

CONSTITUTION

S.E.V.A.

SASKATCHEWAN EQUESTRIAN VAULTING ASSOCIATION INC.

1. The name of the Corporation is the Saskatchewan Equestrian Vaulting Association, abbreviated S.E.V.A.
2. The purposes of the Corporation are:
 - a. To foster, stimulate and promote equestrian vaulting and other equestrian sports,
 - b. To acquire and/or subsidize acquisition of equipment suitable for vaulting and other equestrian sports,
 - c. To aid in building a better youth both physically and mentally,
 - d. To accept, receive and take by devise, bequest or gift and to hold, possess and enjoy for the purpose of the Corporation, donations, gifts, grants, devises, and bequests or real and personal property of all kinds and upon such terms and conditions and upon such trusts as the donor or donors of any such property may prescribe.
3. Disposition of Gaming Funds upon dissolution: Should the S.E.V.A. Saskatchewan Equestrian Vaulting Association, which received charitable gaming funds from licensed charitable gaming and/or direct charitable access, at any time dissolve or cease to exist, have any and all gaming monies or assets purchased with gaming funds held at the date of dissolution or cessation of existence, these funds shall be distributed by the Saskatchewan Equestrian Vaulting Association to:
 - a. A registered charity or registered charities in Saskatchewan, as defined in the Income Tax Act (Canada), as may be determined by members of the Corporation at the time of winding up or dissolution, or
 - b. Such charitable or organization or organizations in Saskatchewan having similar charitable purpose.
4. On dissolution of the Corporation and after payment of all debts and liabilities, the remaining assets of the Corporation other than those described in (3) Gaming Funds, shall be distributed to the Alberta Equestrian Vaulting

Association or such eligible organizations as may be decided by the members.

5. The Corporation's business shall be carried on without purpose of gain for its members and any profits or other accretions to the Corporation shall be used for promoting its purposes.
6. Clauses 3, 4, 5, and 6 are unalterable in accordance with the Non-profit Corporations Act.

S.E.V.A. SASKATCHEWAN EQUESTRIAN VAULTING ASSOCIATION INC.

BY-LAWS

Part 1. Interpretation

1. In these by-laws, unless the context otherwise requires,
 - a. "Directors" means the directors of the Corporation for the time being.
 - b. "Corporation" means the S.E.V.A. Saskatchewan Equestrian Vaulting Association
 - c. "Non-profit Corporations Act" means the Non-profit Corporations Act of the Province of Saskatchewan from time to time in force and all amendments to it.
 - d. "Registered address" of a member means their address as recorded in the register of members.
2. The definitions in the Non-profit Corporations Act on the date these by-laws become effective apply to these by-laws.
3. Words importing the singular include the plural and vice-versa, and words import the male person include a female person and corporation.

Part 2. Membership

4. There shall be (4) classes of members:
 - a. Regular Adult Membership: The members of which shall be entitled to vote at all meetings of members and be entitled to be elected as directors. Members must be 18 years of age or older.
 - b. Junior Membership: All members under the age of 18 and are ineligible to vote.

- c. Special Membership: Parent or guardian of legally underage Junior Members who have paid the fees as set by the club.
 - d. Club Membership: A club can apply to become a recognized member club of the Corporation by filling out an annual application form. The club must have at least one (1) coach who is a member of the Corporation and in good standing with the Saskatchewan Horse Federation (SHF).
5. Application for membership shall be in writing and each applicant on becoming a member shall agree to be bound by the Constitution and by-laws and all rules of the Corporation.
 6. A member in good standing is a member who has complied with the regulations as hereinafter set forth and who is not in arrears of membership fees.
 7. The financial liability of the member to the Corporation shall be limited to the amount due from them in respect to their membership fees.
 8. No member shall be entitled to any of the rights or privileges of the Corporation during any year until their annual fee for that year is paid. On January 1st in each year, all members who paid for the proceeding year but who have not paid for the current year shall be removed from the membership roll.
 9. Any member may resign from the Corporation by notifying the Corporation in writing, or by allowing their membership to expire, or death.
 10. Membership of the corporation will expire on receipt of formal notice of resignation or upon dissolution.
 11. No applicant for membership shall be entitled to vote or hold office until their application has been accepted. No new member may vote at an Annual General Meeting unless they have been a paid-up member for a minimum for thirty (30) days.
 12. The Board of Directors shall have the power to suspend or expel any member who fails to observe any rule or regulation set forth in these by-laws or whose conduct in, in the opinion of the Board, prejudicial to the interest of the Corporation. A member so suspended or expelled shall have the right to be

heard at a General Meeting of the Corporation. An affirmative vote of three-quarters (75%) of the voting members is required for reinstatement.

Part 3. Meetings

13. The first Annual General Meeting of the members of the Corporation shall be held not more than eighteen (18) months after the date of incorporation, and after that an Annual General Meeting of the Association shall be held at least once in every calendar year at such time and place designated by the Executive Committee, Extraordinary General Meetings may be held at a time and place fixed by the Board of Directors. A notice shall be mailed by paper copy or electronically at least thirty (30) days in advance to each voting member. The Corporation's business shall be conducted using Robert's Rules of Order.

14.

- a. Notice of meeting of the Board of Directors, other than the one immediately following the Annual General Meeting, shall be given to each Director at least fourteen (14) days prior to the date of the meeting.
- b. Notice of meeting of the Executive Committee shall be given to each member at least ten (10) days prior to the date of the meeting.
- c. A special meeting may be called on short notice of the Board of Directors or Executive Committee if a quorum can be met. A special meeting is defined by a circumstance arising which needs to be addressed in a time frame less than the notifications listed in Part 3, 14a and 14b.

15. A majority of the number of directors constitutes a quorum at any meeting of directors and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

16.

- a. Notification for any meeting of the Board of Directors or Executive Committee may be sent via email, phone, mail, or verbally.

- b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 17. Meetings of the Board of Directors and/or the Executive Committee may be held in person, electronically, or by conference call. Alternatively, the Board or Committee members may be canvassed by mail by the President and/or the Secretary.
- 18. At written request of five (5%) percent of voting members in good standing, the Secretary shall call an extraordinary General Meeting of members. This meeting shall have the same status as if it were called in the regular way by the Board of Directors, but such meeting shall deal only with the purpose for which it is called.
- 19. Voting on business at General Meetings of members subject to by-law 34:
 - a. Special resolutions to amend or revise the Constitution and by-laws of the Corporation must be approved by 51% majority of the votes at a General Meeting of members.
 - b. Resolutions to set membership fees or amend the Corporation's Rules and Regulations must be approved by a 51% majority of votes at a General Meeting of members.
 - c. Resolutions dealing with any other business of the Corporation must be approved by a 51% majority of votes at a General Meeting of members.
 - d. A quorum of members is present at a meeting of members, regardless of the number of persons actually present at the meeting, if the members entitled to cast a majority of the total number of votes at a meeting of members are present in person or represented by proxy.

Part 4. Directors and Officers

- 20. The affairs of the Corporation shall be managed by the Board of Directors each of whom shall be a member of the Corporation (over 18 years of age), elected at each Annual General Meeting except as hereinafter specified.

21. Each of the nine (9) geographical districts, as defined by Sask Sport Inc and each registered vaulting club (as per Part 2, 4d) is eligible to be represented by a director. In the event that these positions are not filled, the director position may be filled by vote by members at a General Meeting. A minimum of 3 Directors is requested at all times.
22. Names of Directors must be received by the Secretary no later than thirty (30) days prior to the Annual General Meeting.
23. The Board of Directors may delegate any, but not all, of its powers to an Executive Committee.
24. The Board of Directors at the first meeting after the Annual General Meeting shall elect from among their number:
 - a. A President as the Chief Executive Officer of the Corporations, supervising the other Officers in the execution of their duties.
 - b. A Vice-President who shall carry out the duties of the President during their absence.
 - c. A Secretary who will be responsible to;
 - i. conduct the correspondence of the Corporation
 - ii. issue notices of meetings of the Corporation and Directors
 - iii. keep minutes of all the meetings of the Corporation and Directors
 - iv. have custody of all records of the Corporation except those required to be kept by the Treasurer
 - v. have custody of the common seal of the Corporation is there a seal?
 - vi. maintain the register of members
 - d. A Treasurer shall keep financial records, including books of account as are necessary to comply with the Corporation Act and render financial statements to the Directors, members and others when required or ensure these are done.
 - e. Two (2) Directors at Large shall act on the Executive Committee who together with the President, Vice President, Secretary, and Treasurer

shall constitute the Executive Committee, who in absence of the Board shall act for the Board of Directors.

- f. A Past-President who will oversee assisting the continuity of information and training of the new President and act as an advisor to both the President and Board of Directors as a whole. The role does not need to be a director and does not have voting rights as a Board of Director unless they are also an elected/appointed Director.
- g. The Secretary and/or Treasurer shall be responsible for obtaining from each club their nominee for the position of Club Director to sit on the Board of Directors. The committee shall also be responsible for organizing Zone meetings, or conducting by phone or mail poll, for the election of a Zone Director from each of the geographical zones in the province. The list of Directors for clubs and Zones must be included in the notice of meeting for the Annual General Meeting of the Corporation.
- h. If there are insufficient directors to fill these positions, then there has to be a minimum of three (3) Executive members and must include a President and a Secretary Treasurer.

At the first meeting of the Directors following the first Annual General Meeting, the President and Secretary shall be elected for two (2) years and the Vice-President and Treasurer shall be elected for one (1) year. Thereafter elections for the alternative officers shall be held annually.

25. The Board of Directors may hire staff to manage the day to day affairs of the Corporation under the supervision of the Board and/or Executive Committee.

26. The Board of Directors may appoint representatives to other organizations.

27. Special Committees - The Board of Directors may appoint such special committees, composed of the members of the Corporation, as may be required. Terms of reference of such committees shall be set by the Board.

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28. Regional Committees - The Board of Directors may set up regional committees to encourage and coordinate programs of the Corporation in the Region. Terms of reference of such committees shall be set by the Board.
29. The applicants for incorporation shall become the first Directors of the Corporation whose term of office shall be until the first Annual General Meeting following incorporation.
30. The office of Director shall be automatically vacated if:
- a. the Director shall resign their office
 - b. they are found to be unfit by reason of physical or mental incapacity
 - c. at a General Meeting of members a resolution is passed by three-quarters (75%)majority of the voting members present that they be removed
 - d. on their death.
31. Where vacancies on the Board for any reason occur, the remaining members of the Board may by appointment, fill the vacancy with a member of the Corporation who shall serve until the next Annual General Meeting.
32. Directors and Executive Committee members, as such, shall not receive any remuneration for their services. However, expenses incurred in the course of completing their responsibilities may be allowed.

Part 5. Indemnities

33. Subject to the Corporations Act, every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their heirs, executors and administrators and estate and effects respectively, shall from time to time and at all times, be indemnified and save harmless out of the funds of the Corporation, form and against:
- a. all costs, charges and expenses whatsoever which such Director, officer or other person sustains or insures in or about any action, suite or proceedings which is brought, commenced or prosecuted against them. Or in respect of any act, deed, matter or thing whatsoever, made,

done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;

- b. all other cost, charges and expenses which ~~he~~ they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by this own willful neglect or default.

Part 6. Voting and Elections

34. Each eligible voting member eighteen (18) years of age or over is entitled to one vote at an Annual General Meeting or General Meeting. Where authorized by the Directors and approved by order of the Registrar of Companies a mail ballot for the purpose of:

- a. election of Directors, or
- b. specific directions on matters of policy, may be provided to each voting member of the corporation.

Each such ballot shall be mailed at least thirty (30) days prior to the date of the meeting at which the subject is to be an agenda item and shall be accompanied by all necessary pertinent information. Ballots must be received by the Secretary at or prior to the beginning of that meeting. The form of such ballot shall be specific to the particular matter to be addressed and shall provide for anonymity while ensuring only authorized ballots are considered.

35. For the purpose of expediting motions that require ratification between times that the Board of Directors or a Committee meeting is not scheduled, a vote may be held by email. When a situation dictates an email Board vote is necessary, the President will prepare an email message with a brief explanation regarding the need for an email vote and include three (3) voting options.

- a. Voting process:
 - i. As a method of Audit, Board members are instructed to "Reply All"

- ii. The first two (2) votes received, regardless of "In Favor" or "Opposed", will be considered as the Mover and Second. Abstaining votes will not be considered.
- iii. Vote by responding "Yes" beside any of the three (3) voting options
 - In Favor
 - Opposed
 - Abstain
- b. A motion decision will have been reached when a quorum response has been achieved for any one (1) voting option, excluding those abstaining. It is not required that all Directors or Committee members must vote before a decision can be declared.
- c. A request for a motion vote will remain open for seven (7) days and if quorum has not been established at that time, the motion will die and it will be returned to the Board or Committee for further discussion.
- d. When quorum vote has been established, the President will advise all the outcome of the vote.
- e. The email vote motion and outcome will be brought forward to the next Board of Directors meeting for ratification.

Part 7. Seal

- 36. The Directors may provide a common seal for the Corporation and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 37. The common seal shall be affixed only in the presence of the President and Secretary or President and Treasurer.

Part 8. Borrowing

- 38. In order to carry out the purpose of the corporation, the Directors may on behalf of and in the name of the Corporation, raise or secure the payment or

repayment of money in such manner as they decide an din particular but without limiting the generality of the foregoing, by the issue of debentures.

39. No debenture shall be issued without the sanction of a special resolution.

Part 9. By-Laws

40. On being admitted to membership, a member is entitled to and the Corporation shall give him without charge, a copy of the constitution ang by-laws of the Corporation.

41. These by-laws shall not be altered or added to except by special resolution.

Part 10. Rules

42. Fees shall be established by the Board of Directors and shall be due January 1st of each year.

43. The Provincial Vaulting Rules for Saskatchewan will be followed and, where appropriate, national or international rules for vaulting may also be followed by the Corporation. For other horse-related sports, where applicable, rules of Equine Canada may be followed.

The Provincial Vaulting Rules for Saskatchewan shall not be altered or added to except by special resolution.

Part 11. Proceedings at Annual and/or General Meetings

44. Business of the Annual General Meeting shall include:

- a. Consideration of the financial statements
- b. Receipt of reports
- c. Naming of Directors
- d. Setting the budget
- e. Adoption of special resolutions
- f. Such other business as, under the by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

45. At the first annual meeting of members and as each succeeding annual meeting, the members shall appoint an auditor to hold office until the close of the next annual meeting.
- a. By a vote of at least two thirds (2/3) of members, the members may resolve not to appoint an auditor. The resolution is only valid until the next annual meeting.
 - b. Where the members pass a resolution not to appoint an auditor, they shall appoint a person who meets the qualifications set out in the Non-profit Corporation Act to conduct a review of the financial statements.
 - c. By a vote of at least two thirds (2/3) of members, the members may resolve not to appoint a person to conduct a review of the financial statements.
46. Subject to by-law 46, the President, Vice President, or in their absence, one of the other Directors present shall preside as chairperson of the General Meeting.
47. If at a General Meeting there is no President, Vice President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting or the President, and all other Directors present are unwilling to act as Chairperson, the members present shall choose one of their members to be Chairperson.
48. The Chairperson shall not move or second a resolution.
49. Minutes of the meeting will be recorded by the Secretary. A copy of the minutes shall be sent to every member.

Approved November 7, 2023 at SEVA AGM Zoom