

BY-LAW No. 1

A by-law relating generally to the conduct of the affairs of

ONTARIO APPALOOSA HORSE ASSOCIATION INC.

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BE IT ENACTED as a by-law of

ONTARIO APPALOOSA HORSE ASSOCIATION INC.

as follows:

1. INTERPRETATION

In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means The Corporation Act as amended from time to time;
- (b) "Articles" means the articles of incorporation of the Corporation as amended from time to time;
- (c) "Board" means the Board of Directors of the Corporation;
- (d) "By-laws" means all by-laws including special by-laws, of the Corporation as amended from time to time;
- (e) "Corporation" means this Corporation;
- (f) "Person" includes a body corporate, corporation, Company, partnership, syndicate, trust and any number of aggregate of persons;

(g) The singular includes the plural, and the plural includes the singular;

(h) The masculine gender includes the feminine and the neuter.

All terms defined in the Act have the same meanings in the by-laws and resolutions of the Corporation.

2. OBJECTS

The Corporation shall have for its object to work in affiliation with the Appaloosa Horse Club of Moscow, ID in the encouragement, development, breeding, showing and judging of Appaloosa Horses in Ontario as the regional representative.

- (a) Shall adopt and be governed by the Appaloosa Horse Club Official Handbook.
- (b) Shall recommend that its members become members of the Appaloosa Horse Club of Moscow, ID.
- (c) Shall help members fill out registration and transfer applications, as well as other forms and encourage these owners to register their horses well in advance of the deadlines.
- (d) Shall promote interest in Appaloosas at the local level.
- (e) Shall annually submit to the Appaloosa Horse Club of Moscow, ID an annual report, by-law changes, membership/address lists, regional club activities and any other requirements to maintain a regional club charter as specified in the Appaloosa Horse Club Regional Club Handbook.
- (f) Shall not engage in any business or activity in the name of, or on behalf of, directly or indirectly, the Appaloosa Horse Club, without the written consent of the Appaloosa Horse Club CEO.

3. HEAD OFFICE

The head office of the Corporation shall be at the address of the current elected Secretary, in the Province of Ontario, or at any other municipality in the Province of Ontario, as the Directors of the Company shall from time to time determine by resolution.

4. SEAL

The seal, an impression of which is stamped on the margin hereof, shall be the seal of the Corporation, and when, if used, shall be authenticated by the signature of the President and Secretary or by the signature of Officers of other persons as the Board may from time to time appoint.

5. DIRECTORS

4.01 Powers – The affairs and business of the Corporation shall be managed or supervised by a board of directors who may exercise all such powers and do all such acts and things as may be exercised or

done by the Corporation and are not by the by-laws or by statute expressly directed or required to be done by the Corporation at meetings of the members.

4.02 Residents of Ontario – All persons being Directors of the Corporation shall qualify by being residents of the Province of Ontario and members in good standing. Any person who ceases to be a resident in the Province of Ontario shall, thirty (30) days after ceasing to be a resident of Ontario, be deemed to no longer be a Director of the Corporation. The Directors of the Corporation shall then cause a special election to be held of the purpose of electing a new Director, or in the place of the retired Director for the balance of his term.

4.03 Number of Directors – There shall be elected a minimum number of seven (7) persons to serve as directors as prescribed herein. Directors shall serve for a two (2) year term. There shall be not less than two (2) persons elected as directors-at-large and as many additional directors-at-large as may be necessary to compose a Board of Directors of not less than seven (7) members. The Directors-at-large shall serve for a two (2) year term and one-half should retire each year. Directors-at-large shall be elected by a majority vote of all members in good standing.

4.04 Qualifications – The qualifications of each director shall be that he is 18 years of age or older, that he is a member in good standing of the Corporation and that he is under no legal disability from accepting office.

4.05 Election and Term – The election of directors shall take place at each annual meeting of the shareholders. Directors shall be elected for a two (2) year term in office. During the first election one half of the directors shall be elected for a one (1) year term. At each fall annual meeting thereafter directors shall be elected for a two (2) year term with the result that one half of the directors will be replaced at each annual fall meeting. The term of office for each Board shall commence as of January 1st in each year and shall terminate on December 31st of each year. The board as elected at the fall annual meeting shall take office as of January 1st as herein stated. Each director to retire shall be deemed as of the date of the fall annual meeting to have submitted his resignation effective as of December 31st of the current year. In the event that the fall annual meeting is not held until after January 1st in any given year, the directors shall continue in office for a period not to exceed sixty (60) days during which time the annual meeting must be called by the Board then in office. No election or appointment of director is in effect without his consent given in person at the meeting or given in writing by the time of the commencement of the annual meeting.

4.06 Resignation – A director may resign from office upon giving notice thereof in writing to the Corporation and such resignation becomes effective in accordance with its terms or upon acceptance by the Board or by the shareholders in a general meeting.

4.07 Removal – Subject to subsection 2 of Section 140 of the Ontario Business Corporations Act, the shareholders may by resolution, passed by a minimum of two-thirds of the votes cast at a general meeting of shareholders duly called for the specific purpose of dealing with the removal of a Director, remove any Director before expiration of his term of office and may by a majority of votes cast at the meeting elect any person in his stead for the remainder of his term.

4.08 Vacation of Office – The office of Director is vacated if he resigns his office, if he is removed from office by the shareholders, or if he ceases to have the necessary qualifications.

4.09 Vacancies – Where a vacancy occurs in the Board and a quorum of Directors remains, the directors remaining in office may appoint a qualified person to fill the vacancy for the remainder of the term. If there is not then a quorum of directors in office, the Directors or Directors then in office shall forthwith call a general meeting of shareholders to fill the vacancies and in default, or if there are no Directors then in office, the meeting may be called by any shareholder. When the number of Directors is increased, the vacancies resulting from such increase shall only be filled by election at a general meeting of the shareholders duly called for that purpose.

6. MEETING OF DIRECTORS

5.01 Place of Meetings – Meetings of the Board may be held at the head office of the Corporation or at any other place within the Province of Ontario provide that a minimum of five (5) days notice has been given to all Directors or in the alternative that a majority of the Directors at the meeting have waived notice of the meeting at the time the meeting opens.

5.02 Conference Calls – The Board shall have the capacity to have a regular meeting by means of telephone conference or other communications method provided that 50% of the Directors have been contacted and are in direct communication by means of a telephone conference or other communications equipment where each of these persons may participate in the meeting and can hear each other. Any such Director participating in meetings by conference call pursuant to this Section shall be deemed for the purpose of the Act and these by-laws to be present in person at the meeting. Any decision taken shall be recorded by means of a voice or electronic count and provided that a majority of all elected Directors then approve any Resolution proposed at the meeting by telephone.

5.03 Calling of Meetings – Meetings of the Board shall be held from time to time as such place, at such time and on such day as the President may determine, and the Secretary shall call the meeting when directed and authorized by the President or another authorized Director appointed by the President. Notice of every meeting so called shall be given to each Director not less than forty-eight (48) hours prior to each and every meeting except that no notice of a meeting shall be necessary if all the Directors are present or if those Directors who are absent waive notice of the meeting or otherwise signify their consent to the holding of such a meeting and the business transacted. Any waiver or consent may be given by written format, electronic or other communication method.

5.04 Regular Meetings – The Board may appoint a day or days in any month or months for regular meetings at such place and hour as the Board may determine. A copy of any resolution by the Board fixing a time and place shall be sent to each Director forthwith after being passed. The minutes of Directors meeting shall stand approved if no objection is raised within seven (7) days by anyone whom was in attendance at such meeting.

5.05 First Meeting of New Board – Each newly elected board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following a meeting of shareholders at which such board is elected, provided that a quorum of directors is present.

5.06 Quorum – A Quorum shall be a minimum of 50% of the qualified Directors. Such quorum shall be necessary for the transaction of any and all business at any meeting of the board. A Director who cannot attend a Directors meeting must advise the President or Secretary of his anticipated absence.

5.07 Notice of Motion – Any resolution or notice of motion affecting policy, monetary or committee structure changes or any deputations to be presented to the Directors or the Committees must be in the hands of the Secretary at least two (2) weeks prior to the next regular meeting of the Directors so that it can be distributed to the Directors prior to the meeting.

5.07 Votes to Govern – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question; the Chairman shall not vote except in the case of an equality of votes in which event the Chairman shall vote and decide the issue in question.

5.08 Disclosure of Interest in Contracts – Every Director of the Corporation who has, directly or indirectly, any interest in any contract or transaction to which the Corporation is or is about to be a party, other than a contract or transaction limited solely to his remuneration or reimbursement as a Director, officer or employee, shall declare his interest in such contract or transaction at a meeting of the directors of the Corporation as required by the Act and in writing and shall at that time disclose the nature and extent of his interest.

7. REMUNERATION AND PROTECTION

6.01 Remuneration – Directors shall be paid in respect of their out-of-pocket expenses incurred in the performance by them of their duties as the board may from time to time determine. Prior to payment of any remuneration for services to Directors a direction shall be obtained by the Director, indicating whether or not the Corporation is required by the individual to deduct income tax, Canada Pension and Unemployment Insurance Deductions in accordance with the normal operating provisions of the Corporation.

6.02 Indemnity of Directors and Officers – Subject to subsection 2 of section 147 of the Act, every Director and Officer of the Corporation and his heirs, executors, administrators and other legal personal representatives, shall, from time to time be indemnified and saved harmless by the Corporation from and against,

- (a) any liability and all costs, charges and expenses that such director or officer sustains or incurs in respect of any action, suits, or proceedings that is proposed or commenced against him for on in respect of anything done or permitted by him in respect of the execution of the duties of his office; and

(b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

8. OFFICERS

7.01 Election and Appointment – At the first meeting of the Board after each election of Directors, the Board shall elect or appoint amongst themselves a President, First Vice-President, Second Vice-President, Secretary and Treasurer and if deemed advisable may appoint such further officers as the Board deems appropriate at any time. No person may hold two (2) offices except that one person may be elected both Secretary and Treasurer and therefore must be known as the Secretary-Treasurer.

7.02 Term and Removal – The Board of Directors may decided upon the employment of all servants of the Corporation and shall determine by resolution the dates of their effective employment- The Board may at any time, at a Board meeting, remove a person from employment with the Corporation with cause.

7.03 President – The President shall be the Chief Executive Officer of the Corporation. He shall, preside at all meetings of the Directors and Shareholders and shall in his absence appoint a representative who shall normally be the First Vice-President of the Corporation. The President shall be a necessary signing officer on all cheques together with the Treasurer. The President shall be deemed to be one of the necessary signing officers for all corporate acts to be completed by the Corporation. The President shall be an ex officio member of all committees of the Corporation and shall prior to the meeting of any committee be service with actual notice of such committee meeting.

7.04 First Vice-President – The First Vice-President shall perform the duties of the President in the absence of the President of the Company. He shall be charged with those duties which are delegated to him by the President and the Board of Directors.

7.05 Second Vice-President – The Second Vice-President shall be deemed to be a member of each and every committee and shall report to the Board of Directors and the President on the progress of each standing committee of the Company. In the event that the Second Vice-President is unable to attend any committee meeting he shall arrange for an alternative member of the Board, who shall normally be the First Vice-President, to attend in his absence and subsequently report on committee meetings to the whole Board of Directors.

7.06 Secretary – The Secretary shall attend all meetings of the Board and of the Shareholders and shall be responsible for receiving reports from all Committees of the Company and shall cause the Minutes of all meetings and all reports to be entered in the Minute Books of the Company. The Secretary shall be required to send out all notices of meetings of the Board of Directors and Shareholders and shall be the custodian of the Corporate Seal of the Corporation and shall be required to insure that the Corporate Seal is maintained in a safe location and that the books and records, papers, documents and banking statements are all kept in an up-to-date condition at all times. The Secretary

shall insure that the annual financial statement of the Corporation is included with and annexed to the annual report given to the members.

7.07 Treasurer – The Treasurer shall keep or cause to be kept proper accounting records as required by the Act; he shall deposit or cause to be deposited all monies of the Corporation in the Corporation's bank account and shall under the Direction of the Board supervise the safe keeping of all funds of the Corporation and shall render to the Board whenever required an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall perform such other duties as may from time to time be delegated to him by the Board. At least five (5) weeks prior to the annual meeting of the Corporation the Treasurer shall cause to be prepared a financial statement which shall be presented to the Board for approval prior to the annual meeting.

7.08 Other Officers – The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

7.09 Variation of Duties – From time to time the Board may vary, add to or limit the powers and duties of any officers or officers.

7.10 Agents and Attorneys – The Board shall have power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise as the Corporation may deem fit.

9. MEMBERS

The members shall be divided into classifications as set out by the Letters Patent of the Company dated the 20th day of January, 1978. Based on the needs or requirements of the membership, member classifications may be added, removed or modified. Without limiting the generality of the specifications in the Letters Patent, the requirements for the following categories shall be established.

(a) Honourary Members: - Any member may by motion made in writing through the Secretary of the Association, not less than forty-five (45) days in advance of the next annual meeting, cause his motion duly seconded by another member in good standing of the Association nominate a person for Honourary Membership to be voted by the membership at the next annual meeting of the Corporation. The motion shall be voted on by secret ballot at the annual general meeting, such motion to be read by the Chairman of the meeting and to be the subject of a secret ballot prepared by the Secretary of the meeting. All Honourary Members so approved at an annual meeting of the members shall be entitled to all benefits of membership and may serve in any office of the Company, but shall not be entitled to vote at any annual meeting unless the annual membership dues as prescribed from time to time by the members have been paid.

(b) Individual Member – Any person may upon paying the annual dues of the Company as may be prescribed from time to time by the members and the Board, become a member in good

standing and shall thereupon be entitled to all of the benefits of being a member in the Corporation. All persons must be nineteen (19) years of age as of the date of their application and must pay the annual membership dues on or before the date of the annual meeting in order to be able to vote at any given annual meeting in any given year. Each member in good standing shall be entitled to one (1) vote on all motions, resolutions, and all ballots. All members in good standing may be nominated for any office or may be appointed to any committee. Annual membership fees shall be established for individual members from time to time by the Board, but prior to becoming effective, shall be ratified at the annual meeting of the members then in good standing.

(c) Couples Membership – A husband and wife or Common-Law spouses living in the same household, may, upon paying the annual dues to the Company as may be established from time to time by the Board as approved and ratified by the members from time to time as they may change, become a member in good standing in the Company and may exercise all the rights and privileges of members. Each of the husband and the wife or Common-Law spouses shall have one (1) vote and shall in all respects be deemed to be “individual members” as defined in this section, subject to the rights, privileges, and requirements and restrictions of “individual membership”.

(d) Youth Membership: Youth Members, eighteen (18) years of age and under as of January 1st of each year, are entitled to all the rights and privileges of the Corporation but will not be entitled to a vote. Any married or divorced individuals are ineligible as a Youth member and are considered an adult.

(e) Family Membership: Husband and Wife Members, or Common-Law spouses living in the same household, and any number of children eighteen (18) years and under of which the adults are legal guardians of, living in the same household, full- or part-time. The Family Members shall be entitled to all the rights and privileges of the Corporation, and Husband and Wife, or Common-Law spouses, shall be entitled to one (1) vote each.

Annual membership fees are subject to review and change at any time by the Board.

Application for membership shall be in writing. Each applicant on becoming a member shall agree to be bound by the by-laws and all rules and regulations of the Company, including committees; the Company shall have the power to reject any application for membership.

10. SUPERVISION OF MEMBERSHIP

Any member who has paid the annual dues as established under this by-law may be the subject of probation, suspension or expulsion proceedings, provided that the Board had received a written complaint concerning the conduct of the member involved. The conduct unbecoming of a member must be a breach of the rules or ethics of the committees, involve a fraud upon the Corporation, observed conduct in the opinion of the Board prejudicial to the interests of the Corporation or involve non-payment of money justly due and owing to the Corporation. Prior to the Board exercising its

authority herein to place on probation, suspend or expel an individual from membership, the member shall have first received notification of the breach or charge being brought against him and shall have an opportunity of answering such charge. The member shall be notified by letter in writing sent by prepaid registered post to his address last noted with the Corporation. The notice shall state the time and place of hearing and the member charged shall have the right to appear in person, with or without counsel, or by conference call or other telecommunication or electronic method to address the Directors in attempt to answer the charge. In the event that the member does not appear in person or with counsel on the date set for the hearing, or does not acknowledge the notification, the Board may proceed in his absence. Notwithstanding anything herein contained to the contrary, the Board may without hearing immediately place on probation, suspend or expel the member pending the hearing.

A member placed on probation shall be given a designated time for the probation and after the expiration of such time shall automatically be reinstated. A member on probation shall be denied only the privilege of voting during that period of time for which he is on probation.

The Board may propose suspension of a member who shall be deemed suspended until the next annual meeting of the members unless the suspension is cancelled by the Board prior to the annual meeting of the members. At the annual meeting of the members, the suspension must be reviewed and may either be ratified or fused by a majority vote as shall be conducted by secret ballot. A member, once suspended by the Board, shall not be eligible to take part in any activities of the Corporation and after ratification by the annual meeting of the members, shall not be eligible for membership in the Corporation or participate in any activities of the Corporation until the suspension has been lifted by a motion proposed not less than forty-five (45) days before the next annual meeting and seconded by a member in good standing. The Secretary shall cause such a motion to be voted upon by secret ballot at the next annual meeting of the members and if passed at such annual meeting, the person involved may apply to the Corporation for a new membership as may be available under the provisions of the Letters Patent and this by-law. A member suspended shall after sixty (60) days from the date of the suspension notification have the right to apply in writing or by membership application to the Board for reinstatement and shall on application be reinstated at the next meeting of the Board provided that two-thirds of the Directors are present thereat and vote the affirmative. Non-payment by a member of any account with Corporation for a period of ninety (90) days shall result in an automatic suspension from the Corporation until such time as the arrears are paid in full. A member suspended shall be denied all privileges of the Corporation.

Expulsion shall be for a specified period of time, not less than one (1) year in duration and a person so expelled shall, after the expiration of the specified period of time, have the right to apply in writing to the Board for reinstatement and shall on application be reinstated at the next meeting of the Board provided that two-thirds of the Board are present thereat, vote in the affirmative. A member expelled shall be denied all privileges of the Corporation.

If the Board refuses to reinstate an individual suspended or expelled from membership, such person shall have the right to apply for reinstatement at the next succeeding general meeting; however,

reinstatement by a general meeting shall be only by an affirmative vote of two-thirds of the members present thereat and voting.

11. MEETING OF MEMBERS

10.01 Annual Meeting - The annual meeting of members of the Corporation shall be held after the last show date and before December 31st of each year at such time as the Board, or the President, or a Vice-President who is a Director may from time to time determine, for the purpose of receiving the reports and statements require by the Act to be laid before the annual meeting, electing Directors, appointing auditors and forming committees, proposing by-law changes and for the transaction of such other business as may properly be brought before the meeting.

10.02 Special Meetings – The Directors may at any time call a special general meeting of members for the transaction of any business which may properly be brought before such a meeting. The Board may establish a record date for establishing a voter’s list composed of members. The record date shall not be prior to the date upon which the Board at a meeting decided to call a special general meeting.

10.03 Place of Meetings – Meetings of member shall be held at the head office of the Corporation or at such other place within Ontario as the Directors from time to time determine.

10.04 Notice of Meetings – Notice of the time, place and business of each meeting of members shall be given not less than fifteen (15) days before the date of the meeting to the auditor and solicitor of the Corporation, to each Director, and to each person who appears on the records of the Corporation at the close of business on the day next preceding the giving of the notice as member entitled to a notice of the meeting. Notices shall be mailed, printed or electronic, to each member entitled to vote at the meeting at his last known address. In the event of the Company publishing an official newsletter or magazine, printed or electronic, with a noticed published therein and mailed fifteen (15) days prior to such meeting, shall be deemed to be sufficient. Notice of a special meeting of members shall state the general purpose of the business to be transacted at the meeting. At meeting of members may be held at any time without notice if all the member entitled to vote thereat are present in person or represented by proxy or those not so present or represented have waived notice and if the auditor and the Directors are present or have waived notice of the meeting.

10.05 Persons Entitled to be Present – The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the Directors, solicitors and the auditor of the Corporation and others who although not entitled to vote are entitled or required under any provision of the Act or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

10.06 Quorum – Ten (10) persons present in person and each being a member entitle to vote thereat or a duly appointed proxy for an absent member so entitled shall constitute a quorum for the transaction of business at any meeting of members.

Order of Business – Business will be conducted according to Robert’s Rules of Order or the following:

- (a) Call to order and reading of notice of meeting
- (b) Identification of members and establish quorum
- (c) Reading of minutes of previous general meeting
- (d) Treasurer's report
- (e) Reports of officers, directors and committees
- (f) Correspondence
- (g) Unfinished business
- (h) President's report
- (i) Election of Directors
- (j) Appointment of auditor
- (k) New Business
- (l) Adjournment

10.07 Right to Vote – At any annual meeting or special meeting of the members, every person shall be entitled to vote who, at the record date set by the Board or if no record date is established by the Board, then each person who at the time of taking a vote, is entered on the register of members as established by the Secretary, who as the holder of one membership or a husband and wife membership carrying the right to vote at such meeting, shall then be entitled to cast one vote.

10.08 Proxies – Every member entitled to vote at a meeting of members may appoint a person, who need not be a member, as his nominee to attend and act for him at the meeting in the manner, to the extent and with the power conferred by the instrument appointing him. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer, and shall be valid on year for this date. Subject to the requirements of the Act, the instrument may be in such form as the Directors from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is taken under its authority, or at such earlier time and in such manner as the Board may prescribe.

10.09 Scrutineers – At each meeting of members one or more scrutineers may be appointed by a resolution of the meeting or by the Chairman with the consent of the meeting to serve at the meeting. Such scrutineers need not be members of the Corporation.

10.10 Votes to Govern – Unless otherwise required by the Act, or the articles or by-laws of the Corporation, all questions proposed for the consideration of the members at a meeting shall be decided by a majority of the votes cast thereon, and in case of an equality of votes the Chairman of the meeting has a second or casting vote.

10.11 Show of Hands – At all meetings of members every question shall be decided by a show of hands unless a poll thereon be required by the Chairman or be demanded by any person present and entitled to vote. Upon a show of hands every person present and entitled to vote, has one (1) vote. After a show of hands has been taken upon any question the Chairman may require or any person present and entitled to vote may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question unless a poll thereon be so required or demanded, a declaration by the Chairman that the vote upon question has been carried, or carried by a particular majority, or not carried shall be decided

the question and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

10.12 Polls – If a poll is required by the Chairman of the meeting or is demanded and the demand is not withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting directs.

10.13 Adjournment – The Chairman of a meeting of members with the consent of the members may decide to adjourn the meeting from time to time and from place to place.

12. DISSOLUTION

At any time that the Board feels that dissolution of the Corporation is desirable, a special meeting of the members may be held for such purpose upon, not less than thirty (30) days notice to all members by regular mail. At such meeting, disclosure shall be made by the Board concerning the reasons for the proposal of such a motion. Provide that such a motion shall pass by secret ballot as recorded by the Secretary and Chairman of the meeting, then the Corporation shall be dissolved provided that all assets and funds held in the name of the Association shall then be assigned and delivered to a charity as may be proposed by separate secret ballot at the meeting concerning such proposed dissolution. In the event that no charity is specified to be given the assets, then such charity shall be selected as may be designated by the Minister then in office for the Province of Ontario dealing with Consumer and Corporate Affairs.

13. COMMITTEES

12.01 The Company shall have such standing committees as shall be established from time to time by the Board. Without limiting the generality of the foregoing provisions, there shall be established subject to addition or removal by the Board from time to time upon the consent as may be received from the members at any annual meeting proposing a change the following committees:

Advisory Committee	Membership Committee
Banquet Committee	Nominating Committee
Breeders Committee	Planning Committee
By-Law & Constitution Committee	Promotion & Publicity Committee
Education & Clinic Committee	Racing Committee
English Committee	Show & Contest Committee
Finance Committee	Trophy Committee
Futurity Committee	Western Committee
Games Committee	Youth Committee
Heritage Committee	

12.02 In each and every year, the Board will be responsible for appointing the Chairman of each committee who shall be responsible for reporting to the Board in writing not less than once in every

calendar year and may be responsible for making such additional reports from time to time as is required by the Board in writing. The President of the Corporation, together with the First Vice-President and Second Vice-President shall be members of each and every committee, but it shall be deemed the responsibility of the Second Vice-President to attend in person at each and every meeting of each and every committee until and unless some other person has been appointed in his absence to attend. In the absence of the Second Vice-President or a nominee on his behalf which may include the President or First Vice-President, no meeting of any committee shall be deemed to be properly constituted. Members of each and every committee shall be subject to the approval of the Board. In the event that any member proposed to a committee feels that he has been improperly barred from any committee his refusal of appointment may be reviewed at any annual meeting of the members. Such review may be commenced by a simple motion, seconded by any member in good standing during the meeting under general business at such meeting.

In each and every year, each and every committee shall be required through its Chairman to file a written report of 1) objectives with a list of priorities, 2) the terms of reference and jurisdiction, 3) its activities for the year and its intended activities for the following year, 4) its budget and financial statement, 5) a schedule of proposed meetings, and 6) a list including the Minutes as may be kept by the Secretary of such committee of each and every one of its meetings held during the year. If approval is given to the above, the Board may delegate additional authority to each committee. Each chairman of a committee will submit the name and contact information of every committee member to the Board within one month after his appointment.

14. EXECUTION OF DOCUMENTS

14.01 Cheques – All cheques, drafts or orders for the payment of money and all notes and acceptances and bills or exchange shall be signed by such officer or shareholder whether or not officers of the Company and in such manner as the Board may from time to time designate, provided however the Board must appoint the Treasurer as one of the signing officers.

14.02 Other Documents – Contracts, documents or any instruments in writing requiring the signature of the Company may be signed by the President, 1st Vice-President, 2nd Vice-President, Secretary or the Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The Board may from time to time by resolution appoint any officer or shareholder on behalf of the Company either to sign contracts, documents and instruments, in writing generally or to sign specific contracts, documents and instruments in writing.

The Corporate seal of the Company when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or signed by any officer or shareholder appointed by resolution of the Board.

The term “contracts, documents and instruments in writing” as used herein shall include charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances and all paper writings.

15. FISCAL YEAR

The fiscal year of the Company shall terminate on the 31st day of December in each year.

ENACTED THIS 27th day of November, 2010.