CEZ THJA BY-LAWS

Ratified by THJA April 4th 2016

Adopted by Central East Zone April 7th, 2024

ARTICLE I GENERAL

1. Purpose – These By-laws relate to the general conduct of the affairs of the Central East Trillium Zone

2. Definitions – The following terms have these meanings in these By-laws:
   a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for- Profit Corporations Act, 2010 (upon becoming law)
   b) *Association* – the Central East Trillium Zone
   c) *Board* – the Board of Directors of the Association
   d) *Days* – days including weekends and holidays
   e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws
   f) *Majority* – A number that is more than half of a total
   g) *Zone Delegate Member (Member)* – Any individual appointed or elected as President and Vice President of a Zone and who is in Good Standing with the Association will be considered a Zone Delegate Member.
   h) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws
   i) *Ordinary Resolution* – a resolution passed by the majority of the votes cast on that resolution
   j) *Registrant* – any individual who has paid the current year's registration dues and who is engaged in activities that are provided, sponsored, supported or sanctioned by a Zone
   k) *Special Resoluti*on – a resolution passed by not less than two-thirds of the votes cast on that resolution
   l) *Zone* - An organized region representing a geographic area, prescribed by the Board, that has by-laws and policies that are consistent with those of the Association. Each zone appoints/elects two members to the board.

3. Registered Office – The registered office of the Association will be located at all times within the Province of Ontario.
4. Corporate Seal – The Association may have a corporate seal which may be adop*ted and may be c*hanged by resolution of the Directors.

5. No Gain for Members – The Association will be carried on without the purpose of gain for its members and any profits or other accretions to the Association will be used in promoting its objectives.

6. Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, providing such interpretation is consistent with the objects of the Association.
7. Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
8. Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing

persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

9. EC Rules – The Association will comply with the rules as mandated by Equine Canada. In the event there is a conflict between the Associations' rules and those of Equine Canada, the rules mandated by Equine Canada will take precedence.

ARTICLE II MEMBERSHIP

Categories of Membership

1. Categories – The Association has one (1) category of membership known as Zone Delegate Members.

Qualifications for membership

2. Zone Delegate Members (Members) – Any individual appointed or elected as President and Vice-President of a Zone and who is in good standing with the Association.

Admission of Members

3. Admission of Members - No individual will be admitted as a Member of the Association unless:
   a) The candidate member has made an application for membership in a manner prescribed by the Association;
   b) The candidate member has agreed to be bound by the By-laws, policies, rules and regulations of the Association;
   c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
   d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
   e) The candidate member has paid dues as prescribed by the Board.
4. Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Zones

5. The Association consists of a maximum of seven zones. All zones must:
   a) Comply with the Zone Policy
   b) Be bound by the By-Laws, policies, rules and regulations of the Association
   c) Provide to the THJA a current copy of its bylaws, policies, financial statements, and proof of liability insurance.
   d) Pay dues as prescribed by the Board.

Membership Dues and Duration

6. Year - Unless otherwise determined by the Board, the membership year of the Association will be January 1st – December 31st.
7. Dues – Membership dues will be determined by the Board of Directors.
8. Duration – Membership duration is accorded on an annual basis. Members must have

submitted their registration for Membership prior to January 1st of the current year. Members will be given notice of default within ten (10) days of lapse, and if the registration is not filed and the dues are not paid within thirty (30) days of notice of default, the Member in default will automatically cease to be a Member of the Association.

Transfer, Suspension, and Termination of Membership

9. Transfer – A Membership in the Association is non-transferable.
10. Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Association's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
11. Termination – Membership in the Association will terminate immediately upon:
    a) The expiration of the Member's annual registration, unless renewed in accordance with these By-laws
    b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws
    c) Resignation by the Member by giving written notice to the Association. The Member's resignation will become effective the date on which the request is received by the Association.
    d) Dissolution of the Association
    e) The dissolution of the Zone that the Member represents; or
    f) By Special Resolution of the Board at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
12. May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.
13. Arrears – A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association, Equine Canada or the Ontario Equestrian Federation by the deadline dates prescribed by the applicable association.
14. Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline.
15. Reciprocity – Upon written notification any discipline, sanction or expulsion implemented by Zones, Equine Canada or the Ontario Equestrian Federation against a Member or Registrant will be recognized and enforced by the Association as if implemented by the Association.

Good Standing

16. Definition – A Member of the Association will be in good standing provided that the Member:
    a) Has not ceased to be a Member;
    b) Is either the President or Vice-President of a Zone and registered with the Association;
    c) Has not been suspended or expelled from membership;
    d) Has completed and remitted all documents as required by the Association;

e) Has complied with the By-laws, policies and rules of the Equine Canada, the Ontario Equestrian Federation and the Association;
f) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
g) Had paid all required membership dues.

17. Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Directors, and not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

1. Annual Meeting - The Association will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Association's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

2. Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3. Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

4. Notice - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, and the Auditor at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Officers, and the text of any resolutions or amendments to be decided.

5. Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice. Attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the

transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

6. Error or Omission in Giving Notice: No error or omission in giving notice of any meeting of the members shall invalidate the meeting or make void any proceedings taken at the meeting.
7. Agenda – The agenda for the Annual Meeting may at least include:
   a) Call to order
   b) Establishment of Quorum
   c) Approval of the Agenda
   d) Declaration of any Conflicts of Interest
   e) Adoption of Minutes of the previous Annual Meeting
   f) Board and Committee Reports
   g) Report of Auditors
   h) Appointment of Auditors
   i) Presentation of Budget
   j) Approval of registrant dues and related fees
   k) Business as specified in the meeting notice
   l) New Business
   m) Adjournment
1. New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all members with the agenda and the notice calling an Annual Meeting.
2. Quorum – A quorum at any Meeting of Members shall be seven (7) Members. For the purpose of determining quorum, a Member may be present in person, by proxy, or by teleconference and/or by other electronic means. A quorum must be maintained throughout the Meeting.
3. Closed Meetings – Meetings of Members will be open to all current registrants and closed to the public except by invitation of the Board.

Voting at Meetings of Members

4. Voting Privileges - Members will have one (1) vote each. Members under 18 years of age may have a parent or guardian vote on their behalf.
5. Delegates – In the absence of the Zone President or Zone Vice-President at a meeting of Members, the Zone's Board of Directors will appoint in writing to the Association, prior to the meeting of Members, a delegate to represent and vote on behalf of the Zone President or Zone Vice-President. Delegates must be a Registrant in good standing.
6. Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be non-voting and responsible for ensuring that votes are properly cast and counted.
7. Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:
   a) Be signed by the Member;
   b) Be in a form that complies with the Act;

c) Comply with the format stipulated by the Association; and
d) Be submitted to the Registered Office of the Association at least two (2) business days prior to the meeting of the Members

8. Attendance - The only persons entitled to attend a meeting of the Members are the Members, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any), a Delegate, individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles (3.10) to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.
9. Determination of Votes - Votes will be determined by a show of hands or electronic ballot unless a secret or recorded ballot is requested by the majority of Members.
10. Majority of Votes - Except as otherwise provided in these By-laws, an ordinary resolution will decide each issue. If there is a tie, the motion is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

1. Directors – The affairs of the Corporation shall be managed or supervised by a Board of Directors. The Corporation's Board of Directors will consist of at least seven (7) Directors. The number of Directors may be increased or decreased, and shall be set from time to time, in accordance with the Act. The Board shall use best efforts to have a minimum of four (4) and a maximum of ten (10) Directors on the Board, but in no event shall have less than three (3) Directors.
2. Composition of the Board - The following Officers of the Corporation shall be appointed by the membership: the President & Chair (who shall be referred to herein and in documents filed by the Corporation with relevant governmental authorities as the "President", the "President & Chair", or the "Chair"), the Vice-Chair, the Secretary, and the Treasurer. The Board and membership may also appoint other additional Officers, from time to time. The President & Chair and the Vice-Chair must have had previous experience on the Board prior to being appointed.
3. Eligibility - To be eligible for election as a Director, an individual must:
   a) Be eighteen (18) years of age or older;
   b) Be a Registrant;
   c) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
   d) Have the power under law to contract;
   e) Have not been declared incapable by a court in Canada or in another country; and
   f) Not have the status of bankrupt.
4. **Term of Office –**

The Chair's term of office shall be approximately two (2) years, expiring at the second annual Meeting of Members held after the appointment. An individual may be re-elected

as Chair for one additional two (2) year term, enabling such individual to serve as Chair for a total of approximately four (4) consecutive years.

The Vice-Chair's term of office shall be approximately two (2) years, expiring at the second annual Meeting of Members held after the appointment. An individual may be re-elected as Vice-Chair for one additional two (2) year term, enabling such individual to serve as Vice-Chair for a total of approximately four (4) consecutive years.

The term of office of any Officer other than the Chair and Vice-Chair shall be approximately two (2) years, expiring at the second annual Meeting of Members held after the appointment.

The Chair and Secretary are to be elected on the same consecutive terms, and the Vice-Chair and Treasurer are to be elected on the same consecutive alternating term. For example, in even numbered years, Chair and Secretary will be elected, and in odd numbered years, the Vice-Chair and Treasurer will be elected.

5. Immediate Past President– The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.
6. Term of Immediate Past President – The Immediate Past President will serve a maximum term of one (1) year, unless they resign, are removed from or vacate their office.
7. Vacancy of Immediate Past President – If there is no Immediate Past President, the position of Immediate Past President will remain vacant.

Resignation and Removal of Directors

5. Resignation **-** A Director will be considered to have resigned from the Board on the date which they are no longer the elected or appointed President or Vice President of the applicable zone. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
6. Vacate Office - The office of any Director will be vacated automatically if:
   a) The Director is found by a court to be of unsound mind;
   b) The Director becomes bankrupt; or
   c) The Director dies.
7. Removal – A Director may be removed by Ordinary Resolution of the Members present at an Annual Meeting or Special Meeting, provided the Director and the applicable zone has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

8. Vacancy - Where the position of a Director becomes vacant for whatever reason the Board will direct the Zone to appoint a qualified Registrant representing their Zone to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

9. Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President or 10% of Directors holding office.
10. Chair – The President will be the Chair of all Board meetings unless otherwise designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.
11. Notice – Notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
12. Number of Meetings – The Board will hold at least two (2) meetings per year.
13. Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of the voting Directors holding office.
14. Voting – Each Director is entitled to one vote. Voting will be by a show of hands or orally on teleconference unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.
15. Closed Meetings – Meetings of the Board will be closed to Registrants and the public except by invitation of the Board.
16. Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology.

Powers of the Board

17. Powers of the Association – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
18. Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these By-laws.
19. Discipline – The Board may make policies and procedures relating to discipline of Members and Registrants, and will have the authority to discipline Members and Registrants in accordance with such policies and procedures.
20. Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.
21. Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.
22. Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE V:
OFFICERS, EXECUTIVE COMMITTEE, & OTHER COMMITTEES OF THE BOARD

1. Composition – The Officers include the President, Vice-President, Second Vice President (if applicable), Treasurer, Secretary
2. Eligibility – Any Director of the Association, with the exception of the Executive Director, is eligible to be elected as an Officer.
3. Election – The election of Officers will take place annually at the first meeting of the Board following the Annual Meeting.
4. Terms of Office – Elected officers will serve a two-year term and may hold office for a maximum of five consecutive terms. President and Second Vice President (if applicable) will be elected in even numbered years. Vice President, Secretary and Treasurer will be elected in odd numbered years.
5. More than One Position – A Director may hold more than one Officers' position.
6. Decision – Elections will be decided by majority vote of the Board in accordance with the following:
    a) One Valid Nomination – Winner declared by acclamation
    b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.
7. Duties - The duties of Officers are as follows:
    a) **President & Chair of the Board** – The President & Chair of the Board shall be a Director and shall, when present, preside at all meetings of the Board, of the executive committee (if any), and of the Members. The Chair is required to sit on the THJA Board in addition to the CEZ Board. The Chair is responsible for ensuring information is communicated from the THJA meetings to the CEZ Board either in writing, or as a President Update at the next CEZ Board meeting following a THJA meeting. The Chair shall have such other duties and powers as the Board may specify.
    b) **Vice-Chair of the Board** – The Vice-Chair shall be a Director and shall, when present at meetings of the Board, of the executive committee (if any), or of the Members at which the Chair is absent, preside at such meetings, and shall have such other duties and powers as the Board may specify. The Vice-Chair is required to sit on the THJA Board in addition to the CEZ Board. The Vice-Chair is responsible for supporting the Chair in ensuring information is communicated from the THJA meetings to the CEZ Board either in writing, or as a President's Update at the next CEZ Board meeting following a THJA meeting. If more than

one Vice-Chair exists, the Vice-Chairs shall have authority in order of seniority by date and time of appointment.

c) **Secretary** - The Secretary shall attend and be the secretary of all meetings of the Board, Members, and committees of the Board, or shall delegate such responsibility and oversee the completion of such responsibility. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, meeting notices to Members, Directors, the auditor, and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall ensure any notices from members or other stakeholders are relayed in a timely manner to the rest of the Board. The Secretary shall provide organized meeting minutes to the person(s) responsible for posting to the CEZ website. The Secretary shall have such other duties and powers as the Board may specify.

d) **Treasurer** - The treasurer shall be responsible for managing all financial obligations of the Zone. The Treasurer shall maintain a system for expenses and reimbursements, as applicable, ensuring accurate and complete recording of all transactions. The Treasurer shall provide the following at the Annual General Meeting: Accounts Payable (AP), Accounts Receivable (AR), Total Balance (B). The Treasurer shall prepare a report on AP, AR, B and any other accounts for each Board meeting. The Treasurer shall have such duties and powers as the Board may specify.

e) **The Second Vice President** will support and assist the Officers in all duties and will perform such other duties as may from time to time be established by the Board.

8. Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Association.

9. Removal – An Officer may be removed by Ordinary Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Resolution is moved. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.

10. Vacancy of Officer - Where the position of an Officer becomes vacant for whatever reason the Board will elect a Director (excluding the Executive Director) to fulfill the duties of the vacant position for the remainder of the term of the Officer.

Executive Committee

11. Executive Committee - The Executive Committee will be composed of the Officers. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these By-laws or may be prescribed from time to time by the Board.

12. Call of Meeting – Meetings of the Executive Committee will be held at any time and

place as determined by the President or upon the request of any two (2) Executive Committee members. Copies of Executive Committee meeting minutes will be sent to the Board of Directors within ten (10) days of an Executive Committee meeting.

13. Number of Meetings – The Executive Committee will hold at least two (2) meetings per year.
14. Quorum - Quorum will consist of a majority of the Executive Committee's voting members.
15. Voting – With the exception of the Executive Director, each Executive Committee member is entitled to one vote. Voting will be by secret ballot. Resolutions will be passed upon an Ordinary Resolution. The Chair of the Meeting is entitled to a second vote upon a tie. A Director holding more than one Officers' position is only entitled to one (1) vote at Executive Committee meetings, unless that Director is the Chair and entitled to a second vote upon a tie.
16. Closed Meetings – Meetings of the Executive Committee will be closed except by invitation of the Executive Committee.

Other Committees

17. Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions.
18. Quorum - A quorum for any committee will be the majority of its voting members.
19. Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.
20. Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified Registrant to fill the vacancy for the remainder of the Committee's term.
21. President Ex-officio - The President and Executive Director will be *ex-officio* (non-voting) members of all Committees of the Association.
22. Removal - The Board may remove any member of any Committee.

Remuneration

23. No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

24. Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI: REGISTRANTS

1. Term – An individual fulfilling the definition of Registrant will be considered a Registrant of the Association for a term ending December 31st upon the acceptance of the Registrant's fees.

THJA Registrant Fees

2. Fees – Registrant fees will be determined annually by the Board. Twenty five percent (25%) of each registrant fee collected will be paid to the zone in which the registrant is a member.
3. Discipline – A Registrant may be suspended or expelled from the Association in accordance with the Association's By-laws, policies, and procedures relating to discipline of Registrants.
4. Reciprocity – Upon written notification, any discipline, sanction or expulsion implemented by Equine Canada or the Ontario Equestrian Federation against a Registrant will be recognized and enforced by the Association as if implemented by the Association.
5. Cease to be a Registrant – An individual who ceases to be a Registrant while under disciplinary investigation or action of the Association will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

THJA Registrant Status

6. Expulsion and Resignation – A Registrant ceases to be a Registrant if:
   a) The Registrant fails to maintain any of the qualifications or conditions of being a Registrant;
   b) The Registrant fails to comply with Association registration policies or applicable policies, whereupon an Ordinary Resolution of the Board confirming such termination will be passed;
   c) The Registrant's term of registration expires; or
   d) The Association is dissolved.

THJA In Good Standing

7. Definition – A Registrant with the Association will be in good standing provided that the Registrant:
   a) Has not been suspended, or been expelled, or had other restrictions or sanctions imposed;
   b) Has completed and remitted all documents as required by the Association;
   c) Has complied with the By-laws, policies, procedures, rules and regulations of the Association;
   d) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
   e) Has paid all required fees to the Association.

8. Cease to be in Good Standing – Registrants who cease to be in good standing will have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registrant has met the definition of good

standing.

ARTICLE VII:
FINANCE AND MANAGEMENT

1. Fiscal Year – The fiscal year of the Association will be January 1st to December 31st, or such other period as the Board may from time to time determine.
2. Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.
3. Auditors – At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Association and must be permitted to conduct an audit or review engagement of the Association under the *Public Accounting Act*, 2004, as amended.
4. Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
   a) The financial statements;
   b) The auditor's report; and
   c) Any further information respecting the financial position of the Association.
5. Books and Records - The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
   a) The Association's articles and By-laws;
   b) The minutes of meetings of the Members and of any committee of Members;
   c) The resolutions of the Members and of any committee of Members;
   d) The minutes of meetings of the Directors or any committee of Directors;
   e) The resolutions of the Directors and of any committee of Directors;
   f) A register of Directors;
   g) A register of Officers;
   h) A register of Members;
   i) A register of Registrants, and
   j) Account records adequate to enable the Directors to ascertain the financial position of the Association on a quarterly basis.
6. Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two individuals being any two of the President, Vice-President(s), or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.
7. Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration

and upon such terms and conditions as the Board may determine.

8. Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VIII: AMENDMENT OF BYLAWS

1. Voting – These By-laws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these By-laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
2. Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which changes to the Bylaws are to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which changes to the Bylaws are to be considered.
3. Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 8.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.
4. Effective Date – By-law amendments are effective from the date of the resolution, unless otherwise specified, of the Directors unless rejected or amended by the Members at a meeting of the Members.

ARTICLE IX NOTICE

1. Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.
2. Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e- mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
3. Error in Notice - The accidental omission to give notice of a meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X DISSOLUTION

1. Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organizations with similar objectives as the Association as determined by the Board of Directors.

ARTICLE XI INDEMNIFICATION

1. Will Indemnify - The Association will indemnify and hold harmless out of the funds of

the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

2. Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
3. Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XII FUNDAMENTAL CHANGES

1. Fundamental Changes – Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act,* a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Association. Fundamental Changes are defined as follows:
    a) Change the Association's name;
    b) Add, change or remove any restriction on the activities that the Association may carry on;
    c) Create a new category of Members;
    d) Change a condition required for being a Member;
    e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
    f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
    g) Add, change or remove a provision respecting the transfer of a membership;
    h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
    i) Change the purposes of the Association;
    j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
    k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
    l) Change the method of voting by Members not in attendance at a meeting of the Members; or
    m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIII ADOPTION OF THESE BYLAWS

1. Ratification – These By-laws are ratified by a Special Resolution of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on April 4th 2016.
2. Repeal of Prior By-laws - In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.
3. These By-laws are to be voted in at the Special Meeting of Members of the Central East Trillium Zone on April 7th, 2024.

Signed this 7th day of April, 2024

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Signature of Central East President

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Signature of Central East Secretary