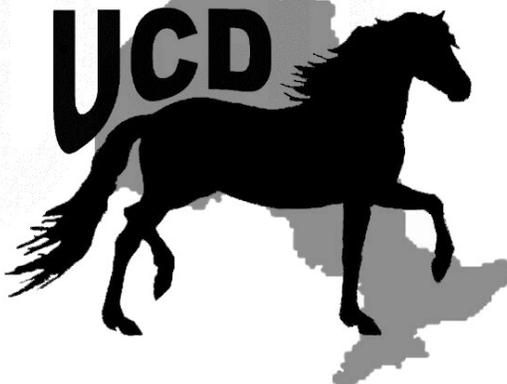


**STATUTES AND
ADMINISTRATIVE
REGULATIONS OF THE
UPPER CANADA DISTRICT
(ONTARIO) CANADIAN HORSE
BREEDERS**



**Approved February 24, 2007
Amended February 9, 2013**

STATUTES AND ADMINISTRATIVE REGULATIONS OF THE UPPER CANADA DISTRICT (ONTARIO) CANADIAN HORSE BREEDERS

I STATUS

1. NAME OF THE CORPORATION

The Corporation shall be known as the *UPPER CANADA DISTRICT (ONTARIO) CANADIAN HORSE BREEDERS*, also referred to by the initials *UCD*.

2. MISSION OF THE CORPORATION

The *UCD*'s mission is to address the concerns of our members within the equine industry, to seek out and take part in promotional and educational activities for the benefit of our members and the Canadian Horse breed in general.

II ADMINISTRATIVE REGULATIONS

1. HEAD OFFICE

The Corporation's head office shall be in the province of Ontario at a location chosen by its Board of Directors.

2. FISCAL YEAR

The Corporation's fiscal year shall correspond to the calendar year.

3. THE SEAL OF THE CORPORATION

The Corporation's seal shall be the one reproduced here.



4. MEMBERS OF THE CORPORATION

4.01 Classes of members

There shall be three (3) class of members: Active members, Honorary members, and Junior members.

4.02 Definition of members

4.02.01 Active members

Active members shall be those individuals at least eighteen (18) years of age or any legal entity, provided the following criteria are met:

A- Be accepted as a member of the Corporation according to the rules of the Corporation.

B- Having paid an active membership for the current year as required in the rules of the Corporation.

4.02.02 Honorary members

Honorary members shall be those individuals, after having previously accepted this honour, were admitted as such by a majority of members present at a General Meeting of the Corporation, following a recommendation from the Board of Directors. Honorary members are not subject to payment of a membership and will have no voting rights. They shall remain members as long as they wish to do so.

4.02.03 Junior Members

Junior members shall be those individuals at less than eighteen (18) years of age at the beginning of the calendar year, provided the following criteria are met:

A- Be accepted as a member of the Corporation according to the rules of the Corporation.

B- Having paid an junior membership for the current year as required in the rules of the Corporation.

C- Have a consent form and waiver signed by a parent or guardian.

D- Junior members are not entitled to vote at general meetings.

4.03 Members Fees

Any changes to the membership fees shall be presented for approval by the members at the Annual General Meeting.

4.04 Suspension and Expulsion

Besides the suspension for an active member who neglects or refuses to pay his membership within the time limit, the executive committee may suspend, for a period of up to 30 days, the rights and privileges of an active member for the following reasons:

A- When the said member, after being instructed in writing under the signature of the President and the Corporation's Secretary to take an action as required by the provisions of this constitution, neglects to do so within the time limit instructed.

B- When the said member, after being instructed in the same manner to stop doing something prohibited by the provisions of this constitution, continues to do it.

4.04.01 Expulsion

If, at the end of his suspension period, the member did not do as he was instructed, the Board of Directors shall expel him from the Corporation for an indefinite period of time.

4.04.02 Explain the motives

In all cases, the Board of Directors shall give the member an opportunity to explain the reasons why he should not be suspended or expelled.

4.04.03 Appeal

Decisions of the Board of Directors to refuse to admit or readmit a person as a member of the Corporation may be appealed to the general membership at the following General Meeting.

4.04.04 Readmission

A person who lost his status of membership in accordance with Article 4.22 or was expelled in accordance with Article 4.20 can be readmitted at the discretion of the Board of Directors as a new member.

5. DIRECTORS

5.01 Board of Directors

5.01.01

The Corporation is administered by a Board of a minimum of five (5) directors and a maximum of seven (7) directors. If the membership exceeds 100, the maximum will increase to nine (9) directors.

5.01.02

No more than 20% of directors may be out of province residents.

5.02 Election of directors

Directors shall be elected at the Annual General Meeting.

5.03 The terms

The term of office of a director shall last for two years, or more precisely, from the annual meeting at which he was nominated and the annual meeting held two years later.

5.04 Directors

Persons who were Directors of the Corporation when these regulations came into effect will remain so.

5.06 Nomination Committee

The directors in office shall appoint two persons to carry the duties of the Nominations Committee.

5.07 Nominations

Nominations shall be made in writing on a form previously approved by the Board of Directors and signed by the candidate and his sponsors before being submitted to the Nominations Committee or may be accepted verbally at the Annual General Meeting.

5.08 Candidates

5.08.01

Candidates must have been a member in good standing for the two years immediately preceding.

5.08.02

Only members in good standing are entitled to sponsor one or more candidates, each candidate must be sponsored by at least two (2) members.

5.09 Retiring director

A retiring Director may be nominated and re-elected.

5.10 Individual representing a legal entity

An individual who has been duly authorized to represent a legal entity that has been an active member in good standing during the last two (2) consecutive years preceding the Annual General Meeting is not only entitled to vote, but may also be nominated and elected Director of the Board.

5.11 Number of candidates

Where the number of candidates is no greater than the number of Directors to be elected, these candidates shall be immediately declared elected by the Nominations Committee.

5.12 Number of candidates

However if the number of candidates is less than the number of Directors to be elected, it shall not impair the right of the Board to hold meetings and appoint, where possible, qualified individuals to fill the vacant positions.

5.13 Election

On the other hand, if the number of nominations is greater than the number of directors to be elected, the Nominating Committee shall list their names in alphabetical order on a board visible to everyone in location where the election will take place and shall hand out a blank ballot to each person entitled to vote.

5.14 The vote

The voter shall vote by writing the name or names of candidates on his or her ballot or by placing a check mark beside the pre-printed names of those they wishes to vote for.

5.15 The nominees

The nominees have the rights to supervise the counting of the votes and to make representations in their own interest. They have the right to appeal to the Assembly, then and there, the decisions of the Nominations Committee before the results are made official.

5.16 Resigning Director

A Director may resign from his function at any time by forwarding to the Corporation's head office a letter of resignation. Then resignation comes into effect from the date it was sent or any other subsequent date indicated by the resigning Director.

5.17 Dismissal resolution

A Director can be dismissed from his duties before the end of his term by the members eligible to vote at a special general meeting called for this purpose, by adopting a simple majority resolution. The Director affected by this dismissal resolution must be informed of the place, date and time of the meeting called for his dismissal in the same notice given for this meeting. He can attend and voice his opinion, or he can, through a written declaration read by the chairman of the meeting, explain the motives of his opposition to the resolution proposing his dismissal.

5.18 End of a term

The term of a Director shall end if he dies, resigns or is dismissed or ipso facto if he loses the required qualifications to be Directors. The term shall also end ipso facto after three absences in succession from the Board of Directors meetings without just cause.

5.19 Vacated position

Any vacated Director position can be filled by the Board of Directors with one resolution. The Director named as replacement shall remain in office until the term of his predecessor ends.

5.20 Remuneration

Directors shall not be remunerated for their term. However, the Board of Directors may adopt a resolution to reimburse expenses incurred to Directors in the exercise of their duties.

5.21 Conflict of interest

Every Director, member, or member of a Committee who in any way directly or indirectly or whose family member directly or indirectly has an interest in a proposed or

current contract, competition, piece of litigation or transaction of the Corporation shall make a full and fair disclosure of the nature and extent of the interest at a meeting of the Board of Directors.

5.22 Civil, criminal or administrative lawsuit of directors

The corporation shall maintain an insurance policy to cover the directors against expenses incurred as a result of civil, criminal or administrative lawsuit in which they are involved as a result of their being a director of the UCD, except in cases where the director has committed a serious offence or acted fraudulently or carelessly.

5.23 Authority of the Corporation

Aside from the exceptions provided by Law and the regulations, Directors exercise all the authority of the Corporation.

5.24 Election of Officers

Before closing the Annual General Meeting, the Chairman shall adjourn the meeting to give enough time to Directors, old and new, to meet and elect by ballot one of their number to act as President of the Corporation, Vice-President and Secretary-Treasurer.

5.25 Board of Directors meeting

The President or two Directors may call a Board of Directors meeting by sending a notice by mail, email or courier to the last known address of the Directors.

The notice of meeting shall indicate the place, date and time of meeting and be sent at least fifteen (15) days prior to the appointed date.

5.26 Agenda

It is up to those who called the meeting to draw up the agenda, without prejudice to the right of attending Directors to add to or modify it.

5.27 Quorum

A majority of Directors creates a quorum, but it must be maintained until the end of the meeting.

5.28 Voting power of Director

Except as otherwise provided for in these By-Laws, 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.

5.29 Resolutions by email or in writing.

Resolutions responded to by a majority of Directors, in writing or by email, have the same value as if they had been adopted during the course of a directors meeting. A copy of these resolutions shall be kept with the minutes of the Board.

5.30 Minutes of the Board of Directors

Minutes of the Board of Directors meetings shall be made available to any member in good standing that requests a copy.

6. OFFICERS AND OTHER MANAGERS

6.01 Officers and other managers

Directors may create positions and name managers to represent the Corporation and exercise their specific duties.

6.02 Officers and other managers

Officers and other managers of the Corporation shall remain in office until successors are chosen by the Board of Directors.

6.03 Resignation of an Officer or a Manager

Any Officer or Manager may resign by forwarding to the Corporation's head office, by mail or courier, a letter of resignation.

6.04 Remuneration of Officer and Manager

Directors shall serve without remuneration and shall not indirectly or directly receive any profit from their position provided that Directors may be reimbursed for reasonable expenses they may incur in the performance of their duties.

6.05 President

The President of the Corporation shall be chosen from among the Directors. He shall preside at all meetings of the Corporation and the Board of Directors. The President of the Corporation shall be the head executive officer, and under the supervision of the Directors, he shall control, administer and generally manage the activities of the Corporation. The President shall also exercise every other power and duty determined by the Directors.

6.06 Vice-President

The Vice-President shall exercise the powers and duties that the Directors or the President may from time to time prescribe. In case of absence, incapability, refusal or negligence of action from the President, the Vice-President may exercise the powers and duties of the President as established by the rules and regulations.

6.07 Treasurer /

The treasurer shall be in general charge of the finances of the corporation. He must deposit funds and other values of the Corporation under the Corporation's name and credit in any bank or financial institution chosen by the Directors. Each time it is necessary, he must give an account to the President or the Directors of the financial situation of the Corporation and of all the transactions made by him in his position as Treasurer. He shall draw up, keep and maintain or have maintained adequate accounts and accounting ledgers. He shall permit authorized agents to examine the Corporation's books and accounts. He shall sign any contract, or any other document requiring his signature, and exercise his authority and perform the duties the Directors might give him or that are inherent to his charge.

6.08 Secretary

The Secretary is in charge of documents of the Corporation he must conserve the status of the Corporation, its rules and regulations and its accounts. He acts as Secretary at meetings of the Board and members. He shall give, or see given, a notice of any meeting of members.

He shall keep the minutes of all meetings of the Board of Directors and its committees, if need be, and of the meetings of the members, in a book to this effect. He shall keep in security the seal of the Corporation. He is in charge of the Corporation's archives, including books containing the names and addresses of Directors and members of the Corporation, copies of all the reports made by the Corporation and any other book or document Directors designate as being under his charge. He shall execute terms entrusted to him by the President or the Directors..

6.09 Signature of receipts

The President and the Treasurer or any other person designated by the Board of Directors have signing authority on behalf of the Corporation.

6.10 Multiple positions

At the discretion of the Board of Directors, up to two positions may be held by a director. IE: Vice President/Secretary

7.01 Special committees

7.01.01

Members of special committees The Board of Directors of the Corporation can create special committees and name the members. The Chairman of any of these committees must be a member of the Board of Directors, and report committee proceedings to the Board. The Directors are members of special committees ex-officio.

7.01.02 Power of special committees

Decisions made by a special committee are recommendations only, and must be approved by the Board of Directors.

8. OTHER REPRESENTATIVES

Representative of the Corporation in meetings of independent or governmental organizations, shall be chosen by the directors and named by resolution of the Board of Directors

9. OFFICIAL BULLETIN

9.01 Newsletter

It is the Board of Directors' responsibility to decide the format, the content and the frequency of its publication and the rate for advertisements, with a minimum of 4 issues per year.

9.02 Notice of general meetings

Notices of general meetings shall be published in the Newsletter. this shall be considered "notice by mail.

10. ANNUAL GENERAL MEETINGS

10.01 Annual General Meetings

The Board of Directors shall have the responsibility to choose the place, date and time of the Annual General Meeting and to inform all the people who have a right to attend. Location must be in the province of Ontario.

10.02 Notice of Annual General Meetings

The notice of meeting must be sent by mail at least thirty (30) days prior to the appointed date. Publishing in the newsletter shall be considered notice by mail.

10.03 Decision authority

The decision authority at the Annual General Meeting shall include but not be limited to:

- A- Approval of the minutes of the previous Annual General Meeting;
- B- Election of Directors;
- C- Approval of financial statements;
- D- Adoption, amendment or abrogation of the administrative regulations.

10.06 Administrative regulations (vote) (changes to the constitution)

An administrative regulation may not be adopted, abrogated or amended without the consent of two thirds (2/3) of the active members present in the room at the time of the vote.

10.07 Other business (vote)

In every other business, decisions are taken at simple majority of active members who decide to vote for or against the motion.

10.08 Motion of changes

A member who wants the assembly to adopt an administrative regulation or an amendment to an administrative regulation in effect, or the abrogation of any part or all of such a regulation, shall forward his text to the Secretary of the Corporation before the 15th November preceding the Annual General Meeting.

10.09 Adopting resolution

The members gathered for an Annual General Meeting or a special meeting shall not substitute themselves for the Board of Directors by adopting resolutions that come under the expertise of the Directors.

10.10 Uncontrollable meetings

When the Chairman finds that the meeting has become uncontrollable or that one or more persons cause a commotion, he shall have the right to suspend the deliberations for as long as he deems necessary, and his decision is without appeal.

10.11 Quorum

The presence of at least 10% of active members at an Annual General Meeting or a special meeting constitutes a quorum. If during the meeting the Chairman notices there is no more quorum, he must adjourn the meeting until later in the day or at a later date to go through the agenda.

11. SPECIAL GENERAL MEETINGS

11.01 Reasons of notice

Members can be convoked to a special general meeting for one of the following reasons:
A- to make decisions that must be taken, according to Law or the regulations of the Corporation at a special annual meeting; or
B- to replace the auditor; or
C- for a simple consultation.

11.02 Request for special meetings

Special meetings are called by the Board of Directors or the Secretary following a request signed by at least 10% of active members in good standing.

11.03. Place of special meetings

It is the responsibility of those who called the special general meeting or requested it to choose the place, date and time, and explain why it is called.

If at all possible, the special meeting must be held at the same place as the last Annual General Meeting and must be in the province of Ontario.

11.04 Chairing special meeting

The President , or in his absence the Vice-President, shall chair the meeting. In the absence of

both, active members in attendance choose one of their member to chair the meeting and the

Corporation's Secretary acts as Secretary.

11.05 Decisions

Decisions are taken at simple majority by members using their right to vote. Decision(s) is (are) adopted if the number of votes for is superior to the number of vote against unless the decision effects the constitution, in which case 2/3 majority is needed.