

## **BY-LAW NO. 1**

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

**Ottawa Valley Hunt Club**

(the "Corporation" or the "Club")

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**BE IT ENACTED** as a by-law of the Corporation as follows:

### **SECTION 1 - INTERPRETATION**

#### **1.01 Definitions**

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

1. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

2. " age" means age at January 1<sup>st</sup> of the current year;
3. "AGM "means Annual General Meeting of Members;
4. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
5. "Board" means the Board of Directors of the Corporation and "Director" means a member of the Board;
6. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
7. " colours" are the honor bestowed on a member entitling them to wearing the Ottawa Valley Hunt uniform as defined in section 10.02;
8. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
9. " member in good standing" means a member who has paid their applicable annual membership fees, as established by the Board of Directors of the Hunt annually and who are neither suspended nor expelled;
10. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
11. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
12. " proprietor fee" is an initial fee required to be paid to join the Hunt as a voting member;
13. "regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
14. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
15. " the Hunt" means the Ottawa Valley Hunt Club.

## **1.02 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and un-incorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **SECTION 2 - MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Voting members and Non-Voting members. The Board of Directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

### **2.01 Voting Members**

2.01.1. Voting members are individuals, 18 years of age or older, who have paid the Hunt's proprietor fee or other such initiation fee in full, and have paid their applicable annual membership fees, as established by the Board of Directors of the Hunt annually and who are neither suspended nor expelled.

2.01.2. A voting membership is annual, renewable by payment of the prescribed annual fee. Failure to pay the annual membership fee and other levies, dues or debts owed to the Hunt will result in the automatic termination of the membership of the member, subject to the right of a reinstatement in Article 17.02 or the option to convert to become an inactive member as provided in 2.01.3 below.

2.01.3. Voting members are the only members who have a right to notice of meetings of the Hunt (save and except for special meetings called for the purpose of eliminating or changing the terms and conditions of a specific class of non-voting members, as provided for below) and the

only ones entitled to vote at meetings of the Hunt. Each active voting member is entitled to one vote.

2.01.4. Voting members are currently sub-divided into Senior Hunting, Riding, Social, and Patron members. Only Senior Hunting members are entitled to hunt as well as participate in all social events. The Social members are entitled to participate in all social events. The Senior Hunting members pay a higher prescribed annual fee, the amount of which is set by the Board of Directors annually. Both the Senior Hunting and Social members are expected to contribute to the successful operation of the club by volunteering in various activities such as work days, participating on teams, and supporting the public events.

## **2.02 Non-Voting Members**

2.02.1. Non-Voting members are members who have not paid the prescribed Proprietor fee in full.

2.02.2. Non-Voting members are currently sub-divided into Junior Hunting, Intermediate Hunting, Honorary, and Inactive Proprietor members. Only Junior & Intermediate Hunting members are entitled to hunt as well as participate in all social events.

2.02.3. Non-Voting members are not entitled to receive notice of general or special meetings, other than meetings whose purpose is to eliminate or substantially change the entitlements or obligations attached to this class of membership, and are not entitled to vote save at such special meeting.

2.02.4. The Non-Voting membership shall be annual, subject to the payment of such annual fees as the Board of Directors may set for this class of members from year to year.

2.02.5. Inactive Proprietor Members:

- i. A voting member who does not renew their membership by paying the annual membership fee may become an inactive proprietor member and thereby remain a member of the club with payment of an annual inactive fee.

- ii. An inactive proprietor member is a non-voting member.
- iii. An inactive proprietor member is not entitled to participate in the activities of the club.
- iv. An inactive proprietor member retains the right to colours previously earned.
- v. An Inactive proprietor member may become a Voting member at any time with the payment of the annual membership fee without paying an additional proprietor fee.

### **2.03 Admission and Removal of Membership**

The Board of Directors of the Hunt shall be entitled to admit, suspend or expel members. Members may resign at any time but are not entitled to a rebate of fees or proprietor fees paid. Such resignation is effective when noted by the Board of Directors at their next meeting. Resignation does not excuse the retiring member from the requirement of paying any outstanding obligations to the Hunt.

#### **2.03.01 Admission:**

- i. A prospective member shall complete the online application form, along with the appropriate fee and waiver.
- ii. An Applicant shall provide such evidence of entitlement to membership as the Board may require from time to time.
- iii. All Applicants will be required, on admission to membership, to sign an acknowledgement of receipt of the rights and obligations of the class of membership to which they have applied, to sign a waiver of liability in favour of the Hunt annually, and to agree to abide by the Code of Conduct of the Club.
- iv. Admission shall be by way of vote of the Board of Directors. A member may be admitted between meetings of the Board of Directors, where there is consensus of Board members, achieved electronically, for that person's admission, subject to the Minutes of the next meeting reflecting the admission of this new member.

**2.03.2 Code of Conduct:** Members are expected to behave at all times in a manner that upholds the good name of the Hunt and promotes the enjoyment and safety of all participants in Hunt activities. To that end, members are expected to:

- i. ride their horses under control;
- ii. obey the directions of staff, their Field Masters and the Masters of Foxhounds of the Hunt;
- iii. not recklessly endanger or damage hounds, other horsemen or participants or property of the Hunt or landowners over whose land the Hunt passes;
- iv. participate as the member's circumstances permit, in the volunteer and other activities of the Hunt, such as work days and the organization and running of special public events and the participation in committees tasked with specific areas of activities of the Hunt; and
- v. behave at all times to other members and to members of the public in an orderly, polite and reasonable level of decorum, so as not to offend, anger, frighten or abuse others.

**2.03.3 Suspension or Expulsion:** The Board of Directors shall have the right to either suspend a member's membership entirely, or in part, for such period as the Board of Directors may deem appropriate, or to expel a member from the Hunt if that member's conduct is detrimental to the reputation or best interests of Hunt, or contrary to the Hunt's code of conduct. The following conditions will apply:

- i. Save in the case of such egregious conduct as, in the Board of Directors' opinion, warrants the extreme measure of expulsion without notice, no suspension or expulsion shall take place unless the member has been warned that such action is being continued and has failed to take corrective action. The warning may be administered by a Master or Field Master or in writing from the Board of Directors following resolution duly passed.

- ii. Suspension shall be by regular vote of a majority of the Board of Directors present at the meeting. Expulsion will require a two-thirds majority of the persons present, together with the written vote, by email, from members of the Board of Directors not able to participate at the meeting.
- iii. A member who is suspended or expelled shall be advised of his suspension or expulsion in writing by the Board of Directors of the Hunt.
- iv. The suspended or expelled member will not be entitled to a rebate of current annual fees or the return of the proprietor fee.
- v. A suspended member may not vote during the period of his or her suspension.
- vi. A member who is expelled is no longer a member of the Hunt. He or she forfeits the entitlement to wear the colours of the Club, the conferring of which by the Hunt is, by the expulsion, revoked. He or she is not entitled to a vote or to notice of any further activities of the Hunt.
- vii. The dispute resolution process defined in section 8 will apply.

#### **2.04 Transfer of Membership**

Membership in the Hunt shall not be transferrable.

### **SECTION 3 - MEETING OF MEMBERS**

#### **3.01 Annual General Meeting**

An AGM shall be held as soon as possible after the end of the fiscal year on such date at such time and at such place as the Board of Directors decides.

#### **3.02 Special General Meeting**

The Board of Directors may, at its discretion, and shall upon receipt of a requisition from members in accordance with the Section 167 of the Act, convene a Special General Meeting for any purpose.

### **3.03 Notice of General Meetings**

Except in circumstances warranting an abridgement of time, twenty-one (21) days' notice of any general or special meeting, specifying the place, date and time of the meeting, shall be given to all members entitled to vote at the meeting. Notice shall be by email, and members are required to ensure that the Secretary of the Hunt has their current email address. In circumstances where email is not available, members may receive notice by mail if a written request to do so has been sent to the Secretary. Non-receipt of notice by any member shall not invalidate the proceedings at any general or special meeting.

### **3.04 Financial Statements and Minutes of Last Year's Annual General Meeting**

The Hunt shall give notice to the members at the same time as giving notice of the meeting that the annual financial statements and the minutes of the previous year's AGM will be available for viewing and will be sent out to members electronically via email in advance of the AGM. Members will be expected to have reviewed the financial statement and minutes in order to facilitate the business of the AGM.

### **3.05 Attendance**

Attendance at General Meetings must be in person unless facilities are available to accommodate telephonic attendance. Absentee members may vote by proxy through a member present in person at the meeting, as provided for in Section 3.09.3 below.

### **3.06 Procedure**

3.06.1. The President, or in her/his absence, the Vice-President or other person nominated by the President, shall preside as Chair at all General Meetings.

3.6.2. If the President, Vice-President and person nominated are absent, the members present shall nominate one of their number to be Chair of the meeting.



### **3.07 Quorum**

3.07.1. At any General Meeting, ten members shall constitute a quorum.

3.07.2. If by one hour after the time duly appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the following week and the same hour and place. If by one hour after the time duly set for such an adjourned meeting a quorum is not present the meeting shall stand adjourned indefinitely.

### **3.08 Order of Business**

The order of business at the AGM and, to the extent practical, at other General Meetings, shall normally be:

- a) Call to Order ;
- b) Establish quorum ;
- c) Adoption of the minutes of the previous General Meeting;
- d) Reports from Officers and Chairs of Committees as appropriate;
- e) Election of the Board of Directors;
- f) Appointment of Auditors;
- g) Unfinished business; and
- h) New business.

### **3.09 Manner of Voting**

**3.09.1. Carrying of resolution or motion:** At any General Meeting, unless a poll is demanded, a declaration by the Chair that a resolution or motion has been carried as a result of a show of hands and an entry to that effect in the minutes of the meeting shall be sufficient evidence of

the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution or motion.

**3.09.2. Poll:** If a poll is either demanded or considered by the Chair to be appropriate to the issue, the poll should be taken in such manner as the Chair directs and the results shall be deemed to be the resolution of the members of the Hunt in General Meeting assembled. Such poll may include an electronic poll to be taken of the membership appropriate to the issue.

**3.09.3. Proxy Voting:** Voting members entitled to vote may assign their voting rights by completing and signing a proxy in favour of another voting member for any special or general meeting. The proxy must be delivered to the Secretary of the Hunt electronically, at least one week prior to the meeting at which the proxy is to be exercised, and the member intending to vote the proxy shall provide the original signed proxy to the Secretary of the meeting. No person shall, except as the Board of Directors permits in advance, exercise more than two proxies at any one meeting.

**3.09.4. Tie Vote:** The President of the Board of Directors and, in his or her absence, the Vice President, shall act as Chair of the meeting. In the event of a tie vote at any meeting, the President shall have an additional tie breaking vote.

### **3.10 Minutes**

Accurate minutes of the proceedings at all General Meetings shall be taken by the Honorary Secretary or her/his duly appointed assistant and shall be kept in books especially provided for the purpose.

## **SECTION 4 – BOARD OF DIRECTORS**

The Board of Directors acts as a “Governance” Board.

#### **4.01 Eligibility**

No person may be elected or continued as a Director unless they are an active Voting member in good standing. If, during the currency of a term of office as Director, the member ceases to be an active Voting member in good standing, he or she must resign his or her position as Director immediately.

#### **4.02 Board Composition**

The Board shall be comprised of between three and seventeen members, elected by the voting members of the Hunt at an AGM. The elected members may at any time, admit as Directors any other eligible members. In no case shall the number of the Directors appointed exceed one third of the number of Directors elected at the previous annual meeting of members. In no case, shall a Master or Masters of Foxhounds be elected or appointed as Directors, while they are serving as Masters and vice versa.

#### **4.03 Term**

The Directors shall be elected to hold office for a term expiring at the “turnover meeting” as that term is described in Section 4.05.1(f) below, following the next AGM of the Hunt.

#### **4.04 Nominating Committee**

4.04.1. Prior to the AGM in each year, the current Board shall appoint a Nominating Committee comprised of four Voting members of the Hunt. The Nominating Committee appointed shall include two members of the retiring Board, one of whom shall be designated Chair of the Nominating Committee who shall have a casting vote in the case of a tie.

4.04.2. The Nominating Committee will select suitable nominees from among the voting members of the Hunt for election to the Board of Directors in accordance with Articles 3 and 4. Such nominees shall be required to indicate to the Chair of the Nominating Committee their willingness to serve on the Board of Directors.

4.04.3. The Nominating Committee will forward its list of nominations to reach the Honorary Secretary at least 30 days before the scheduled date of the AGM.

4.04.4. The Honorary Secretary will forward to each Voting member a notice convening the AGM as described in section 3.03 and shall include the Nominating Committee's list of nominations. The notice shall also include instructions for members who may wish to make further nominations of persons of their choice.

4.04.5. Each such nomination shall be signed in writing and by at least two Voting members and by the nominee and forwarded to reach the Chair of the Nominating Committee at least 7 days before the scheduled date of the AGM.

4.04.6. On receipt of correctly submitted nominations, the Nominating Committee will tabulate all nominations submitted by Voting members together with their own list, and forward the composite list to reach the Honorary Secretary at least 3 days before the scheduled date of the AGM.

#### **4.05 Election**

4.05.1 When the number of nominations received equals the number of required Directors, a motion shall be proposed to acclaim the Board as elected.

4.05.2 When the number of nominations received exceeds the number required, an election shall be held during the AGM. The election procedure shall be as follows:

- a) The Honorary Secretary shall have prepared ballots on which the name of each person nominated, either by the Nominating Committee or by a Voting member, shall appear.
- b) Duly prepared ballots shall be distributed to members present who are entitled to vote and shall be marked in secret according to the instructions on the ballot.

- c) The Chair of the Nominating Committee shall appoint two scrutineers from amongst the members present who will count the ballots and report the results to the Chair.
- d) One of the scrutineers will announce the names of the members elected to the Board of Directors for the forthcoming year.
- e) The ballots shall be retained by the Honorary Secretary for a period of 30 days following the AGM and shall then be destroyed.
- f) At the AGM, the outgoing president shall call a "turnover meeting" comprising exclusively the outgoing president and the newly elected Board members, to be held within one week of the AGM. At that meeting he/she will oversee, as the principal order of business, the selection of officers by a secret ballot process, namely: President, Vice-President, Honorary Secretary, and Honorary Treasurer. The remaining elected members, if any, shall be Directors-at-large. The outgoing president shall not vote unless he/she has been elected as part of the new Board. Should there be equal votes for an officer selection, the President gets an additional tie-breaking vote. The outgoing Board shall remain the active Board until this turnover meeting.

#### **4.06 Selection of Masters of Foxhounds**

The newly elected Board shall appoint a Master of Foxhounds or joint Masters of Foxhounds. At the turnover meeting, the newly elected members of the Board shall agree on a process to select the Masters. Any elected Board member who is also a candidate for the position of Master shall not participate in the selection process, giving them the opportunity, should they get selected as a Master, to step down from the Board of Directors, as an individual can only hold one position or the other. The selection of Masters by the Board and the announcement of the result shall be completed within sixty (60) days of the AGM. The previous Masters shall continue to perform all of their functions, until the Master selection process is complete. The Board may, from time to time, rescind appointments or appoint further joint Masters. In making these decisions, only the elected Directors shall have a vote.

#### **4.07 Resignation**

Directors wishing to resign from the Board for any reason shall tender their resignation in writing to the Honorary Secretary for consideration by the Board. A minimum of thirty days' notice shall be given. The resignation will be effective on the date of the Board's acceptance of the resignation.

#### **4.08 Disqualification**

A Director shall be disqualified and her/his office deemed to be vacant if she/he:

- a) dies;
- b) ceases to be an active voting member in good standing;
- c) is declared to be incapable by a court;
- d) becomes bankrupt;
- e) is suspended or expelled; or
- f) is removed from office by the membership in accordance with the Act.

#### **4.09 Vacancies**

4.09.1. The Board shall continue to act notwithstanding vacancies which may occur in its numbers for any reason.

4.09.2. Unless the reason for vacancy is pursuant to section 4.08(e), the Board may appoint eligible members of the Hunt to fill vacancies on an interim basis subject to the appointments being ratified at the next General Meeting or until the next annual process of nomination and election takes place. During such interim periods Directors so appointed shall for all purposes exercise the authority of a duly nominated and elected Director.

4.09.3. If a vacancy occurs as a result of a Director being removed from office pursuant to 4.08 (e), it may be filled by a majority vote of the members at the special meeting at which such Director was removed.

#### **4.10 Honorary Appointments to the Board**

The Board of Directors may make such honorary appointments to the offices of the Hunt as they consider appropriate. Honorary appointments shall entitle the holder to the respect normally due to incumbents of the office but shall not entitle the holder to exercise the authority of the office or to voting privileges other than those to which she/he is entitled by her/his own membership in the Hunt.

### **SECTION 5 - MEETINGS OF THE BOARD OF DIRECTORS**

#### **5.01 Convening of Meetings**

The Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings at their discretion. The President or any three Directors may call a meeting at any time.

#### **5.02 Procedure**

5.02.1. The President, or in her/his absence, the Vice-President, shall preside as Chair at all meetings of the Board. As Chair, the President is responsible for setting the agenda in accordance with the priorities and goals that need to be addressed by the Board at the time.

5.02.2. If both the President and Vice-President are absent, the Directors present shall appoint one of their number to be Chair of the meeting.

#### **5.03 Quorum**

At meetings of the Board, 2/3 of the Directors will be required for a quorum.

#### **5.04 Order of Business**

The order of business at any regular meeting of the Board and, to the extent practical, at special meetings, shall normal be:

- i. Call to order and establish quorum ;
- iii. Adoption of the minutes of the previous meeting;
- iii. Reports from Officers and Chairs of committees as appropriate;
- iv. Unfinished business; and
- v. New business.

#### **5.05 Manner of Voting**

Decisions shall be taken at meetings of the Board according to the majority of votes. In the case of a tie the Chair shall have an additional casting vote. The Chair or any Director may at any time request the application of Robert's Rules of Order.

#### **5.06 Minutes**

Accurate minutes shall be kept by the Honorary Secretary or her/his duly appointed assistant in the manner prescribed for General Meetings and will be distributed to members on a timely basis.

#### **5.07 Meetings of Committees**

5.07.1. The conduct of meetings of all committees established by the Board of Directors shall adhere as closely as practicable to that prescribed for meetings of the Board.

5.07.2. Minutes of the proceedings at committee meetings may be kept at the discretion of the Chair. In all cases however, decisions reached by the Committee should be circulated by email to all members of the Committee by the Chair or his or her nominee, as soon as practical after the meeting. A copy of this email should be sent to the Honorary Secretary of the Hunt, together with any corrections or changes requested by any of the members of the sub-Committee.



## **SECTION 6 – OFFICERS**

### **6.01 Officers**

The officers of the Hunt shall be the President, the Vice-President, the Honorary Secretary, the Honorary Treasurer.

### **6.02 Responsibilities**

Subject to the overriding supervisory power of the Board of Directors, the officers shall be the executive arm of the Hunt, tasked with the day to day management in their several areas of responsibility, between meetings of the Board of Directors. In all cases, they are expected to follow the overall direction decided on by the Board of Directors, and where a situation arises that by its novelty is outside the area of established protocol or previous decisions, and by its urgency requires immediate action, the officers shall attempt to agree amongst themselves and consult with the Board electronically, where practical. In all cases the President shall have the final or deciding decision making power and, in his or her absence, the Vice-President.

Specifically, the officers of the Hunt will have the following duties and powers:

#### **6.02.1. The President** - The President shall be a Director and be responsible for:

- i. presiding over all Meetings of the Board of Directors and over all General Meetings of the Hunt;
- ii. overseeing the overall organization and conduct of business for the Ottawa Valley Hunt;
- iii. representing the Club and its members to other organizations, hunts, and the public;
- iv. ensuring decisions are made in a timely manner and actions are completed by the appropriate individuals;
- v. retaining financial signing authority with the treasurer for all financial transactions for the club;

- vi. working with the Board of Directors to establish objectives and strategies for the Hunt;
- vii. developing relationships with key community businesses or individuals; and
- viii. in an emergency, or in cases of disagreement amongst officers of the Hunt, to make the final decision with regard to executive action on behalf of the Hunt.

#### **6.02.2. The Vice-President**

The Vice-President shall be a Director, and shall assist the President in his or her execution of duties, carrying on such specific activities as the Vice-President and President may allocate from time to time between them. If the President is unable to act, or resigns, or is unable to continue to act, then the Vice-President shall assume the duties and powers of the President until a replacement President can be elected by the Board of Directors.

**6.02.3. The Honorary Secretary** - The Honorary Secretary shall be a Director and be responsible for:

- i. preparing the agenda, with the President and other Board members, for all general meetings and meetings of the Board of Directors;
- ii. keeping accurate minutes of general and special meetings and meetings of the Board of Directors and circulating those in a timely fashion to members of the Board of Directors and making them available in a timely fashion to voting members;
- iii. receiving and dealing with all routine correspondence and acting as a centre point and repository of all communications from and to the Hunt;
- iv. organizing, retaining and preserving the records of the Hunt's business, including the Hunt's corporate minute book, official correspondence and the financial statements on the completion of every year end and approval by the AGM;
- v. with the assistance of the Board of Directors, preparing and or sending out to fixture cards, notices and appropriate communications to members; and

- vi. processing the membership application process and maintaining accurate membership status and contact information.

**6.02.4 The Honorary Treasurer** - The Honorary Treasurer shall be a Director and responsible for:

- i. supervising the Hunt's finances, including the maintaining of accounts and records necessary for audit purposes;
- ii. preparing and filing documents and remittances required by Revenue Canada and other Government agencies;
- iii. administering the Hunt's bank accounts, collecting all fees, and issuing all necessary cheques; and
- iv. preparing financial statements as required by the Board of Directors.

**6.02.5 The Master of Foxhounds** - Although not an Officer nor Member of the Board of Directors, the Master or Joint Masters of Foxhounds are central to the Corporation with special and important responsibilities without which the Hunt would not exist. The Master or Joint Masters of Foxhounds shall be responsible for:

- i. ensuring that the sport of fox hunting operates in compliance with governing provincial and federal regulations and the practices of the Masters of Foxhounds Association of America;
- ii. supervising the Huntsmen and staff in the execution of his or her duties;
- iii. preparing the program of hunting fixtures and ensuring that these are executed. To that end they will have ultimate authority over matters relating to hunting in the field. They may delegate their authority over the management of hunts to such Field Masters or Assistant Field Masters as they may wish, who will have authority over those persons in their field that the Master of Foxhounds would have in the Hunt field. In the Hunt field, the Master of Foxhounds' word is law; he/she must be obeyed;

- iv. developing positive relationships with landowners, neighbours and the local community;
- v. supervising the maintenance of hunt territory in compliance with landowner wishes and for rider safety;
- vi. ensuring that hunting is undertaken without unnecessary risk exposure to riders, horses, hounds and the general public;
- vii. representing the Ottawa Valley Hunt with the Masters of Foxhounds Association of America and the Canadian Foxhound Club;
- viii. reprimanding riders in the Hunt field, issuing warnings of suspension or expulsion, and recommending to the Board the suspension or expulsion of members who persist in disobeying the instructions of the Master of Foxhounds; and
- ix. recognizing and rewarding the members through the awarding of prizes specific to hunting, including the awarding of colours.

#### **6.02.6. Joint Masters of Foxhounds:**

- i. Joint Masters shall decide on the division of duties to their mutual satisfaction and inform the Board of Directors in writing of the agreed division.
- ii. The Joint Masters shall take precedence amongst themselves as they agree. In the absence of an agreement, precedence will be established over the number of consecutive years they have held their appointments. If appointed in the same year, the length of their membership in the Hunt shall decide precedence. The Joint Master agreed by the other Master of Foxhounds, or whose precedence is determined according to this formula, shall be named Senior Master of Foxhounds, and shall have the final or casting vote in the event of a tie in decisions being made by the Joint Masters of Foxhounds.

#### **6.03 Change in Responsibilities**

The Board may, at its discretion, adjust the duties and responsibilities of the Officers of the Hunt provided that each of the duties and responsibilities identified in these by-laws are so assigned. In the event that duties and responsibilities are adjusted other than as designated in these by-laws, those adjustments shall be recorded in the minutes of the first meeting of the Board of Directors following the AGM.

## **SECTION 7 - FEES**

### **7.01 Scale of Fees**

The Board of Directors shall review the scale of all fees annually, and shall recommend any adjustments considered necessary.

### **7.02 Proprietor fee**

Persons wishing to become Voting members of the Hunt and having met the terms and conditions determined by the Board under Article 2.03.1 shall be required to pay the established proprietor's fee at the time of making application. At the discretion of the Board of Directors, the proprietor's fee may be paid over a period of time or in a form acceptable to the Board. In such cases, voting membership shall be deemed to date from the date of full payment of the proprietor fee.

### **7.03 Annual Fees**

Each member of each class of membership must pay such annual fees as are approved in accordance with Section 7.01 of these by-laws. Annual fees are due on April 1<sup>st</sup> of each year or such other date as determined by the Board of Directors and communicated to the members.

## **SECTION 8 - DISPUTE RESOLUTION**

The Board of Directors may, from time to time, by by-law, create, amend or delete specific provisions with regards to dispute resolution, but the following essential characteristics will remain enshrined in the Articles of Continuance, unless amended formally by Articles of Amendment, so as to ensure the resolution of disputes as between the Hunt and its members, or between members of the executive or Board of Directors, in a fashion that is discreet, confidential, quick and inexpensive.

No complaint, grievance, cause of action or dispute by any member or class of members of the Corporation may proceed save by the route of confidential, non-binding mediation, followed by confidential, non-appealable and binding arbitration.

#### **8.01 Mediation**

Mediation shall be by a neutral, experienced and trained mediator. Both sides will bear equally the costs of the mediation. The mediation will take place within one month of the dispute being initiated by written demand sent to the Honorary Secretary. If the parties cannot agree on a mediator, the Board of Directors, at their next meeting, will select a mediator. The mediation will be non-binding.

#### **8.02 Arbitration**

In the event the dispute is not resolved by way of mediation, the parties will proceed to arbitration, before a single arbitrator within two months of the date of the failure of the mediation. If the parties cannot agree on an arbitrator, the mediator will appoint an arbitrator, who will not be the mediator. The arbitrator will conduct the hearing without recording and make a decision, which will bind the parties. The testimony and evidence, as well as the proceedings in front of the arbitrator will be confidential, with only the arbitrator's ruling to be public knowledge. The arbitrator has full power to award the costs of the proceedings payable by either or both of the parties, and in such proportion and in such amounts as the arbitrator deems appropriate.

## **SECTION 9 - BANKING**

**9.01** Bank accounts shall be kept as deemed necessary by the Honorary Treasurer at such bank as the Board of Directors may, at any time, designate.

**9.02** All accounts of the Hunt shall be paid:

- I. by cheque drawn on such bank and signed by the Honorary Treasurer and such other officer or officers of the Hunt as the Board of Directors may from time to time direct; or
- II. by on-line payment by the Honorary Treasurer, and such payment shall be binding upon the Hunt.

**9.03** The President or Vice-President, along with the Honorary Treasurer, shall have full power for and in the name of the Hunt to make arrangements or agreements with the bank or its officials as to advances or loans, including overdrafts, to or for the Hunt and to manage, transact and settle all manner of banking business whatsoever, and to adjust and settle accounts between the Hunt and the bank.

**9.04** The Honorary Treasurer shall be authorized to make deposits, arrange, settle, balance and certify all books and accounts between the Hunt and the bank and to receive all vouchers.

## **SECTION 10 - MISCELLANEOUS**

### **10.01 Appointment of Public Accountant**

The Members shall at each AGM appoint an auditor (or auditors), a public accountant who meets the requirements of Section 180 of the Act for reporting to the Membership, who shall hold office until the next AGM.

### **10.02 Hunt Uniform or Colours**

**10.02.1.** Wearing the hunt uniform or buttons is a privilege accorded to experienced members who have shown themselves to have an understanding of the aims, science and etiquette of hunting and have either conducted themselves in a courteous and sportsmanlike manner in the Hunting field or have distinguished themselves by service to the Hunt in other ways. Members may only wear the uniform after being invited to do so (through awarding of colours) by the Master of Foxhounds or Joint Master whose distinct prerogative it is to issue such invitations.

**10.02.2.** Once accorded the privilege, members are expected to provide themselves with the hunt uniform or buttons within a reasonable time and to wear it on all mounted occasions when hounds are out unless specifically exempted by the Master of Foxhounds. The privilege shall continue as long as their association with the Hunt is continued through any class of membership.

**10.02.3.** The Board of Directors may make such regulations concerning the hunt uniform, the hunt buttons and the official hunt crest as they consider appropriate.

**10.02.4.** Details of the patterns of the hunt uniform, hunt buttons and hunt crest are published separately.

### **10.03 Safety**

The sport of drag hunting is inherently dangerous. The Board of Directors may, from time to time, make such rules or enact such requirements as will further ensure the safety of all participants, such as the obligatory wearing of safety approved helmets. Those requirements may be passed by a simple majority of the Board of Directors and, once communicated electronically by the Secretary of the Hunt to the membership, shall bind the membership to compliance. The Master of Foxhounds and Field Masters shall ensure that the directives, rules and requirements of the Hunt, as promulgated by the Board of Directors, are observed, on pain of suspension or expulsion.



## **SECTION 11 - ARTICLES AND BY-LAWS**

### **11.01 Articles**

The Articles of Continuance of the Hunt are its constitution. Subject to the Act which governs this and all non-profit Corporations in Canada, the Articles can only be amended by Articles of Amendment, promulgated and passed by the Board of Directors and approved by the membership at an annual or special meeting called for that purpose. The Articles of Amendment are effective when accepted by the Ministry responsible for the administration of non-profit Corporations in Canada.

### **11.02 By-Laws**

**11.02.1.** By-laws are effective when passed by the Board of Directors. They must be ratified at the next AGM of members. By-laws which have the effect of eliminating or restricting the rights and privileges of any class of members must be approved by a majority vote of the members of the class affected, who are entitled to notice of a special meeting to consider the changes, and to vote at that meeting.

**11.02.2.** By-laws are effective as of the date they are published or broadcast to the members by the Secretary, by email, following their adoption by the Board of Directors.

**11.02.3.** The Board of Directors may, from time to time, make modifications of the Code of Conduct, or give directions or set rules for the governance of the Hunt's activities, and the regulation of members' behaviour while engaged in Hunt activities. These rules are effective from the date of their publication to the membership by email from the Secretary, following adoption by the Board of Directors.

### **11.03 Effective Date**

Subject to matters requiring a special resolution, these by-laws shall be effective when made by the Board and subsequently ratified by the membership at an AGM.