary and a Treasurer or a Secretary/Treasurer, who shall act under the control and with the approval of the Board of Directors.

#### **Article XIII – MEETINGS OF THE BOARD OF DIRECTORS**

1. The Board of Directors may convene a meeting of the Board of Directors at any time or place for business relating to the affairs of the Association.

2. Meetings of the Board of Directors may be held at any accessible place within or outside of Ontario that the Board may from time to time decide upon.

3. Notice of all meetings of the Board of Directors shall be provided to each Director not less than ten (10) days before the meeting is to take place.

4. For the first meeting of the Board of Directors held immediately following the election of Directors at the annual meeting of the members, no notice shall be necessary to legally constitute the meeting, provided that a quorum of the Directors is present.

5. A copy of the Minutes of all meetings of the Board of Directors shall be mailed (fax, e-mail ) within ten (10) days following such meeting to each Director. Minutes of the Annual General meeting are to be posted on the OIHA website.

#### **Article XIV – QUORUM OF DIRECTORS**

No business of the Association shall be transacted by its Directors except at a meeting of the Board of Directors at which at least three (3) of the Board of the Directors are present.

#### **Article XV – DIRECTORS' VOTING**

Except as otherwise provided for in these constitution, resolutions placed before the Board of Directors shall be decided by a majority of votes. In case of a tie, the Chair of the meeting in addition to an original vote shall cast a second or deciding vote.

**Article XVI – FILLING VACANCIES OF BOARD OF DIRECTORS**

1. As long as a quorum of Directors remains in office, the Board of Directors may by resolution fill any vacancy in that part of the Board of Directors with any voting Member who consents to be a Director.
2. Board appointments to fill a vacancy in the Board of Directors shall have effect only until the next general meeting of members at which time members shall elect a Director to fill the vacancy.

**Article XVII – Fiscal Year**

The fiscal year of the Association shall be from May 1 to April 30 inclusive.