

CONSTITUTION OF THE ONTARIO CLYDESDALE CLUB

Adopted February 5, 1999.
Amended January 27, 2001
Amended January 31, 2004
*Amended January 18, 2014

GENERAL

This organization, established in 1946 shall be known as the Ontario Clydesdale Club.

This Constitution shall supersede any or all other Constitutions or rules for the Ontario Clydesdale Club, hereafter referred to as the "club".

The headquarters of this club shall be in the Province of Ontario, Canada.

The object of this club shall be to promote, protect and develop the purebred Clydesdale in all its branches and to encourage a general and constant improvement in the breeding of Clydesdales by:

- Promoting and encouraging fellowship among Clydesdale enthusiasts
- Holding an annual meeting with its members to discuss and deal with matters pertaining to Clydesdales.
- Developing and supporting youth programs and encouraging future involvement in the draft horse industry.
- Holding or assisting to hold competitive exhibitions, educational meetings and seminars.
- Assisting where possible agricultural societies etc. Or other events, where Clydesdale owner and breeder may receive recognition and support.
- Providing the membership with information pertaining to the club through newsletters or any service available, such as draft horse publications etc.
- Engaging in extension work on behalf of the Clydesdale industry and education others to its importance and improvements.
- Co-operating with the Clydesdale Horse Association of Canada and with other associations in the promotion of the draft horse industry.

The duration of this club shall be perpetual. No member or groups of members and no officer or agent of this club, singly or jointly with others shall have the power to dissolve the Club and dispose of its assets.

Application for affiliation with any other organization must be approved by the membership. In the event of a change from our present situation by affiliation, association, merger or any other reorganization with any other establishment, the assets of this association will be converted at that time into money and divided equally among the members.

STRUCTURE

The central organizational structure of the club shall be the Board of Directors and Committees.

Between annual meetings, the management, direction and control of the affairs of the Club, including control over funds, properties, other assets and raising of revenue, shall be vested in the Board of Directors. In addition, the Board of Directors shall have the authority to determine and approve policies and procedures that it deems necessary to promote the interests of the Club.

The Board of Directors shall be comprised of the President, first Vice President and nine Directors. The Past President and the Secretary Treasurer shall be ex-officio members of the Board of Directors with voice but no vote.

The Board of Directors shall meet at the discretion of the President but a special meeting may be called if petitioned by a majority of the voting members of the Board of Directors.

In the event of a tie vote at a meeting of the Board of Directors, the President and his/her deputy shall have the casting vote, as chairperson of the Board meetings.

Notice of each Board meeting shall be communicated to each member of the Board of Directors by the Secretary-Treasurer, or his/her agent at least twenty-one days prior to the meeting. This notice may be waived by a vote of majority of the members of the Board.

In the event of a vacancy occurring during the term of any Board member, the remaining Board shall find a replacement. This replacement member shall be the person in line with the greatest number of votes, who ran in the last election for this position. If this system is not successful, the remaining Board members shall elect a replacement among themselves. The replacement Board member shall only serve to finish the term of the Board member he/she is replacing.

The Board of Directors shall have the authority to appoint such committees as it deems necessary to conduct the affairs of the Club. Committees shall have the authority to elect their own chairpersons. The President shall be ex-officio of all committees.

Each committee of the club shall report to the Board of Directors if necessary. However, each committee shall submit a written report of their Committee's activities for the prior year to the membership at the annual meeting of the club. If finances are involved, the said committee shall also submit a written report to the membership.

ELECTION OF OFFICERS

The Officers of the club shall be a President, first Vice-President, Secretary-Treasurer and nine Directors.

All candidates for any office in the club must be a member in good standing for the forthcoming year and the year previous to his/her election.

The President and first Vice-President shall be elected for a two year term, each by vote of the members in attendance at the annual meeting, and shall take office immediately upon election.

Upon completion of the President's term of two years, the first Vice-President shall be installed as the new President for a two year term. Every two years there will be the requirement for the election of a new first Vice-President, who will serve for a two year term before moving to President for a two year term.

*The Secretary-Treasurer shall be appointed by the board for a one year term and shall take office immediately upon appointment at the inaugural meeting of the board, immediately following the annual meeting.

The Directors are elected for a three year term. There will be three directors elected and shall take office immediately upon election, each year by the members in attendance at the annual meeting. This will ensure three new Directors are elected for a three year terms, three directors will have two years left in their terms and three directors with one year left in their terms. After serving a three year term, he/she may be re-elected for a second three year term and then must relinquish serving on the Board for a period of one year.

Duties of Officers

The President shall exercise supervision over the affairs of the club, sign all official documents and preside over the annual meeting and the meetings of the Board of Directors. He/She will conduct the meetings according to the Rules of Parliamentary procedure and see that all instructions approved at official meetings are carried out to the best of his/her ability. Furthermore, at all times, he/she shall personally promote the interests of the Club and see that the Constitution of the Club is enforced. The President shall have the authority to convene or cause to be convened a meeting of any committee of the Club. The President shall report to the Board of Directors and also to the members at the annual meeting or any other special meeting called. The President shall, where it is in the interests of the Club, maintain contact with other similar organizations. The President may appoint the first Vice-President (or a current Director if the first Vice President is not available) to act as President during any period of the President's temporary absence.

The First Vice-President will aid the President and would move to fill the position of President, if the President position becomes vacant. If the First Vice-President position becomes vacant, it could be filled by any current Director, if they chose to accept.

*The Board of Directors are to appoint a first Vice President in the case of the in-term Vice President's replacement of the President.

Any Director, who is unable to complete their term, would be replaced with any one of the nominees who stood for a Director position at the annual meeting, if they still chose to accept.

If this system is not successful, the remaining Board members shall elect a replacement from the members at large, asking said members if they would be interested in filling the vacant position(s). The replacement would only serve the term remaining for the President/Vice-President/Director who was unable to complete their term of office.

The Secretary-Treasurer shall be responsible for ensuring that all Club funds are deposited in the name of the Club in a chartered bank or credit union approved by the Board. He/She shall disburse the funds subject to the approval of the Board. Funds shall be disbursed by cheque only co-signed by the President. The financial accounts of the club are to be kept in proper form for the inspections of any Club member and the inspections of the *Examiner appointed by the General Membership present at the Annual Meeting. He/She will present the books to the said *Examiner within thirty days of the financial year end of the Club which is December 31st. He/She will present the *Examiner's report and a written financial report to each member attending the annual meeting. He/She will be responsible for the safe keeping of all correspondence and records of the Club, which includes minutes of all meetings, including Directors' meetings. He/She shall maintain an up-to-date record of the Club's membership. He/She shall prepare a written agenda to be given to each member attending the annual meeting. He/She will see that copies of all reports presented at the annual meeting including the minutes are mailed to each Club member. He/She will receive an honorarium as voted upon by the membership at the annual meeting.

Membership

In order for a person to be a member in good standing of this Club, they must have paid their membership for the calendar year. Fees are due January 1st of each year.

*Membership Fees are to be set by the Board of Directors and applicable immediately as the Board sees fit. A junior member is someone 18 years of age or under at the time of payment of the membership. A family membership consists of two adults and any children of theirs 18 years and under. Junior members are not entitled to voting privileges.

Individuals who reside outside of Ontario may become members of the Club but shall not hold office.

When membership is granted to non-individuals (organizations and associations, etc) such organization shall specify the person who is entitled to exercise the rights of a member in good standing. Such person shall not be entitled to hold office in the Club.

An honorary member is a person who, by a majority vote of the members in attendance at the annual meeting has been granted honorary membership in the Club. Honorary members shall not hold office or pay membership fees.

Insurance

The Club shall hold the proper directors and/or officers' liability insurance for the protection of any person holding office in the Club. The amount of the policy shall be a minimum of one million dollars.

Annual Meeting

The site and time of the annual meeting of the club shall be decided upon at the discretion of the Board of Directors but it shall be held no later than the last day of February each year. The membership shall be advised in writing of the meeting no later than thirty days prior to its date.

Each member in good standing shall be entitled to attend and have voting privileges. Ten members in good standing attending this meeting shall constitute a quorum.

At least sixty days prior to the date of the annual meeting, the Directors shall appoint a nominating committee of three members (including at least one Director) to compile and submit to the membership at the annual meeting a slate of possible officers. However, nominations will also be accepted from the floor at the annual meeting. Voting shall be by ballot.

Order of Business

Call to order by the President and his/her comments

Identification of members present

Approval of the agenda (deletions and additions)

Reading of the minutes of the last annual meeting

Business arising from the minutes

Auditor's report and financial report

New business

Secretary honorarium

Adjournment

Amendments

This constitution may be amended at the annual meeting or any other special membership meeting called. Amendments must be in the form of a notice of motion mailed to the Secretary at least 60 days prior to the date of said meeting. The notice of motion must be then mailed to the membership at least 30 days prior to the date of the annual meeting where it will be voted upon.

Amendments must receive two-thirds in favour vote at the said meeting.