

**CANADIAN WARBLOOD HORSE BREEDERS ASSOCIATION BY-
LAWS
Incorporated January 3, 1991
AMENDMENTS**

Amended Article 4
Amended
Amended

September 15, 1994
March 15, 2011
October 11, 2017

I. NAME

The Association shall be named the Canadian Warmblood Horse Breeders Association, and is hereafter referred to as the "Association".

II. PURPOSE, BREEDING AIM AND WORK OF THE ASSOCIATION

- a. The association is a corporate union of breeders for the purpose of furthering Warmblood horse breeding in Canada. In compliance with and under the authority of the Animal Pedigree Act 1988 the Association will do all things necessary to maintain Canada's Warmblood breed registry.
- b. The breeding aim is to produce a well-bred Warmblood horse, correct in conformation and with good performance. A horse, which, on the basis of its temperament, character and rideability is suitable for Olympic and related equestrian Sports.
- c. The purpose of the association and the breeding aim shall be attained in particular by:
 1. The unification of the breeders of Warmblood horses in Canada.
 2. The keeping of the Stud Book.
 3. The establishment and promotion of a uniform breeding program that is consistent with the Animal Pedigree Act and international Warmblood breeding practice.
 4. The organizing of breed shows and representation in exhibitions.
 5. Suitable measures for the furtherance of sales.
 6. The above measures shall be carried out in the interests of the healthy and safe development of the Warmblood horse as an athlete, companion and progenitor.

III. DEFINITIONS

1. In these By-Laws,
 - a. "**Association**" means the Canadian Warmblood Horse Breeders Association.
 - b. "**Board**" means the Board of Directors of the Association.

- c. "**Pedigree Certificate**" means certificate of registration issued under the authority of the Animal Pedigree Act
- d. "**Stud Book**" means an official genealogical record of pedigree, current or historic, kept by an authorized body and the record of Pedigree Certificates issued by the Association as well as the names and pedigrees of mares and stallions eligible to produce registerable foals.
- e. "**Minister**" means the federal Minister of Agriculture and Agri-Food.
- f. "**Stud Book Regulations**" means the regulations developed and maintained by the Board defining the practices and procedures of the Warmblood breeding program.
- g. "**CLRC**" means the Canadian Livestock Records Corporation, Ottawa, Canada.

IV. RULES OF ELIGIBILITY

1. Registration in the Stud Book shall be decided on the basis that all registered animals must have a pedigree that traces to foundation Warmblood horses.
 - a. Animals shall be registerable as purebred which derive 100% from foundation horses and have the physical traits as described in the Articles of Incorporation.
 - b. By grading-up, animals shall be registerable as purebred which derive at least 7/8 from foundation horses or other purebreds.
 - c. Any other animals which trace back to foundation horses, but do not qualify as purebred, shall be registerable as percentage Warmblood. A minimum of 6 generations will be examined to establish the percentage based on approved foundation animals within those generations.
 - d. Qualification of parents and their placement in the appropriate stud book levels for the purposes of registering offspring, shall be decided according to rules established by the Stud Book Regulations ratified by the Board.
 - e. The Board may identify, from time to time, specific undesirable genetically-linked traits that will exclude an animal from eligibility for breeding, and thus for registration of its offspring, subject to ratification of the Stud Book Committee, and the Board.

V. RECOGNITION OF FOREIGN REGISTRIES

1. The Board shall be responsible for establishment and maintenance of Stud Book Regulations concerning recognition or removal of foreign registries, in whole or in part, for stud book entry and registration of offspring, based on the following criteria:
 - a. The horses derive from the same Warmblood foundation population.
 - b. The foreign registry maintains standards and practices that are similar to the standards and practices as prescribed in the Association Stud Book Regulations.
 - c. The foreign registered horses are physically identified in a manner which is unique, permanent and positive.

- d. The foreign registry's rules of eligibility correspond to the minimum requirements of the Association.
- e. The foreign registry must be able to produce registration certificates showing at least three generations of pedigree.

VI. MEMBERSHIPS

1. Members are persons or legal bodies who apply for membership, are accepted and who pay the appropriate fees. The following distinctions are made:
 - a. **Regular Members:** Persons and legal bodies who pay the prescribed annual regular membership fee. Regular membership is required of verified stallion owners, and for registration, studbook entry and inspection of breeding stock as per Article VII Rights and Duties of Members.
 - b. **Associate Members:** Persons and legal bodies who pay the prescribed annual associate membership fee. Associate members are friends or promoters of the breed who support the efforts of the association, but are not permitted to verify stallions, register, enter or have breeding stock inspected.
 - c. **Young Breeder Members / Youth Members:** Associate members or regular members under the age of twenty five for the purposes of eligibility in Young Breeders Programs.
 - d. **Honorary Members:** Persons who have earned special merit by supporting the association can be honorary members or honorary directorws or honorary chairpersons. Honorary members are appointed at the Annual General Meeting. They are freed of all membership fees as long as they are not actively breeding and registering Canadian Warmblood horses.
 - e. **Life Members:** Persons and legal bodies who qualify for regular or associate membership and have paid in one year the equivalent of ten regular membership fees as per Article VII Rights & Duties of Members.

VII. RIGHTS AND DUTIES OF MEMBERS

1. Members have the right to use the Association's facilities, to take part in the Association's events and to make petitions. Any regular or life member may be elected as director or delegate, or give notice to amend the By-Laws and Stud Book Regulations. All members may vote at the Provincial Chapter meetings, except that only regular and life members can vote for election of National Directors and Delegates.
2. The members are bound:
 - a. To adhere to the statute and resolutions of the association and to do nothing which might damage the authority and the interests of the association.
 - b. To pay the membership fees and all other fees as laid down and to fulfill any other obligations to the association.
 - c. To keep to the regulations of the Stud Book.
 - d. To give the association the annually necessary information for the carrying out of its registration functions and to allow the breeding documents to be examined.

- e. To give notice of resignation from the Association or positions of responsibility, to the Board.
3. Financial liability of each member is limited to the fees and other personal liabilities incurred by the member within the Association.
4. Failure to comply with the rules and regulations of the Association may mean;
 - a. Suspension of membership rights and privileges for a period defined by a disciplinary committee appointed by the Board.
5. The Board shall have the power to suspend or expel any member who violates any rule or regulation set forth in these Bylaws or whose conduct is in the opinion of the Board prejudicial to the purpose of the Association.
6. Right of Appeal. - A member with suspended privileges or expelled under VII (4,5 or 6), after the expiration of sixty days, shall have the right to apply to a Board Appeals Committee for reinstatement. If the Appeals Committee fails to find cause for reinstatement, the person may appeal to the general membership at a duly constituted General Meeting of the members. Reinstatement by the General Membership shall require the support of two thirds of the members present and voting.

VIII. REGISTRATION AND MEMBERS FEES

1. Membership fees and all other fees shall be determined by the Board.
2. Unless otherwise specified by the Board, all fees shall be paid to the head office of the Association and shall be forthwith deposited in credit to the Association at a chartered bank selected by the board.

IX. OFFICES

1. The head office of the Association shall be at such place as the Board may determine, consistent with the business management of the Association which may be co-located with the principal residence of the Chair.
2. The office of registration of pedigrees shall be: at such place as the Board may determine, subject to ratification at a General Meeting.
3. The association's articles of incorporation, by-laws, business records and books of accounts shall be kept at the head office of the Association or by the Secretary of the Association.

X. FISCAL YEAR

1. The fiscal year shall be the calendar year.

XI. THE BOARD OF DIRECTORS

1. The board shall consist of:
 - a. Two Directors from each duly constituted provincial chapter elected from the ranks of the members for a term of 2 years. Each term to come due in alternate years. Attendance at Board meetings is required.
 - b. A Chair elected from the ranks of the board by the Annual General Meeting for a term of 2 years. The Chair shall call the Board meetings, the Annual General Meetings and the Stud Book Committee meetings and shall take the chair at them. The Chair will oversee the implementation of approved resolutions. The Chair shall remain as a member of the Board for two years following the term of office.
 - c. A Vice Chair elected from the ranks of the Board by the Annual General Meeting for a term of 2 years. The Vice Chair shall act on behalf of the Chair when the Chair is unable to be present.
 - d. A Secretary elected from the ranks of the Board by the Board. The Secretary is responsible for keeping the minutes of the meeting and notifications of meetings.
 - e. A Treasurer elected from the ranks of the Board by the Board. The Treasurer is responsible for keeping the financial records.
 - f. The offices of Secretary and Treasurer may be filled by one person if at any annual meeting the membership present shall so decide.
2. The Board can take all measures which lie in the interests of the Association and its members and which further the purposes of the Association.
3. The Board has the following tasks especially:
 - a. To issue Stud Book regulations which are binding for all members, and subject to member approval.
 - b. To establish a list of approved Stud Books. The Board shall further recommend if grading up should be permitted from the male and /or female side in the Stud Book Regulations.
 - c. To appoint the members of the Judging Committee for stallions.
 - d. To engage and dismiss any employees or agents of the Association.
 - e. To make business arrangements as necessary.
 - f. To develop the Annual Budget.
 - g. To engage auditors to examine the annual financial statements of the Association.
 - h. To set membership fees and all other fees.
 - i. To establish policies and procedures which support the provisions in these by-laws that are binding on all members.

- j. To form committees and define their duties.
4. Meetings of the Board
- a. The Board shall be notified at least 14 days before sitting.
 - b. The Board must sit at least once a year.
 - c. **Quorum:** The Board shall be capable of passing resolutions when at least half of the voting members are present. Resolutions shall be passed by simple majority of the members present; a proposal shall be rejected if there is a parity of votes. The right of voting is not transferable.
 - d. The Chair is obligated to call a Board meeting upon the request of a third of the Board members.
 - e. As a rule voting shall take place openly. Upon the request of a Board member, voting shall take place secretly.
5. Vacancies:
- a. Should a Board member retire during a period of election then a new member shall be appointed by the chapter affected to hold office until the next Annual General Meeting of that chapter.
 - b. Should an officer retire before the end of Term, the Board is authorized to fill the position by appointment from the ranks.
 - c. A Board position shall be deemed to be vacant when a Director misses three consecutive meetings without communication to the Chair and the vacancy shall be filled as per a).
6. Reimbursement: Normally, the work of the Board is honorary. However, costs may be refunded.

XII. THE STUD BOOK COMMITTEE

1. The Stud Book Committee is an executive committee consisting of, the Chair and Vice Chair as well as two further Board members who are voted for at the Annual General Meeting on the advice of the Board.
2. Employees of the association and other directors or appointees may belong to the Stud Book Committee in an advisory capacity.

3. The Stud Book Committee shall pass its resolutions by majority vote. The Chair shall have the casting vote when there is a parity of votes.
4. The Stud Book Committee has, in particular, the following tasks:
 - a. To prepare the meetings of the Board and the Annual General Meetings,
 - b. to prepare the motions concerning decisions and resolutions on all questions to do with the breeding regulations,
 - c. to decide on the entry of stallions in the Stud Book according to proposals by the Judging Committee,
 - d. to carry out the tasks which have been passed to it by the Board or the Annual General Meeting.

XIII. STUD BOOK REGULATIONS

1. The rules and regulations regarding the specific process of registration and entry of breeding stock into the Stud Book shall be defined in the Stud Book Regulations issued by the Board.
2. The Stud Book Regulations are binding on all members. Without limiting the foregoing, the following provisions will be included in the Stud Book Regulations:
 - a. **Forms:** Application for registration, change of ownership and entry of breeding stock into the Stud Book must be made on forms approved by the Stud Book Committee.
 - b. **Identification:** The Stud Book Regulations shall provide for a practical and effective system of identification including recording markings, and by submission of a DNA sample.
 - c. **Transfer of Registration:** In the case of the sale of a registered animal the seller must furnish a Pedigree Certificate of registration in the Warmblood Horse Stud Book of Canada and a transfer of ownership showing the purchaser ownership. Refusal to do so on any pretext whatever, except under written contract, shall be grounds for expulsion. If a member from the Association is not a member, further applications for registration or transfer shall be refused.
 - d. **Duplicate Certificates:** A duplicate certificate may be issued if the registered owner or authorized agent files a witnessed declaration showing in a satisfactory manner that the original is lost, destroyed or unobtainable.
 - e. **Private Breeding Records:** There shall be kept by each breeder a private record which shall contain full particulars of the breeding operation. This record shall at all times be open to the inspection of officials of this Association, and officials of the Department of Agriculture and Agri-Food Canada.

XIV. THE BUSINESS MANAGER

1. A Business Manager or contract service provider may be engaged and dismissed by the Board. His tasks can be fixed by an order which shall be passed by the Board.
2. At all events the Business Manager shall manage the business of the current administration and shall have the following especially:
 - a. The management of the accounts and monetary affairs,
 - b. Make the business reports.
 - c. Manage and supervise the business affairs of the business agencies.

XV. ANNUAL GENERAL MEETING

1. The Annual General Meeting (AGM) shall ratify the policies and affairs of the Association by the passing of resolution.
2. The Annual General Meeting shall be open to all members of the association. Members, including Directors and Delegates may attend in person or by other means such as video conference, teleconference as long as the member can participate in the proceedings and can communicate with those present.
3. **Voting:**
 - a. Voting at the AGM of the association shall be performed by three delegates elected annually by each Chapter and by the two Chapter Directors of the Board.
 - b. Resolutions shall be passed by the majority vote of the delegates and directors. The motion shall be rejected in the event of a parity of votes.
 - c. Each delegate and director has a vote. Transference of votes is permissible to a maximum of two proxies per Chapter: but not transferrable between Chapters.
 - d. Voting at remote locations shall be regulated by an adjudicator, endorsed by the Board, responsible for verifying credentials and reporting voting results.
4. An Annual General meeting shall be called once a year at a place determined by the Board. Further General Meetings shall be called at the wish of the Board or 1/20 of the association's members.
 - a. Notice of the meeting shall be given 30 days beforehand with the inclusion of the agenda and Notice of Motions to amend the By-Laws.
 - b. Each Annual General meeting called in a proper manner shall be capable of decision.
5. The Annual General Meeting has the following tasks especially:
 - a) The approval of the annual report, the annual budget, the annual financial statement and the management of the capital, as well as the exoneration of the Board,
 - b) To decide on the distribution of funds to Provincial Chapters,

- c) to elect the Chair and Vice Chair of the Board,
 - d) To elect two Stud Book Committee members. Each term to come due in alternate years.
 - e) To appoint public accountants,
 - f) To decide on the appeals of members who have been disqualified or reprovved by the Board,
 - g) To elect honorary members,
 - h) To undertake the alteration of By-Laws. This must stand on the agenda and a majority of 3/4 of the delegates and directors present is necessary.
 - i) To decide on the level of compensation for Board members and others who work for the association in an honorary capacity.
 - j) To dissolve the association.
6. Every member of the association may put forward motions or speak to motions. Only directors and delegates may vote. Motions concerning the Constitution and Stud Book Regulations must, however, be sent to the Board in such time that they may be put on the agenda.

XVI. ELECTIONS

Elections shall be conducted at the Annual General Meeting by an elections chairperson elected by the Annual General Meeting. Nominations shall be taken from the floor. All elections at the Annual General Meeting shall take place by secret ballot with a simple majority of the delegates and directors present. An open vote shall be allowed if there is no opposition to it. Should there be no absolute majority in the first election then the two persons with the most votes shall be taken as candidates. On a parity of votes the elections shall be settled by the drawing of lots.

XVII. PROVINCIAL CHAPTERS

1. Members living within a province or territory shall constitute a chapter of the association. Each chapter shall operate under a constitution which is compatible with and recognizes the authority of the constitution of the Canadian Warmblood Horse Breeders Association. A single Chapter may be constituted from more than one province or territory.
2. Each chapter has the following tasks especially:
 - a. To elect two directors to the national board,
 - b. To elect three delegates to the Annual General Meeting,
 - c. To appoint members to the judges committee for mares,
 - d. To nominate members to the judges committee for stallions,
 - e. To carry out the normal business of the association within the province or territory,
 - f. To organize breed shows that benefit the Warmblood horse.

XVIII. THE AUDITING OF THE ACCOUNTS

1. After the annual accounts have been settled the books shall be examined by a qualified auditor. The relevant examination of the income and expenses shall take place by the auditors chosen by the Annual General meeting. The auditors shall certify the results of the examination in writing, which must be laid before the Annual General meeting before acceptance of the annual statement of accounts. The annual statement of the accounts shall

be laid out in the administrative office or posted electronically during the 7 days previous to the Annual General meeting which is responsible for the approval of these accounts, so that any regular member may examine them.

2. In accordance with the Animal Pedigree Act, the Association will forward to the Minister a copy of notices of meetings setting out proposed amendments to the Association's By-Laws, a copy of the annual report including financial statements and a list of directors and officers of the Association.

XIX. THE PUBLICATION OF RESOLUTIONS AND OTHER REPORTS

Minutes of the Annual General meetings, as well as other communications of the Association, shall officially be made known to all members by publication in the association's Newsletter.

XX. AMENDMENTS, AMALGAMATIONS AND DISSOLUTION OF THE ASSOCIATION

1. The Association's Articles of Incorporation can be amended by a simple majority vote of all members who have voting rights at a properly called Annual General meeting.
2. The Association can only be amalgamated or dissolved by a majority vote of 3/4 of all members who have voting rights at a properly called Annual General meeting and in accordance with Sections 25(1) and 58(e) of the Animal Pedigree Act.