

CONSTITUTION AND BY-LAWS OF THE CANADIAN CUTTING HORSE ASSOCIATION

(Amended Copy - February 5, 2005)

ARTICLE I

SECTION 1

This Association shall be known as the Canadian Cutting Horse Association and is incorporated under the Companies Act - Revised Statutes of Canada 1952.

SECTION 2

The purpose of the Canadian Cutting Horse Association is to encourage the development and breeding of finer cutting horses through the promotion and establishment of regional affiliated associations throughout Canada, sponsorship of cutting horse contests in conjunction with horse shows, rodeos and livestock exhibitions, setting up standard rules for the judging and conduct of contests, fostering better horsemanship, and maintaining the highest standard of sportsmanship.

SECTION 3

The head office of the Canadian Cutting Horse Association shall be situated in the Province of Alberta.

SECTION 4

There shall be no capital stock. In lieu of stock certificates, membership cards shall be issued to each member and be signed by the duly appointed secretary.

SECTION 5

There shall be an Annual General Meeting of the membership for the purpose of approving the actions of the Board of Directors for the ensuing year, the appointment of auditors to audit the accounts of the

corporation to hold office until the next Annual General Meeting provided that the Directors may fill any vacancy in the office of auditors, and to consider any new business as may properly come before the meeting.

ARTICLE II

OFFICERS AND DUTIES

SECTION 1

The officers of the Association shall be a President, an Executive Vice-President, and a Secretary-Treasurer, all three elected by the Board of Directors from their group at a meeting to be held immediately following the Annual General Meeting. The officers shall hold office for a period of one year or until their successors are elected and qualified.

SECTION 2

Subsection A

The President shall preside at all meetings of the Board of Directors and General Meetings of the Association. He shall appoint Special and Standing Committees and conduct the business of the Association in accordance with its Constitution and the policies approved by the Board of Directors. He shall do all in his power to ensure that the affairs of the Association are conducted in a manner beneficial to the membership and shall do all things deemed to be for the good of the Association. He shall be an ex-officio member of all committees appointed by the President or Board of Directors.

Subsection B

To ensure that the President of the Association shall always be in a position to immediately and effectively carry on the business of the Association and that he may have ready access to all files and information available at head office, the President shall be elected from amongst those Directors of the Canadian Cutting Horse Association domiciled within a reasonable distance to Head Office

SECTION 3

The Executive Vice-President shall perform the duties of the President when the President is absent and in his absence he shall preside at any meetings of the membership and/or of the Board of Directors.

SECTION 4

The duties of the Secretary-Treasurer shall be to keep the minutes of all meetings, keep and safeguard the records and funds of the Association and to act as secretary of all meetings of the membership and the Board of Directors. The Secretary-Treasurer will ensure that proper accounting procedures are followed to obtain financial statements. He shall be required to make a report of the activities of the Association and of receipts and disbursements of funds for the past year at each Annual Meeting.

The Secretary-Treasurer shall be responsible for providing a surety bond for any person employed to perform any duties of the Secretary-Treasurer, premium for which bond will be paid out of Association funds.

The Secretary-Treasurer shall also issue all notices on calls to the Directors and members, keep the membership roll, issue membership cards, invoice members for dues within 15 days from due date, conduct, supervise, count and record the balloting of all elections and perform such other and further duties as usually pertain to this office, including those especially assigned to him from time to time by the Board of Directors or the President.

SECTION 5

There shall be a Board of Directors consisting of twenty (20) Directors plus all living Past-Presidents of the Association, the latter to be Directors at Large of the Association, with voting privileges. All twenty (20) Directors shall be named and elected to the Board by the Regional Affiliate Associations; the entitlement of each Affiliate Association is to be determined in accordance with the following formula:

At August 31st each year, whatever percentage relationship the membership of each Affiliate bears to the total membership of the

Canadian Cutting Horse Association, that Affiliate shall be entitled to the same percentage of representation on the Board of the Canadian Cutting Horse Association. (computed to the nearest whole number). Where necessary, annual adjustments shall be made on the basis of membership totals at August 31st.

To initiate this plan in 1974, ten (10) Directors were elected to serve a one-year term and ten (10) to serve a two-year term. Thereafter, elections will be on a rotating basis with ten (10) Directors being elected each year to serve a two-year term, except for replacements or retirements, etc. A replacement shall be named by the Affiliate concerned and shall serve only for the remainder of his predecessor's term.

Each year at least thirty (30) days prior to the Annual General Meeting of the Canadian Cutting Horse Association each Affiliate shall call a meeting of its membership to elect to the Board of the Canadian Cutting Horse Association the number of Directors to which it is entitled and shall then immediately forward the names of those elected to the secretary of the Canadian Cutting Horse Association.

The Board of Directors is empowered to transact all business pertaining to the welfare of the Association. The President shall instruct the Secretary-Treasurer to call such meetings as are necessary.

A quorum shall be five (5) Directors.

SECTION 6

There shall be an Executive Committee consisting of the President and three other Directors to be elected by the Directors from their group at the first meeting to be held immediately following the Annual General Meeting. This committee shall hold office for a period of one year or until their successors are elected and qualified.

SECTION 7

There shall be a Board of Governors consisting of Past-Presidents, and others appointed by the Board of Directors from those who have made

an outstanding contribution to cutting in Canada and have a continuing interest in the welfare of the Canadian Cutting Horse Association. Their duties and authority shall be as assigned by the President or Board of Directors from time to time, either to individuals or to the group. The Board of Governors will deal with special assignments and make recommendations to the Board of Directors and/or the President on matters concerning the good of the Association. All members of the Board of Governors must be members in good standing.

SECTION 8

The Board of Directors may, at their discretion, appoint the following honorary officers:

- (a) Honorary President
- (b) Honorary Vice-President
- (c) Not more than ten Honorary Directors

These appointments shall be made from interested parties who, for various reasons, are in a position to influence and assist in the furtherance of the objectives of the Association.

SECTION 9

The Board of Directors shall be empowered to remunerate such persons upon such terms as they, in their discretion, shall decide. However, under no circumstances will a Director receive any remuneration for performing his duties as a Director.

SECTION 10

Subsection A

Any officer or Director may resign from his office by tendering his written resignation to the Secretary-Treasurer.

Subsection B

Any officer or Director may be removed from the office he holds for conduct detrimental to the best interests of the Association by unanimous decision of the balance of the Board of Directors.

ARTICLE III **MEMBERS**

SECTION 1

The Annual General Meeting of the membership of this Association shall be held at a time and place designated by the Board of Directors.

SECTION 2

Each member in good standing in attendance shall be entitled to one vote. There shall be no proxy votes. A majority of those in attendance will decide all motions. A quorum at a General Meeting shall be 15 members.

ARTICLE IV **DIRECTORS**

SECTION 1

Other than the Directors at Large, all members of the Board of Directors shall be elected by the membership of the regional Affiliate Associations and those so elected shall serve for a period of two years and may be re-elected for further terms.

SECTION 2

All members of the Board of Directors must be members in good standing and shall have thirty days in which to qualify after being elected. It shall be the duty of the Board of Directors of the regional Affiliate Associations concerned to appoint Directors to fill any vacancies on the Board. Directors shall do those things and those things only that are in the best interest of the Canadian Cutting Horse Association, and thereby its total membership.

SECTION 3

The Annual Meeting of the Board of Directors of the Association shall be held immediately prior to the Annual General Meeting of the Association.

SECTION 4

The order of business at all meetings shall be:

- (1) Meeting called to order;
- (2) Roll Call;
- (3) Reading and disposal of Minutes;
- (4) Report of Officers and Committees;
- (5) Elections (if any);
- (6) Unfinished business;
- (7) New business;
- (8) Adjournment;

ARTICLE V **MEMBERSHIPS, DUES, ETC.**

There shall be three categories of membership.

SECTION 1

SUSTAINING MEMBER: A sustaining member is one who, because of his sincere interest in the sport of cutting and the Canadian Cutting Horse Association, wishes to make a financial contribution to the promotion of the sport and the operation of the Association. Sustaining membership is open to any individual, firm or organization subject to approval by the Membership Committee and the President. Each Sustaining Member shall be entitled to one vote. The Board of Directors shall set the membership fee from time to time.

SECTION 2

ACTIVE MEMBER: To become an Active Member in good standing in the Canadian Cutting Horse Association, a person pays an annual due as determined by the Board of Directors.

SECTION 3

AFFILIATE MEMBER:

Subsection A

Any organization whose purpose is to promote and sponsor cutting horse contests in Canada may become an Affiliate Member subject to approval

by the Board of Directors. The Board of Directors shall set the Affiliate Membership fee from time to time.

Subsection B

A regional Association shall, for the purpose of being accepted as an Affiliate Member, cause to elect at a meeting of its General Membership of such regional Association, a Board of Directors whose duty will be to elect a President, Vice-President and Secretary-Treasurer of the regional Association. The Secretary shall then prepare a draft of a Constitution of their Association, to be presented for approval to the Canadian Cutting Horse Association Board of Directors. After receiving approval, this Constitution shall then be approved by the regional Association at a General Meeting of the membership called for that purpose. All regional Affiliate Associations shall function within the rules and regulations of the Canadian Cutting Horse Association.

Subsection C

The President of each regional Affiliate Association shall cause this Affiliate Association to be incorporated under the appropriate provincial laws.

SECTION 4

All membership fees shall be paid to the Secretary-Treasurer. Members failing to pay their annual dues by February 1st of each year shall be considered delinquent and will forfeit all the rights and privileges of membership.

SECTION 5

Resignation and suspension of members

- (a) A member may resign from the Canadian Cutting Horse Association by tendering his written resignation to the Secretary-Treasurer of the Association together with his current membership card.
- (b) A member may be suspended from the Canadian Cutting Horse Association for conduct detrimental to the best interests of the Association by a majority decision of the Board of Directors.

ARTICLE VI

SECTION 1

Any by-laws may be repealed, modified, or amended and by-laws be adopted at any regular meeting of the members of the Association or at any special meeting of the members of the Association if due notice has been given that this will be part of the order of business. Provided that the repeal or amendment of by-laws not embodied in the letters patent chartering the Association shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

SECTION 2

Any general rule or established procedure may be changed at any regular meeting of the members of the Association or at any special meeting of the members of the Association. A Notice of Motion must be submitted to Head Office ninety days preceding the Annual General Meeting. Due notice must be given to the membership that this will be part of the order of business at the Annual General Meeting.

ARTICLE VII SEAL

SECTION 1

The Secretary-Treasurer shall keep the Seal of the Association. The President and the Secretary-Treasurer of the Association and such other person or persons as may be authorized by the Board of Directors shall each have authority to affix the Seal of the Association to any legal document.

The President and Secretary-Treasurer may certify legal documents on behalf of the Association or the Board of Directors may specifically authorize one of them and such other person for that purpose.