

## **BY-LAW NO. 2**

September 28, 2024

By-Law No. 2

(Replacing By-Law No. 1)

A By-law relating generally to the  
conduct of the affairs of

**Horseshoe : Ontario**

(hereinafter called the  
“Corporation”)

**WHEREAS** the Corporation was incorporated by Letters Patent issued under the Act and dated the 8<sup>TH</sup> day of January, 1988;

**AND WHEREAS** it is appropriate that By-Laws be reviewed periodically;

**BE IT THEREFORE ENACTED** that the following be and is hereby enacted as By-Law No. 2 of the Corporation, a Corporation incorporated pursuant to the Laws of the Province of Ontario, regarding the regulation of its affairs.

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## Section 1 – General

### 1.1 Definitions

In this by-law, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the board of directors of the Corporation;
- c. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. “Chairperson” means the Chairperson of the Board;
- e. “Vice-Chairperson” means the Vice Chairperson of the board
- f. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. “Director” means an individual occupying the position of Director of the Corporation either as an Officer or Director at Large;
- h. “Director at Large” means an individual occupying one or more of the Director at Large Portfolios
- i. “Member” means an individual appointed by the Directors to be a member of the Corporation, as described in Section 9 hereof;
- j. “Members” means the collective membership of the Corporation;
- k. “Officer” means an Officer of the Corporation.
- l. “Participant” means those individuals who pay an annual fee to Horseshoe Ontario which will include the fee charged by Horseshoe Canada.
- m. “Portfolios” are established by the Directors to delegate the functional work of the Corporation.

### 1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### 1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **1.4 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

## **1.5 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 – Structure**

### **2.1 Organizational Structure**

Commencing in late 2024, Horseshoe Ontario is amending its structure. Upon the passing of this Bylaw No. 2 by its members, Horseshoe Ontario will no longer have all individuals who previously paid a membership fee classified as members. Instead, Horseshoe Ontario is closing its membership where only Directors will be members. The Board will also create new Directors at Large positions, with voting privileges. Persons paying a fee to belong to Horseshoe Ontario and Horseshoe Canada will hereafter be referred to as participants without membership status.

The membership of Horseshoe Ontario will be comprised only of its Board of Directors, including the newly created Director at Large positions.

### **2.2 Fee Structure**

Individuals who wish to participate in events sanctioned by Horseshoe Ontario and Horseshoe Canada, including local, provincial, national, and world tournaments, will join Horseshoe Ontario by remitting an annual fee to Horseshoe Ontario. In turn, Horseshoe Ontario will remit the required national levy to Horseshoe Canada on behalf of those individuals joining Horseshoe Ontario. While the initial levies are \$5 for Horseshoe Canada and \$25 for Horseshoe Ontario, the amounts of the levies are subject to change as determined by their Boards of Directors. These levies apply to all Horseshoe Ontario Participant categories, including children and youth.

## **Section 3 - Directors**

### **3.1 Composition of the Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) and not more than ten (10) members, including Directors at Large. Each Director shall, at the time of their election and throughout their term of office, be a member of the Corporation and shall cease to be a member of the Corporation upon ceasing to be a Director.

### **3.2 Directors at Large Portfolios**

In addition to the Officers outlined in Section 6.1, the Board will appoint Directors at Large to hold the following portfolios: Tournament Director; Games-Related Director; and Participant Director. Three Directors without a portfolio will also be appointed. The same Director at Large and/or Officer may hold more than one portfolio. Voting is limited to one vote per person, not per position.

### **3.3 Election and Term**

The Directors shall be elected by the Members. Directors will be elected for three-year renewable terms with 1/3 of the members eligible for re-election each year.

### **3.4 Vacancies**

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

### **3.5 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

### **3.6 Committees**

The following shall be the Standing Committees of the Board:

- a. Finance Committee; and
- b. Tournament Committee

Committees may be established by the Board as follows:

- a. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee.
- b. The Board may dissolve any committee by resolution at any time.

### **3.7 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

### **3.8 Composition of Standing Committees**

The Finance Committee shall be composed of the Chairperson of the Board, the Treasurer, and at least one other Director. The Chairperson of the Finance Committee shall be the Treasurer of the Board. A quorum shall be a majority of its members.

The Tournament Committee shall be composed of the Chairperson of the Board, the Tournament Director, and at least one other Director. The Chairperson of the Tournament Committee shall be the Tournament Director. A quorum shall be a majority of its members.

## **Section 4 – Board Meetings**

### **4.1 Calling of Meetings**

Meetings of the Directors may be called by the Chairperson or any two Directors at any time by notice as required by this by-law.

### **4.2 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the information fixing the place and time of such meetings to each Director.

### **4.3 Notice of Meetings**

Notice of the time and place for the holding of a meetings of Directors shall be given in the manner provided in Section 10.5 of this by-law to every Director of the Corporation not less than ten days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **4.4 Quorum**

A majority of the number of directors present in person or by electronic means, constitutes a quorum for all meetings of the board. A quorum of directors may exercise all the powers of the directors. Once achieved, quorum is not lost should directors leave the meeting prematurely.

### **4.5 Chairperson**

The Chairperson shall preside at Board meetings. In the absence of the Chairperson, the Vice Chairperson shall preside as Chairperson, and in the absence of the Chairperson and Vice Chairperson, the Directors present shall choose one of their number to act as the Chairperson of the meeting.

### **4.6 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. Voting is limited to one vote per person, not per position. In case of an equality of votes, the Chairperson shall not have a second or casting vote and the motion will be considered defeated.

### **4.7 Participation by Telephone or Other Communications Facilities**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all Directors to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. Furthermore, when a meeting is unable to be called to address an urgent matter requiring an expedited vote, if all directors agree (either in person, or electronically or by responding to an email) a Draft Resolution may be shared with the board electronically by email, and the Directors may respond with their vote (for, against, or abstain) from their recognized email address, which will have the same effect as if they had voted in person.

## **Section 5 – Financial**

### **5.1 Banking**

The Board shall by resolution from time to time designate the bank, credit union, trust company or investment advisor in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.



## **5.2 Financial Year**

The financial year of the Corporation ends on September 30 of each year or on such other date as the Board may from time to time by resolution determine.

## **Section 6 – Officers**

### **6.1 Officers**

The Board shall appoint from among the Directors a Chairperson and may appoint any other persons to be Vice Chairperson, Treasurer, and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **6.2 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

### **6.3 Duties**

Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties. Specific duties will be reflected in Horseshoe Ontario's Governance Manual.

### **6.4 Duties of the Chairperson**

The Chairperson shall perform the duties described in sections 3.8 and 10.6 and such other duties as may be required by law or as the Board may determine from time to time and reflected in the Corporation's Governance Manual.

### **6.5 Duties of the Vice Chairperson**

The Vice Chairperson shall perform the duties described in section 3.8 and such other duties as may be required by law or as the Board may determine from time to time and reflected in the Corporation's Governance Manual.

### **6.6 Duties of the Treasurer**

The Treasurer shall perform such duties as may be required by law or as the Board may determine from time to time and reflected in the Corporation's Governance Manual.

### **6.7 Duties of the Secretary**

The Secretary shall perform such duties as may be required by law or as the Board may determine from time to time and reflected in the Corporation's Governance Manual.

## **Section 7 – Protection of Directors and Others**

### **7.1 Protection of Directors and Officers**

The Corporation shall maintain Directors and Officers Liability Insurance as well as Corporate Liability coverage.

No Director, Officer or committee member of the Corporation will be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

## **Section 8 – Conflict of Interest**

### **8.1 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation, shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **Section 9 – Members**

### **9.1 Membership**

Membership in the Corporation shall consist of such participants interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board. Each Member is entitled to one vote. Prospective Members must be current, paid-up participants in order to be considered. Members must maintain participant status while serving as a Member and Director.

### **9.2 Disciplinary Act or Termination of Membership for Cause**

A member may be disciplined or terminated following the process below:

- a. Upon 15 days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws or for any other act deemed a reputational risk to the Corporation.

- b. The notice shall set out the reasons for the disciplinary action or termination of Membership.
- c. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

## **Section 10 – Members’ Meetings**

### **10.1 Annual Meeting of Members**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board, usually within six (6) months of the previous year-end, but within 15 months of the previous annual meeting of members. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report, or other financial information as required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement, if applicable;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, if applicable;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member’s proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **10.2 Special Meetings**

The Directors may call a special meeting of the Members at any time.

### **10.3 Quorum**

Quorum for annual meetings of members and special meetings of members is a majority of the members entitled to vote at the meeting, whether present in person, by electronic means or by proxy.

## **10.4 Proxies**

Every member entitled to vote at a meeting of the members may, by means of a proxy, appoint a proxyholder as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxyholder must be a current member of the corporation. The Secretary will hold the submitted proxies and vote on behalf of each proxy held.

## **10.5 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

## **10.6 Chairperson of the Meeting**

The Chairperson shall be the Chairperson of the Members' meeting; in the absence of the Chairperson, the Vice Chairperson shall be the Chairperson of the Members' meeting; in the absence of the Chairperson and Vice Chairperson, the remaining Members present at any Members' meeting shall choose one of their number to Chairperson the meeting.

## **10.7 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. Each member shall be entitled to one vote at any meeting, whether in person, by electronic means, or by proxy;
- b. votes shall be taken by a show of hands among all Members and the Chairperson of the meeting shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chairperson of the meeting may require, or any Member may demand a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chairperson of the meeting shall direct;
- e. if there is a tie vote, the Chairperson of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **10.8 Adjourments**

The Chairperson may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **10.9 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chairperson of the meeting or with the majority consent of the Members present at the meeting.

## **Section 11 – Notices**

### **11.1 Services**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email, or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **11.2 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **11.3 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## Section 12 – Adoption and Amendment of By-laws

### 12.1 Amendments to By-laws

This By-law may be amended by a majority vote of the Board and the Members.  
This By-law may be repealed and replaced by a new By-law by a majority vote of the Board and the Members.

Therefore, By-law Number 2 is hereby:

Enacted on the 28<sup>th</sup> day of September, 2024

Furthermore, By-law Number 1 is hereby:

Repealed on the 28<sup>th</sup> day of September, 2024

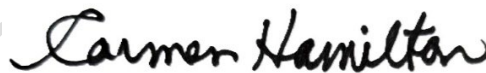
Signed on behalf of the corporation:

Chairperson

Vice Chairperson

Lia Snell

Carmen Hamilton



\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature