

Canadian Thoroughbred Horse Society



By-Laws

CANADIAN THOROUGHBRED HORSE SOCIETY BY-LAWS

ARTICLE I NAME

The name of the Society shall be:

Canadian Thoroughbred Horse Society or "CTHS"

Societe Canadienne du Cheval Thoroughbred or "CTHS"

The CTHS may set out its name in any language and may be legally designated by that name.

ARTICLE II INTERPRETATION

Section 1 - Definitions

As used in these By-laws, unless the context otherwise requires the following expressions shall have the meanings set out below:

- (a) **"Authorized Agent"** means a person who is designated in writing, to be authorized to act on behalf of a Member;
- (b) **"National Board"** shall mean the National Board of Directors;
- (c) **"National Officers", "National President and Vice-Presidents" and "National General Manager"** shall have the meaning ascribed to them in Article IX of these By-laws;
- (d) **"CTHS"** shall mean the national organization of the Canadian Thoroughbred Horse Society.
- (e) **"Regional Directors" and "Regional Board"** shall mean a Regional Board of Directors;
- (f) **"Regional Division" and "Division"** shall mean the membership of the CTHS from a Province of Canada and shall include each Regional Division set out in Section 1 of Article IV herein.
- (g) **"Regional Officers", "Regional President and Vice-Presidents" and "General Manager"** shall have the meaning ascribed to them in Article X of these By-laws;
- (h) **"Thoroughbred"** shall mean a thoroughbred horse registered in a stud book approved by the National Board.

Section 2 - Grammar

In construing these By-laws all changes in grammar, gender and number shall be given as may be required to give effect to the provisions herein contained.

ARTICLE III **OBJECTS & PURPOSES**

The CTHS shall have the following objects and purposes:

- (a) to provide a system of registration of Thoroughbred horses and the keeping of their pedigree in accordance with the Animal Pedigree Act.
- (b) to determine the requirements for registration of horses as Thoroughbreds;
- (c) to assist and afford means for the promotion of the interests of those engaged in the breeding of Thoroughbred horses; to diffuse information among its Members and other interested parties;
- (d) to promote, encourage, develop and assist in Thoroughbred horse exhibitions, agriculture exhibitions and fairs and Thoroughbred horse racing; to offer, grant and contribute funds for developing and promoting breed improvement programs for Thoroughbred horses; and to provide services to the breeders of Thoroughbred horses;
- (e) to sponsor, assist and conduct sales of Thoroughbreds;
- (f) to maintain an efficient supervision of breeders of Thoroughbreds; to prevent, detect and punish fraud and other unbusiness-like conduct on the part of Thoroughbred horse breeders and, without limiting the generality of the foregoing, to take all possible action to ensure the accuracy of the registration of Thoroughbreds;
- (g) to compile statistics applicable to the industry and furnish information in regard thereto to interested parties;
- (h) to practice, encourage and promote responsible equine ownership through the proper health, care and welfare of Thoroughbreds that meet federal and provincial legislation regarding proper care and treatment of animals.

ARTICLE IV
GENERAL MATTERS

Section 1 - Organization

There shall be the following Regional Divisions:

- | | |
|----------------------|------------------|
| (a) Alberta | (d) Ontario |
| (b) British Columbia | (e) Saskatchewan |
| (c) Manitoba | |

Members of the CTHS residing within a Regional Division shall be registered to that Regional Division. Other members are hereinafter referred to as Non-Division Members.

Each Regional Division shall use the name of the Canadian Thoroughbred Horse Society followed by the Regional Division name; for example, Canadian Thoroughbred Horse Society-Alberta Division.

The National Board can rescind the designation of a Regional Division if the division does not complete yearly audited financial statements, if it does not hold annual general meetings within six months of the financial year end, or if it becomes insolvent.

Section 2 - By-laws

These By-laws shall govern the affairs of the CTHS. All National Officers, the National Board of Directors, Regional Officers, Regional Directors and Members shall be subject to these By-laws.

Section 3 - Amendments

Notice of a proposed amendment may be given in writing to the National General Manager of the CTHS provided that the notice is signed by five (5) annual members in good standing, or by a majority of the National Board of Directors at a National Directors' meeting. Any such proposed amendments, received by May 1 of the calendar year, shall be sent by ordinary mail to each annual member prior to August 1 together with:

- (a) an explanation or reason proposing the change,
- (b) a ballot permitting a vote "in favour" of or "opposed" to the proposed amendment; and
- (c) a return envelope addressed to the National General Manager which shall have a space in the upper left-hand corner for the signature and have typed or printed beneath such a space the name of the Member and shall have the word "Ballot" appearing on its face.

In order to be counted, a ballot must be received by the National General Manager by September 15 of the calendar year. A simple majority of the returned ballots shall be required to pass amendments provided that all amendments are subject to approval by the Minister of Agriculture for Canada.

Section 4 - Obligation of the CTHS

All promissory notes, bills of exchange and other negotiable instruments necessary for carrying out the business and affairs of the CTHS shall be made in the name of the CTHS. Neither officer of the CTHS nor any officer of any Regional Division of the CTHS, either singularly or with others, shall have the power to make any promissory note, bill of exchange, contract, cheque or other negotiable instrument, or otherwise bind the CTHS, except as provided hereinafter.

Section 5 - Use of the CTHS Name

No Member of the CTHS shall use the name and prestige of the CTHS for his or her personal benefit, commercial or otherwise, without the express permission of the National Board. A publication may only use the name of the CTHS if it is reviewed and approved by the National Board.

Section 6 - Compensation of Officers

No Director or Officer of the CTHS, or any Regional Division thereof, shall receive anything of value, whether in the form of money, monies-worth or otherwise, for serving in his official capacity as Director or Officer of the CTHS or any Regional Division thereof, except as follows:

- (a) the National General Manager shall receive such compensation as may be authorized by the National Board;
- (b) a General Manager shall receive such compensation as may be authorized by the Regional Directors; and
- (c) a Director, Officer, or employee of the CTHS or any Regional Division thereof may be reimbursed for subsistence and travel expenses while traveling on official business of the CTHS or any Regional Division thereof, as determined by the National Board or the Regional Directors as may be appropriate.
- (d) In the event mileage compensation is agreed to be appropriate, as determined by the National Board, compensation shall be calculated based on the Canadian Revenue Agency's (CRA) recommended mileage allowances for the year in question.
- (e) If established by a Regional Board, a per diem payment may be made to Directors for participation in Board or committee meetings.

The foregoing shall not affect:

- (i) the right of the National Board and Regional Boards to hire office staff and any other personnel necessary to carry on their business affairs;
- (ii) the right of officers and directors to be indemnified, from any costs, damages, claims and expenses they may incur during the proper performances of their duties.

Section 7 - Conflict of Interest

A director or a member of a committee who has an interest, or who may be perceived to have an interest, in a proposed contract or transaction with the CTHS shall disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction: shall otherwise comply with the requirements of the Animal Pedigree Act, regarding conflict of interest.

Section 8 - Financial Responsibility

For expenditures above and beyond normal operations of national or regional division offices, the respective President may authorize any expenditure not exceeding One Thousand Dollars (\$1000.00), and the finance committee may authorize any expenditure not exceeding Two Thousand Dollars (\$2000.00). Expenditures above Two Thousand Dollars (\$2000.00) require majority approval of the full respective board.

Two (2) signatories, authorized by the respective boards, are required on all cheques and other financial transactions.

ARTICLE V **MEMBERSHIP**

Section 1 - Classifications of Membership

- (a) Annual Members - are persons, partnerships or corporations who:
 - (i) Own a Thoroughbred mare or stallion, for the purpose of breeding in Canada; said mare or stallion has appeared on a Report of Mares Bred (RMB), as determined by the CTHS, within the last two years. The effect of this rule is subject to appeal for relief pursuant to Article IX, Section 5.
 - (ii) have paid the prescribed membership fees.
- (b) Associate Annual Members - are those persons, partnerships or corporations who:
 - (i) are not annual members;
 - (ii) have paid the prescribed membership fees.
- (c) Family Members – are those persons who:
 - (i) are the dependent children of an Annual Member not older than 24 years, or a spouse of an Annual Member, who resides with the Annual Member;

- (ii) have paid the prescribed membership fees.

Section 2 - Application for Membership

Applications for membership shall be in writing on a form approved by the National Board.

Section 3 - Voting Rights

Annual Members in good standing for at least 45 days shall have the right to vote; provided that Annual Members not resident in Canada shall have the right to vote in all matters except with respect to the election of Directors. Associate Annual Members and Family Members do not have voting rights.

Section 4 - Members that are Partnership or Corporate Members

Partnerships or corporations shall specify on their membership application form the name of the person authorized to vote, act or sign for the partnership or corporation. The person so authorized may be changed from time to time upon written notice being given to the National General Manager.

Section 5 - Refusal of Application

The National Board may reject any application for membership if the applicant has defaulted in payment of any fees or financial obligations due to the CTHS or is considered to have contravened the By-laws or the Animal Pedigree Act.

Section 6 - Non-Payment of Fees

A Member who has not paid fees, or who is in default with respect to financial obligations owed to the CTHS, is not in good standing and is not entitled to the privileges of membership. On March 31st in each year, Members who are not in good standing may be removed from the membership roll by the National General Manager. Members so removed may subsequently re-apply for membership. A late payment charge may be assessed.

Section 7 - Financial Liability

The financial liability of a Member to the creditors of the CTHS shall be limited to the amount due from him in respect of his membership and registration fees and any other contractual agreements entered into with the CTHS.

Section 8 - Membership Year

The membership year of the CTHS shall correspond with the calendar year.

Section 9 - Membership Cards

Annual Members, Associate Annual Members and Family Members, on payment of the prescribed annual membership fee, shall be furnished with a membership card which denotes the classification of membership, includes a unique membership number and acts as receipt of payment.

ARTICLE VI
SUSPENSION, EXPULSION, OFFENSES AND PENALTIES

Section 1 - Suspended or Expelled Members

A Member may be suspended from membership privileges, or expelled from membership in accordance with the procedure set out in these By-laws.

Section 2 - Grounds for Suspension or Expulsion

Any Member whose breeding records are insufficiently or improperly maintained or whose conduct is considered to be prejudicial to the interests of the CTHS, or who fails to observe these By-laws in any respect may be suspended or expelled from the CTHS.

Section 3 - Procedure

A complaint regarding the conduct of a Member shall be directed in writing to the National Board or a Regional Board. If the Board to whom the complaint is directed determines by majority vote that there is a reason to believe that the complaint is proper, a disciplinary hearing shall be held before the Member's Regional Board, or a sub-committee thereof appointed for the purpose of conducting such a hearing. A notice specifying the nature of the complaint and the time and place at which the disciplinary hearing will be given to the member and the complainant. Such notice shall be given by mailing same to each address as it appears on the membership roll at least 30 days prior to the hearing. The Board or sub-committee conducting the hearing shall consider such evidence as it considers relevant. If it is determined that the complaint is proper it shall submit a report detailing its findings and recommendations to the National Board. The National Board, after considering the report and recommendations may expel the Member or suspend membership for such period as it considers appropriate.

Section 4 - Claims against the CTHS

Any Member suspended or expelled shall have no claim against the CTHS or any interest in the property of the CTHS.

Section 5 - Incorrect Applications

If a Thoroughbred is registered by the CTHS and it is subsequently discovered that the particulars provided on the application for registration are incorrect, the registration may be cancelled or re-recorded by the National Board or the Registration Committee. The CTHS shall not be responsible for any loss or damage that may be sustained through cancellation or re-recording of any pedigree and registration. The owner shall pay the expenses and fees incurred by the CTHS, such expenses and fees to be determined by the National Board or the Registration Committee. This shall not affect the right of any person to claim compensation from the original applicant for registration or any other person.

ARTICLE VII
HEAD OFFICE

The head office of the CTHS shall be located in the Municipality of Metropolitan Toronto, in the Province of Ontario.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the CTHS shall end the 31st day of December in each year.

ARTICLE IX
NATIONAL BOARD OF DIRECTORS

Section 1 - Composition

The National Board shall consist of eleven Regional Directors who have been duly elected for such purpose by their respective Regional Boards. Elections for National Directors shall be held every three (3) years. The number of National Directors which each Regional Board is entitled to elect to the National Board shall be determined according to the following formula:

- (a) the total number of Members, as determined from previous year end totals, shall be divided by eleven (11);
- (b) the resulting quotient shall be divided into the number of Members in each Regional Division;
- (c) the result shall be called the "entitlement quotient" which, when rounded down to the nearest whole number, shall determine the number of Regional Directors which each Regional Board is entitled to appoint to the National Board;

Provided that each Regional Division shall appoint a minimum of one (1) National Director but not more than four (4) National Directors.

- (d) If the formula, as calculated above, results in less than eleven (11) seats, the remaining position(s) will be allotted based on the largest numerical remainder of each Regional Division's entitlement quotient.

Section 2 - President and Vice-Presidents

- (a) At its first meeting after each election, the National Board shall elect a National President and two (2) National Vice-Presidents from among its members. No person may serve more than two (2) consecutive terms as National President;
- (b) The powers of the National President shall include:
 - (i) to preside as chairperson at all meetings of the National Board;
 - (ii) to call meetings of the National Board;
 - (iii) to appoint National Directors to committees, including a constitution committee, membership committee, communications committee, finance committee and registration committee, for the purpose of advising the National Board on specific matters;

- (c) One of the National Vice-Presidents shall act in the place of the National President when the National President is unable or unavailable to fulfil his duties.

Section 3 - Duties of National Board

The National Board shall administer the affairs of the CTHS and shall discharge all duties specifically described in these By-laws. The National Board shall direct the policy of the CTHS towards the attainment of the objects herein prescribed. The National Board shall be empowered to enact regulations in furtherance of these By-laws and to amend, rescind or vary such regulations as may be necessary.

Section 4 - National General Manager

The National Board shall appoint a National General Manager. The duties of the National General Manager shall include:

- (i) to attend all meetings of the National Board and all general meetings of the CTHS and to keep minutes of the proceedings thereof;
- (ii) to maintain bank accounts for the CTHS and to deposit all monies received by him/her in a chartered bank to the credit of the CTHS;
- (iii) to maintain a safety deposit vault for the CTHS and to deposit for safekeeping all securities owned by the CTHS therein;
- (iv) to maintain proper books of accounts containing entries of all such matters or things that are usually entered in books of account;
- (v) to furnish statements from time to time detailing the financial affairs of the CTHS or such other matters as may be directed by the National Board;
- (vi) to be the custodian of these By-laws, to record any amendments thereto and to solicit the approval of the Ministry of Agriculture to any such amendments, to hold the By-laws available for examination by any member during regular office hours;
- (vii) to administer the head office of the CTHS and to supervise the staff employed by the CTHS;
- (viii) to do such other things as may be delegated to her by these By-laws or the National Board.

Section 5 – Registration Committee

The National President shall appoint a Registration Committee which shall consist of the National President, the National General Manager and such number of other National Directors as is deemed appropriate. The Registration Committee shall deal with all issues and disputes with respect to registrations, pedigrees, changes of ownerships and the enforcement of these By-laws with respect to same. Decisions made by the Registration Committee unanimously shall be final. A decision made by the Registration Committee which is not unanimous shall be subject to confirmation by the National Board.

Section 6 - Representatives to the Industry Council of Equine Canada, or its equivalent successor

A member of the National Board shall be appointed at each annual general meeting to represent the CTHS at the Industry Council of Equine Canada and if the representative so appointed is unable to fulfill his duty as representative, the National Board shall appoint a new representative.

If the CTHS is entitled to more than one (1) representative, to the Industry Council, the National Board shall appoint the representative to fill the position.

ARTICLE X **REGIONAL BOARD OF DIRECTORS**

Section 1 - Composition

- (a) A Board of Directors shall be elected by the members of each Regional Division;
- (b) Regional Directors must be Annual Members in good standing at the time of the election and in the year previous, resident in the Regional Division and with membership fees paid up as of January 31, commencing with membership renewals in 2005;
- (c) Regional Directors shall serve for a term of three (3) or until their successors have been duly elected;
- (d) There shall be eleven Directors for each Regional Division, provided that, in the event that the number of members in a Regional Division is not sufficient to warrant the election of eleven directors, the National Board may direct that a reduced number of Directors be elected by a particular Regional Division;
- (e) If a Director resigns or is unable to complete his term of office, or a vacancy exists, the Regional Board: may appoint a person to act as a Director until the next election. The appointment must be approved by a two-thirds vote of the board.
- (f) A member is not eligible to be a director if the member is already a director of another organization involved in the breeding or racing of Thoroughbred horses, provided that:
 - (i) this restriction shall not apply to any member who serves and represents CTHS on the Board of Directors of another such organization;
 - (ii) if, on application by an individual member, the National Board approves that member to stand for election as a director notwithstanding his/her association with another organization involved in the breeding or racing of Thoroughbred horses, that member shall be eligible to be a director.

Any member of the Regional Directors who is absent from three (3) consecutive directors' meetings without extenuating circumstances shall be removed from the Regional Board of Directors. Extenuating circumstances being defined, in the opinion of the remaining directors of the Regional Board as events, whether legal, compassionate or other, that would affect a Directors' continued presence at a Directors' meetings.

Section 2 - Duties of the Regional Board

Each Regional Board shall:

- (a) supervise all affairs of the CTHS within its particular Regional Division, save and except those matters of national concern;
- (b) maintain a bank account at a bank or trust company insured by an agency of the Canadian Government;
- (c) ensure that an audit by a qualified auditor, or review engagement by a public accountant, as the case may be, is made of the affairs of the Regional Division at the CTHS's fiscal year end and that a copy of such audit, or review engagement as the case may be, is made available to all Regional Members in good standing 30 days before the Annual General Meeting of the Regional Division, and to the National Office by May 1;
- (d) maintain a close liaison between the membership of the Regional Division and the CTHS and keep the membership fully informed concerning all CTHS business, deliberations of the National Board and all other matters of interest to Members;
- (e) publish or cause to be published a horse magazine, regional newsletter, or other appropriate means of communication to provide information to members;
- (f) retain the services of a General Manager and any other employees who may be necessary to operate the business of the Regional Division.

Section 3 - Regional President and Vice President

At the first meeting of each new Regional Board, one of the Regional Directors shall be elected as Regional President and one shall be elected as Regional Vice-President to hold office until the next election.

The duties of the Regional President shall include:

- (i) preside as chairperson of all meetings of the Regional Division and of the Regional Board;
- (ii) supervise the affairs of the business office of the Regional Division;
- (iii) to appoint committees of the Regional Board, including a finance committee, to deal with specific matters for and on behalf of the Regional Board;
- (iv) to call meetings of the Regional Board and Regional Division.

The duties of the Regional Vice President shall be to fulfill the duties of the Regional President in the event of the absence, resignation, death, disability or disqualification of the Regional President.

Section 4 - Finance Committee

The Finance Committee shall supervise the financial affairs of the Regional Division, the issuance of cheques, collection of accounts and supervise the records of the Regional Division as kept by the General Manager.

Section 5 - Elections for the National Board

Each Regional Board shall elect a number of Regional Directors to be National Directors. The number to be elected shall be in accordance with the provisions of Article IX, Section 1. The Regional President shall be one of the Regional Directors elected to the National Board. In the event that a Regional Director elected to the National Board is unable to complete his term of office, the Regional Board shall elect a replacement director to complete the term.

In the event that a National Director is unable to attend a national meeting, an alternate Director may be appointed, with two-thirds vote of the Regional Board, to attend the National meeting in that Directors absence. The alternate Director will have the full rights and responsibilities as if they were an elected National Director.

Section 6 - Regional Division Debts and Liabilities

Each Regional Division shall be solely responsible for its own debts and liabilities and shall not bind the CTHS in respect of any such debts or liabilities. The CTHS may allow for prior written authorization to assist a regional division in managing its debts and liabilities.

Section 7 - General Manager

The duties of the General Manager shall include:

- (i) to attend all meetings of the Regional Division and the Regional Board to keep minutes thereof;
- (ii) to conduct correspondence with the National Office and in particular to forward expeditiously copies of the minutes of the meetings of the Regional Division and Regional Directors, reporting on sales statistics with respect to sales conducted in the Regional Division, to arrange annual audits by a qualified auditor, or review engagement by a public accountant as the case may be, of the Regional Division and to deal with any other matters with respect to the relationship between the National Office and the Regional Division;
- (iii) to keep records, including records of sales, books and accounts, necessary to record the financial transactions of the Regional Division and records of the meetings conducted by the Regional Board and the Regional Division;
- (iv) to collect and deposit all monies in the name of the Regional Division in a bank or trust company to the credit of the Regional Division and to draw cheques for the payment of all proper accounts incurred by the Regional Division;
- (v) to render assistance and service to the Members of the Regional Division;
- (vi) to administer the business office of the Regional Division;
- (vii) to perform such other duties as may be directed by the Regional Board.

ARTICLE XI **MEETINGS**

Section 1 - Annual General Meeting of the CTHS

An Annual General Meeting of the CTHS shall be held within six (6) months of the end of each fiscal year at such place as may be decided upon by the National Board. At least thirty (30) days notice shall be given to the Members of the place and time of the Annual General Meeting. The order of business at the Annual General Meeting shall be:

- (a) call to order and counting of Members present;
- (b) minutes of previous Annual or Special Meeting;
- (c) introduction of officers and directors;
- (d) reports of National President and Regional Presidents;
- (e) administrative reports;
- (f) auditors' report;
- (g) new business;
- (h) adjournment.

The National President may direct that further matters be dealt with at the Annual General Meeting and may vary the order in which the business of the meeting is conducted.

Section 2 - Special Meetings of the CTHS

Special Meetings of the CTHS may be called by the National President with the approval of the National Board. At least thirty (30) days notice of the place and time of a Special Meeting shall be given to the Members.

Section 3 - Quorum at Meetings of the CTHS

Twenty-five (25) Members present at the Annual General Meeting or a Special Meeting of the CTHS shall constitute a quorum.

Section 4 - Meetings of National Board

The National Board shall meet at least once annually at a time and place to be determined by the National President. Special Meetings of the National Board may be called by the National President. Thirty (30) days notice of the place and time of the meeting of the National Directors shall be given. Special Meetings of the National Board may be held by the use of telephone conference calls provided that the election of officers may not be effected at a meeting conducted by telephone conference call. A majority of the National Directors shall constitute a quorum for meetings of the National Board.

Section 5 - Meetings - Regional Division

There shall be a least one (1) Annual General Meeting of the Members of each Regional Division each year within six months of the preceding year end.

The order of business at the Annual General Meeting of each Regional Division shall be:

- (a) call to order and counting of members present;
- (b) Minutes of previous Annual or Special Meeting;
- (c) introduction of officers and directors;
- (d) report of Regional President;
- (e) administrative reports;
- (f) auditor's report;
- (g) new business
- (h) adjournment;

The Regional President may direct that further matters be dealt with at the Annual General Meeting of the Regional Division and may vary the order in which the business of the meeting is conducted.

Special Meetings of the Regional Division may be called by the Regional President upon approval by the Regional Board. A Special Meeting of a Regional Division shall be required to be held within sixty (60) days after a notice requisitioning such a meeting is received in writing by a Regional Board signed by twenty-five (25) Members or twenty-five (25) per cent of the Members of the Regional Division, whichever is lesser, together with notice of the business proposed to be transacted at the Special Meeting.

At least thirty (30) days notice shall be given of the place and time of any meeting of the Members of a Regional Division.

Section 6 - Meetings - Regional Boards

There shall be at least two meetings of each Regional Board per year. A Regional President may convene additional meetings of a Regional Board if required. A meeting shall be held if requested in writing signed by at least three (3) Regional Directors who specify the business to be transacted at the meeting. A Regional Board meeting may be conducted by telephone conference call. At least fifteen (15) days notice of a meeting of the Regional Board shall be given.

Section 7 - Quorum at Meetings of Regional Division

Twenty-five (25) Members present at a meeting of the Members of a Regional Division, or twenty-five (25) per cent of the membership of the Regional Division, whichever is less, shall constitute a quorum for the meeting of the Members of a Regional Division.

A majority of the Regional Directors shall constitute a quorum for the meeting of a Regional Board.

Section 8 - Notice

Notice of all meetings, including the AGM, shall be given to the Member at the last known mailing or email address according to the records of the CTHS or the Regional Division. Notice shall be given by ordinary mail and/or email and shall be effective on the day of mailing. Notices of Directors' Meetings may be given by letter, facsimile transmission or email and shall be effective on the date of mailing or transmission.

Section 9 - New Business at Meetings

- (a) new business proposed to be discussed at meetings of the CTHS, or any Regional Division thereof, shall be delivered in writing to the National General Manager or General Manager as the case may be. Proposed new business, endorsed in writing by at least three (3) members entitled to vote at the meeting and received prior to the mailing of the notice of the meeting, shall be included in the agenda and may be subject of a vote at the meeting.
- (b) any Regional or National Director may propose new business to be discussed at meetings of the National Board or Regional Board respectively.

Section 10 - Robert's Rules of Order

Except as specifically provided herein, Robert's Rules of Order shall apply to the conduct of meetings.

ARTICLE XII **ELECTIONS**

Section 1 - Date

Elections shall be held every third year. Directors shall be elected on the first Wednesday in December, in 1996 and every third year thereafter, to replace Directors whose terms of office will expire on December 31 in that year. The new Directors so elected shall take office on January 1st of the following year.

Section 2 - Nominations

Nominations for Regional Directors must be supported by the written endorsement of three (3) Annual Members in good standing in the same Regional Division. All nominations must be received by the National General Manager at least 45 days prior to the election date.

A nominating committee may be appointed by each Regional Board to nominate candidates to be directors. Further;

- (a) No more than one member of the current sitting Regional Board of Directors shall be on the nominating committee.
- (b) The nominating committee must have no less than 3 members.
- (c) The nominating committee should be provided with a list of all eligible members, a copy of the by-laws, description of the duties of office and eligibility requirements.
- (d) Members of the nominating committee are permitted to be nominee's themselves.
- (e) The nominating committee must contact any potential nominees, provide them with the duties of the office and obtain their acceptance of the nomination.
- (f) The National General Manager must receive the list of nominees from the nominating committee sixty (60) days prior to the election date.

Section 3 - Procedure for Voting

At least thirty (30) days prior to the election date, the National General Manager shall mail a ballot to each Annual Member at the last known address according to the records of the CTHS. The ballot shall list the names in alphabetical order of all candidates who are properly nominated for election as a director in the particular Regional Division. If supplied by the nominated candidate, the National General Manager shall include a biographical statement of the candidate. The biographical statement is subject to approval by the Regional Board, or a committee thereof.

The form of the ballot shall be approved by the National Board and shall be consistent in all Regional Divisions. The ballot shall clearly indicate the number of directors for whom a Member may vote and provide a space for the Member to indicate his or her vote with respect to the nominated candidates.

Section 4 - Counting Votes

Only ballots returned to the National General Manager at the National Office by the close of business on the day prior to the election day will be counted. The National General Manager shall retain all ballots for safekeeping until the election day. The National General Manager shall further prepare a list showing the names of members from whom ballots were received, including spoiled ballots and ballots received late and not counted.

On the election day, the National General Manager shall open the ballots in the presence of an independent auditor named for that purpose by the National Board. The votes shall be counted in the presence of the independent auditor. The National General Manager and independent auditor shall ensure that only votes properly cast by members eligible to vote are counted. A record shall be kept of the votes. The nominated candidates receiving the greatest number of votes shall be elected until the required number of directors is reached. In case of a tie, the directors already elected shall vote to determine which candidate shall be elected.

All ballots and lists of voters shall be retained by the National General Manager for at least sixty (60) days after each election. All candidates shall be notified of the results of the election forthwith after the counting of ballots is completed.

Section 5 - Protests

Any candidate wishing to protest the results of an election shall do so in writing delivered to the National General Manager within ten (10) days after the date of the election.

ARTICLE XIII EXPENSES, INCOME AND PROPERTY

The income and property of the CTHS shall be applied solely to the promotion and furtherance of the objects of the CTHS and in accordance with these By-laws.

ARTICLE XIV NAMES OF ANIMALS

The principal rules and regulations published by the Jockey Club with respect to the naming of animals, as amended by the Jockey Club from time to time, are hereby incorporated by reference and included as part of these By-Laws.

ARTICLE XV ELIGIBILITY OF HORSES FOR REGISTRATION

The following horses shall be eligible for registration:

- (a) Thoroughbreds foaled in Canada whose sires and dams are recorded in a stud book approved by the National Board ("approved stud book");
- (b) Foals must be the result of a stallion's breeding with a broodmare. Foals must not be the result of artificial insemination, embryo transfer, invitro fertilization, semen sexing, or cloning or any other form of reproductive technologies.
- (c) Foals must be genetically typed and qualified by parentage verification by a laboratory approved by the National Board.
- (d) For purposes of determining age of a Thoroughbred, the date of birth for a Thoroughbred is deemed to be January 1 of the year of foaling
- (e) an animal imported to Canada, recorded in an approved stud book provided that an export certificate, showing the date of purchase, accompanies the application for registration. In the case of a mare in foal, a stallion service certificate must also accompany the application for registration;
- (f) an animal imported in utero, whose dam and sire are recorded in the Canadian Thoroughbred Stud book or an approved stud book of the country in which the service took place;
- (g) the following are approved stud books;
 - (i) Canadian Thoroughbred Stud Book;
 - (ii) English General Stud Book;

- (iii) American Stud Book;
- (iv) Australian Stud Book;
- (v) New Zealand Stud Book;

(h) The National Board may approve other stud books from time to time upon being satisfied that the stud book to be approved accurately and properly records pedigrees of Thoroughbreds.

ARTICLE XVI

APPLICATION FOR REGISTRATION

Section 1 - Forms

Applications for registration of Thoroughbreds, including Declarations for Foals born in Canada, and certificates of registration, shall be in form approved by the National Board, whether in paper or digital format. A certificate of registration may be issued for unnamed foals. Forms may be submitted by mail, fax, email or interactively, if available.

Section 2 - Foreign Registrations

Applications to register Thoroughbreds already registered and named by recognized societies in countries other than Canada shall be accompanied by the foreign certificates of registration.

Section 3 - Imported Horses

If a Thoroughbred is imported, the date of importation must be reported and in the event the Thoroughbred is in foal, a stallion service certificate must be provided. A stallion service certificate in form approved by the National Board must be executed where required and provided with the application.

Section 4 - Stallion Service Certificate

A stallion service certificate shall be in form approved by the National Board and signed where required. A stallion service certificate shall be signed by the owner of the stallion. A stallion service certificate must accompany the applications for registration of all unnamed Thoroughbreds, or Thoroughbreds to be registered in Canada only.

Section 5 - Twins

When a Thoroughbred to be registered is one of twins, a declaration to that effect must be made on each application for registration. The sex of the other twin shall also be stated, failing which a subsequent application for registration of the other twin may not be accepted.

Section 6 - Additional Evidence

An applicant for registration of a Thoroughbred shall furnish any additional evidence reasonably required by the CTHS to establish the authenticity of information contained in the application.

Section 7 - Breeder Defined

Except where specifically provided herein, "Breeder" means the owner of the dam at the time of foaling, unless the dam was under a lease or foal-sharing agreement at the time of foaling. In that case, the person or persons specified by the terms of the agreement is the breeder of the foal.

Section 8 - Canadian-Bred Defined

"Canadian-Bred" means a foal born within Canada which is registered with the CTHS in accordance with the Animal Pedigree Act.

Section 9 - Sales in the Name of the CTHS

No sale conducted in the name of the CTHS shall be restricted to Thoroughbreds foaled in one particular province.

ARTICLE XVII

TRANSFERS AND DUPLICATE CERTIFICATES

Section 1 - Sale of Animals

When a Thoroughbred is sold in Canada, that is registered with the CTHS, the seller shall furnish the buyer with the certificate of registration, whether in paper or digital format, in the Canadian Thoroughbred Stud Book (CTHS papers) endorsed with the purchaser's name, address and date of sale and signed by the seller or his authorized representative. A Member who fails to do so may be suspended or expelled from the CTHS.

Section 2 - Replacement Certificates

- (a) a replacement certificate may be issued if the registered owner or his authorized agent files a statutory declaration in a form approved by the CTHS demonstrating that the original certificate was lost or destroyed.
- (b) a replacement certificate may be issued to a Member who claims to acquire title to a Thoroughbred by operation of law.
- (c) a replacement certificate shall not be issued unless approved by the National Board or registration committee.
- (d) a replacement certificate shall be issued upon receipt of payment.
- (e) the replacement certificate fee shall be set by the National Board, to be reviewed annually.

ARTICLE XVIII
ANNUAL REPORTS AND AUDITED STATEMENTS

A qualified auditor shall be appointed at the Annual General Meeting to prepare Annual Financial Statements for the CTHS. A copy of each Annual Financial Statement shall be available to each member and submitted for approval at the next Annual General Meeting.

ARTICLE XIX
CORPORATE SEAL

The seal of the CTHS shall be kept at the National Office. The seals of the Regional Divisions shall be kept at their respective Regional Offices.

ARTICLE XX
PRIVATE BREEDING RECORDS

Every member engaged in breeding Thoroughbreds shall maintain breeding records containing:

- (a) the name of every mare bred, registration number, date of breeding and date of foaling;
- (b) a record of all stallion services with the name and registration number of the stallion used;
- (c) all deaths or removals of all Thoroughbreds for any cause;
- (d) the names and addresses of any purchasers with the date of sale and delivery.

ARTICLE XXI
AUTHORITY TO EXAMINE PRIVATE BREEDER'S RECORDS

Breeding Records referred to in Section 6 shall be made available for inspection by an authorized representative of the CTHS. If requested, copies of records shall be provided to the CTHS.

ARTICLE XXII
IDENTIFICATION

Thoroughbreds shall be identified on each registration certificate, whether in paper or digital format, by colour, sex, markings and any other features on the animal which are significant. A registration number will be allocated to each Thoroughbred upon registration. In the event that any issue arises with respect to the identification of a Thoroughbred, the CTHS may require the owner to provide any evidence reasonably required to identify the identity and parentage of the Thoroughbred, including samples for DNA testing or blood-typing. Failure to provide satisfactory evidence may result in a certificate of registration being revoked.

Section 1 – Digital Certificates

- (a) When a Thoroughbred is registered in Canada with the CTHS, the CTHS shall furnish either the breeder or the current owner with the digital certificate of registration in the Canadian Thoroughbred Stud Book (CTHS papers), starting at such time digital certificates are available, unless a paper certificate copy is requested by the current owner/ breeder in writing to the National Office.

- (b) Digital Canadian registration certificates will be the default certificate of registration for Canadian registered Thoroughbreds. Once available, the CTHS National Office must be notified immediately of any transfer of ownerships made with the paper Canadian registration certificates.

ARTICLE XXIII

FEES

Section 1 - Fees Payable

The fees to be charged for initial membership, renewal of membership, registration of Thoroughbreds, and other services provided by the CTHS shall be established, and may be varied from time to time, by the National Board. Fee schedules shall be published regularly by the CTHS and shall be made available to all members without charge.

Section 2 - Division of Fees

Fees payable for membership, registration or other services shall be paid to the CTHS and deposited to the credit of the CTHS. Provided that its financial circumstances permit, the CTHS shall remit to the appropriate Regional Division, a portion of the full and associate membership dues and registration fees; as determined by the National Board, to be reviewed annually.

- (a) Dues received from members not resident in a Regional Division and Family members, shall be retained by the National Office.
- (b) Late fees for registrations or memberships shall not be distributed to the Regional Divisions and shall be retained by the National Office.

ARTICLE XXIV

BOOKS AND RECORDS

Section 1 - Canadian Thoroughbred Stud Book

A register shall be kept at the National Office of the CTHS. This register shall be known as the Canadian Thoroughbred Stud Book and shall be published from time to time by the CTHS. It shall contain such information as may be obtained by the CTHS from certificates of registration that have been issued and such further material as may be approved by the National Board.

Section 2 - Availability to Members

A copy of the Canadian Thoroughbred Stud Book shall be supplied to members at a price set by the National Board.

Section 3 - Access to Records

A copy of these By-laws, any amendments thereto, minute books, membership records, books of account and any other records required to be kept pursuant to these By-laws shall be maintained at the Head Office of the CTHS, or at the Regional Office as the case may be and shall be accessible to Members for proper purposes.

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