

**THE CANADIAN REGISTRY OF THE TENNESSEE WALKING HORSE**

**BY-LAW AND CONSTITUTION**

**THIS COPY INCLUDES AMENDMENT CHANGES TO APRIL, 2010**

**Effective September, 2010**

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# **THE CANADIAN REGISTRY OF THE TENNESSEE WALKING HORSE**

## **BYLAWS**

### **ARTICLE I**

### **PREAMBLE**

These by-laws shall be deemed to be the constitution of the Canadian Registry of the Tennessee Walking Horse.

### **ARTICLE II**

### **NAME**

The name of the Association shall be "The Canadian Registry of the Tennessee Walking Horse", hereinafter referred to as 'the Association'.

### **ARTICLE III**

### **SEAL**

The seal of the Association shall consist of a figure of a Tennessee Walking Horse superimposed upon the outline of the Maple Leaf with the following words to the right side of the Maple Leaf, 'Canadian Registry of the Tennessee Walking Horse'.

### **ARTICLE IV**

### **OBJECTS**

The objects of the Association shall be:

1. to establish standards of breeding and to develop and maintain a system of identification and registration for purebred Tennessee Walking Horses through the Canadian Livestock Records Corporation, hereinafter referred to as the "Corporation".
2. to encourage ongoing improvement in the quality of the Tennessee Walking Horse.
3. to co-operate and co-ordinate with other Breed Associations and agriculture groups to develop the interest of the Light Horse Industry of Canada to domestic and international markets.
4. to promote the Tennessee Walking Horse as a versatile breed by promoting the Tennessee Walking Horse for general family enjoyment to foster friendship, good-will and understanding between Tennessee Walking Horse owners, and to establish a friendly accord between the Association members, the public, and other Tennessee Walking Horse Associations.

### **ARTICLE V**

### **POWERS OF THE ASSOCIATION**

1. The Association may do any act or thing necessary for, or incidental or conducive to, the carrying out of its purpose and business and affairs related thereto.
2. Without restricting the generality of the foregoing, the Association may make all needful contracts and agreements and adopt aims from time to time to assist breeders engaged in the propagation and breeding of purebred Tennessee Walking Horses in compliance with the Animal Pedigree Act or any regulations made thereunder.

## **ARTICLE VI**

## **MEMBERSHIP IN THE ASSOCIATION**

### **A. TYPES OF MEMBERS**

#### **1. FULL MEMBERSHIP**

Full membership shall be available to those individuals, families, corporations and partnerships who own at least one Tennessee Walking Horse duly registered with the Association and who reside in Canada. Each full membership shall entitle the holder thereof to all rights of membership, including the right to one vote on all Association business, and the right to hold office. Full membership is available to eligible parties as herein defined for an annual term January 1 to December 31st inclusive, upon payment of the prescribed annual fee.

a) **INDIVIDUAL FULL MEMBERSHIP** shall be available to individuals who are Canadian residents, 18 years of age and older, who own at least one Tennessee Walking Horse which is registered with the Association; such registration to occur either previous to or concurrent with application for membership.

b) **FAMILY FULL MEMBERSHIP** shall be available to family units comprised of a man and a woman and all children of the marriage or relationship under the age of 18 years who are resident in Canada. At least one family member must own a Tennessee Walking Horse which is registered with the Association; such registration to occur either previous to or concurrent with application for membership. The family unit shall have one vote in all Association business, such vote to be exercised by either the man or woman, as designated by the family unit at the time application for membership is made. Either the man or woman may hold office within the Association.

c) **CORPORATE MEMBERSHIP** shall be available to those corporations duly incorporated pursuant to the laws of Canada or one of the provinces or territories thereunder. Proof of incorporation shall be provided at the time of application. The Corporation must own at least one Tennessee Walking Horse which is registered with the Association; such registration to occur either previous to or concurrent with application for membership. The Corporation shall have one vote in all Association business, such vote to be exercised by that Corporate officer who is duly designated by the Corporation to vote at the time application for membership is made. Corporate shareholders over the age of 18 years shall be entitled to hold office with the Association.

d) **PARTNERSHIP MEMBERSHIP** shall be available to those Partnerships duly registered under relevant provincial partnership legislation. Proof of registration shall be provided at the time application for membership is made. The Partnership must own at least one Tennessee Walking Horse which is registered with the Association; such registration to occur either previous to or concurrent with application for membership. The Partnership shall have one vote in all Association business, such vote to be exercised by that partner who is duly designated by the Partnership to vote at the time application for membership is made. Any partner over the age of 18 years shall be entitled to hold office with the Association.

#### **2. INDIVIDUAL LIFE MEMBERSHIP**

An individual who is at least 18 years of age and resident in Canada may obtain a lifetime full membership which shall entitle the lifetime member to vote in all Association business and to hold office within the Association. To obtain a lifetime membership an individual must pay the one time prescribed lifetime membership levy and must own at least one Tennessee Walking Horse registered with the Association. Lifetime memberships are not assignable and are non-transferable.

### **3. YOUTH MEMBERSHIP**

Youth membership is available for an annual term of January 1 to December 31 inclusive to youth under the age of 18 years who are resident in Canada upon payment of the prescribed annual fee. A youth member shall not be entitled to vote or hold office within the Association.

### **4. ASSOCIATE MEMBERSHIP**

Associate membership shall be available to those individuals or groups residing in Canada who desire to promote the interest of the Tennessee Walking Horse. Associate members need not own a Tennessee Walking Horse which is registered with the Association. Membership is available for an annual term of January 1 to December 31 inclusive upon payment of the prescribed fee. Associate members shall not be entitled to vote or hold office within the Association. An Associate Member may register at non-member fees.

### **5. HONOURARY MEMBERSHIP**

The Association may appoint honorary life members wherever resident at a general meeting if the Board of Directors have, by resolution, named the proposed member or members and recommended that such appointment be made: but such Honorary Member shall take no part in the management of the Association affairs, their positions shall be purely honorary.

### **6. AFFILIATE MEMBERSHIP**

Affiliate membership shall be available to any Canadian regional group of Tennessee Walking Horse owners, other than a national association, or an association or club involved in horse related activities as approved by the Board of Directors. Affiliate membership shall be for an annual term of January 1 to December 31 inclusive. There will be no prescribed annual fee for an affiliate group. An affiliate group must submit, and keep up to date, a typewritten list of its members together with their respective addresses. Members of an affiliate group shall have no voting rights. However, the group as a whole shall have one vote determined by the group as a whole. No member of an affiliate group shall hold an elected office by virtue of his affiliate membership status. A member of an affiliate group may register at non-member fees.

### **7. NON RESIDENT MEMBERSHIP**

Non resident membership shall be available to those individuals, families, corporations and partnerships who own at least one Tennessee Walking Horse duly registered with the Association and who reside outside of Canada. Membership is available for an annual term of January 1 to December 31 inclusive upon payment of the prescribed fee. Non resident members shall not be entitled to vote or hold office within the Association. A non resident member may register at member fees.

## **B. APPLICATIONS FOR MEMBERSHIP**

1. Applications for annual membership other than honorary membership shall be sent to the Association in care of Canadian Livestock Records Corporation.
2. Each membership shall be accompanied by the prescribed fee for the type of membership for which application is made, either by cash, cheque, money order or credit card, payable in Canadian funds to Canadian Livestock Records Corporation for deposit to the account of the Canadian Registry of the Tennessee Walking Horse. The Board of Directors shall set the fee for each type of membership and notify each member 60 days prior to any changes.
3. The annual term of membership, other than life membership, shall be January 1 to December 31 inclusive. Membership fees shall be due and payable on or before January 1st.
4. The Association shall have the right to reject any application for membership for cause that contravenes the bylaws of the Association.
5. Each applicant, on becoming a member, shall be deemed to agree to and be bound by this constitution and amendments thereto.
6. Application for either partnership membership or corporate membership shall specify the person authorised to vote, act or sign for the partnership or corporation. A member of a partnership or corporation other than the person mentioned in the application may be authorised by the partnership or corporation to act or vote at any meeting of the Association.
7. Each application for family membership shall be accompanied by a list of family members together with the ages of all children included under the family membership.

## **C. RIGHTS AND OBLIGATIONS OF MEMBERS**

1. All members in good standing shall, as a matter of contract and except as hereinafter provided, enjoy the same rights and privileges and be subject to the same liabilities as the original incorporators of this Association. No member who is in arrears of membership or other fees shall enjoy such rights and privileges.
2. Every member shall be entitled to a certificate of membership in the Association in such form as may be prescribed by the Board of Directors. In the case of the loss, mutilation or destruction of a certificate of membership, a duplicate certificate may be issued upon payment of a prescribed fee.
3. A member in good standing is a member who has complied with the regulations as set forth herein and who is not in arrears of membership or other fees or dues or otherwise suspended.
4. The financial liability of the member to the Association shall be limited to the amount due from him in respect to his membership and registration fees.
5. A member may, provided he is not in arrears for membership or other fees or dues, at any time resign from membership in the Association by giving notice in writing to the Secretary of his intention to do so. The termination of membership shall take effect immediately; however, there shall be no refund of any fees paid prior to termination for the balance of the remaining term of membership.
6. No member shall hold office or be entitled to vote at a meeting or to give notice to amend this constitution while his membership or other fees or dues are in arrears.
7. No applicant shall be entitled to vote until his or her membership has been accepted.
8. No member shall be entitled to any of the rights and privileges of the Association during any year until his or her annual fee for that year is paid.

9. Any ongoing member who has not renewed his membership in advance of the membership year shall on January 1st of the new membership year be struck from the membership role of the Association.

10. Any member whose name has been struck from the membership roll of the Association for non-payment of annual dues shall be entitled to have his name re-instated to the membership roll upon application in the prescribed form, accompanied by the annual membership fee.

#### **D. SUSPENSION OF MEMBERS**

A suspended member is a member who has been suspended by the Board of Directors, or who has been placed on probation by the Corporation.

1. The Association shall have the power to suspend or expel any member in good standing who fails to observe any rule or regulation set forth in this constitution, or whose conduct is, in the opinion of the Association, prejudicial to the interests of the Association.

2. A member so suspended or expelled shall, after the expiration of sixty days, have the right to apply to the Associations for re-instatement and shall on application, be reinstated at the next meeting of the Board provided two thirds of the members of the Board present thereat vote in the affirmative. If the Board of Directors refuses to re-instate a person suspended or expelled from membership, such person shall have the right to apply for re-instatement by the next succeeding general meeting, but re-instatement by a general meeting shall be only by a vote of two-thirds of the members present thereat and voting.

3. Where the Board has reason to believe that a member has engaged in conduct deserving of suspension or expulsion, the Board shall set out its charge in writing and shall provide same to the member, along with 15 days written notice of the time and place for a meeting of the Board where the member may appear and answer the charges against him.

4. A member who is suspended for failure to pay fees owing to the Association shall not be entitled to have registered, to have identified, or to transfer the ownership of any animal until such time as all fees have been fully paid to the Association.

5. A member who is suspended for contravention of any by-law of the Association relating to the eligibility for registration or identification of animals of the Association, the individual identification of animals, or the keeping of private breeding records; or who otherwise has contravened any provision of the Animal Pedigree Act or regulations thereto, or any provision of the Animal Disease and Protection Act, or the regulations thereunder relating to the identification, within the meaning of that Act, or more failing to blood type or DNA profile when requested, shall not be entitled to register, transfer, or otherwise have animals identified during the period of suspension.

6. Any member who is expelled for any reason set out in Section 5 above shall not be entitled to register or transfer animals.

#### **ARTICLE VII**

#### **HEAD OFFICE**

1. The head office of the Association shall be at such place as the Board of Directors may from time to time determine. Notice is to be given every year as to the location of the head office.

2. The office for registration of pedigree for purebred Tennessee Walking Horses shall be the office of the Canadian Livestock Records Corporation, and under the supervision of the officials and boards constituted under the Animal Pedigree Act.

## **ARTICLE VIII**

## **BOOKS OR RECORDS**

1. Books and records of the Association will be kept in Canada with the Secretary of the Association.
2. The Board of Directors shall advise members of the location of the books and records of the Association.
3. The Association shall cause a record to be kept by the Secretary, which shall contain a copy of the constitution and amendments thereto, and every person upon becoming a member of the Association shall have access to a copy of the constitution together with all amendments thereto to date. If a member requests a hard copy or electronic copy of the constitution, it will be provided.
4. Books of Account shall be kept by the Treasurer at a place convenient to him or her or where directed by the Board of Directors from time to time, and shall be available to all members in good standing for inspection at all reasonable times.

## **ARTICLE IX**

## **VOTING**

1. Each full member who has paid the annual membership fee due on the 1st of January each year and who is otherwise in good standing shall be entitled to vote.
2. Members may vote at any Annual or General meeting, either in person or by signed proxy in writing or by other electronic means, provided however, that such proxy shall be filed with the Secretary of the meeting before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment thereof. No proxy shall be valid after the expiration of 12 months from the date of its execution unless the member executing shall have specified therein the length of time it is to continue in force, which shall be for some limited period.
3. Members may not vote at Board of Directors meetings.

## **ARTICLE X**

## **DIRECTORS**

### **A. GENERAL**

1. The Association shall have a minimum of 10 Directors to be elected from across Canada.
2. Each Director shall be a full member of the Association and shall be of 18 years and shall be a citizen and resident of Canada.
3. No person may be elected a director unless he is a full member of the Association.
4. To provide continuity of knowledge, decisions etc., all past presidents will be ex-officio members of the Board of Directors.

### **B. RESPONSIBILITIES OF DIRECTORS**

1. The Board of Directors hereinafter referred to as "the Board" shall have the entire management of the business and objects of the Association. In the management and control of the property, business and affairs of the Association, or any other matters arising, the Board is hereby vested with all powers possessed by the Association itself.
2. The Board shall have the right to fill vacancies which may occur among the Officers through resignation, removal, disqualifications or otherwise. The Board for such purposes, though less than a quorum, may, by a majority vote, choose a successor or successors who shall hold office for the unexpired term.



3. Vacancies in the Board may be filled for an unexpired term by the members at a meeting called for that purpose unless such vacancy has already been filled by the Board of Directors.
4. The Board, at its discretion, may appoint such other officers or agents to assist in the objects of the Association or to assist an Officer in carrying out his duties as it may deem from time to time advisable. The Officers or agents so appointed need not be members of the Association or owners of Tennessee Walking Horse.
5. Directors may be interested directly or indirectly in any contract relating to the operations conducted by the Association and in any contract of furnishing supplies thereto.
6. Dues and fees shall be determined by the Board. Members shall be notified of any changes in dues or fees 60 days prior to the date of change.

### **C. TERM OF OFFICE**

1. The term of office for all Directors and Officers of this Association shall be for three years. The term begins immediately after the election.
2. No person shall be eligible to hold the office of President for more than two consecutive terms.

### **D. ELECTION OF DIRECTORS**

1. Elections for directors shall be held annually. The three year terms of those positions shall be staggered over a three year period so that one-third (1/3) of the positions become vacant each year.
2. For the purpose of the election of Directors, Canada shall be divided into Provincial zones with a Director or Directors for each province.
  - (a) Each province consisting of five (5) members or more shall be entitled to elect a Director from that province.
  - (b) Each province consisting of twenty (20) or more members shall be entitled to elect a second Director from that province.
  - (c) Each province consisting of forty (40) or more members shall be entitled to elect a third Director from that province.
3. Nomination of a Director must be made by a member other than the nominee in writing or by other electronic means to the Secretary of the Association. The nomination must be accepted by the nominee's signed statement that he/she is willing to stand for directorship. Nominations will be accepted after November 1 and before November 30.
4. In the event that any one Province has the right to elect more than one director to the Board of Directors, the terms are to be staggered so as to expire in different years.
5. In the event that a province fails to elect a Director, then the Directors of the Association may appoint a Director for that province, such Director to hold office until the end of the calendar year. Where possible, the appointed director shall reside within the province to be represented.

### **E. RESIGNATION OF DIRECTORS**

Any Director of this Association may resign during his or her own term of office by giving written notice to the Association. Such vacancy shall be filled by appointment by the Board of Directors until the next following election by the Association. Where possible, the appointed director shall reside within the province to be represented.

## **ARTICLE XI**

## **OFFICERS**

### **A. ELECTION OF OFFICERS**

1. The Officers of the Association shall be elected by the Board of Directors. A meeting shall be held immediately after the Annual General Meeting for this purpose.
2. The Officers of the Association shall comprise a President, two Vice-Presidents, a Secretary, and a Treasurer.
3. No Officer of the Association may hold more than one office.
4. Any Officer of this Association may resign during his or her own term of office by giving written notice to the Association. Such vacancy shall be filled by appointment by the Board until the next following election by the Board.

### **B. RESPONSIBILITIES OF OFFICERS**

1. The PRESIDENT shall be the chief co-ordinating officer of the Association and when present shall preside at all meetings of the members and of the Board. Unless some other person is thereinto specifically authorised to do so by vote of the Board, the President with the Secretary or Treasurer shall sign all bonds, deeds, and contracts of the Association. He shall perform all the duties commonly incident to his office and shall perform such other duties as the Board shall designate from time to time.
2. The VICE-PRESIDENTS shall, in the event of the absence of the President, by designation of the Boards, perform the duties and have the powers of the president. Each Vice-President shall perform such other duties and have such other powers as the Board shall designate from time to time.
3. The SECRETARY shall keep accurate minutes of all meetings of the Board and shall perform all the duties commonly incident to his office and shall perform such other duties and have such other powers as the Board shall designate from time to time. He shall be responsible for the proper filing of all Association correspondence, and for the maintenance of statistical records of the Association. He shall carry on and have the power to sign general correspondence on behalf of the Association. In his absence at any meeting, an Assistant Secretary or a Secretary Pro Tempore shall perform his duties thereat. The Secretary shall be the direct liaison officer with the authorities designated under the Animal Pedigree Act.
4. The TREASURER subject to the order of the Board shall have the care and custody of the money, funds, valuable papers and documents of the Association, (other than his own bond, where required, which shall be in custody of the president) and shall have, on exercise, under the supervision of the Board, all the powers and duties commonly incident to his office and shall have Bond, if required by the Boards, in such form and with such sureties as it shall require. He shall be the direct liaison officer with the accounting authorities designated under the Animal Pedigree Act and shall be responsible to fulfil the accounting requirements under such Act. He shall deposit all funds of the Association in such bank or banks, trust company, or trust companies, or with such firm or firms doing a banking business as the Directors shall designate. He may endorse for deposit or collection all cheques and notes payable to the Association or to its order, may accept drafts on behalf of the Association. He shall keep accurate books of account of the Association's transactions which shall be the property of the Association, and together with all its property in his possession shall be subject in every way to its orders and shall render an account of the Association's funds at each annual

meeting of the members. All cheques, drafts, notes or other obligations for the payment of money shall be signed by the Treasurer (except as the Board shall otherwise especially order). Notes and bonds shall be countersigned or registered as the condition of their validity by the President or such other officers as the Board shall by resolution direct. The Board may appoint an Assistant Treasurer or an Accountant with such powers and duties as it shall deem best.

## **ARTICLE XII**                    **REMOVAL OF DIRECTORS AND OFFICERS**

1. The Board of Directors, by vote of not less than a majority of the entire Board, may remove from office any Officer, agent, member, or members of any committees elected or appointed by them and they shall forthwith elect or appoint a replacement for same.
2. The members, of any Provincial Zone, at any special meeting of that Provincial zone, called specifically for that purpose, may, by vote of 2/3 of the members present at that meeting, remove from office, any Director who represents that Provincial zone.
3. In the case of a Director being so removed, the members of the Provincial zone shall forthwith elect a Director replacement.
4. In the case of the removal of an Officer, the Directors shall forthwith elect an Officer replacement.

## **ARTICLE XIII**                    **EXPENSES, INCOME AND PROPERTY**

1. The income and property of the Association from whatsoever source derived shall be applied solely towards the promotion and furtherance of the objects of the Association, and no part thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise as profit or gain to members of the Association past, present, or future, or to any person claiming through any member.
2. Nothing herein contained shall prevent the bona fida payment of remuneration to any secretary, treasurer, registrar, officer, clerk or servant, or other person or persons for services actually rendered to the Association, whether such are members of the Association or not, and the expenses of the Directors and other officers incurred in doing the business of the Association, if such payments shall have approval of the Board provided that any such payment shall be deemed a promotion and furtherance of the objects of the Association.
3. The Association shall, with other organisations comprising the Corporation, pay to the Corporation its proportionate amount of the expenses in conducting the Corporation office as may be determined under the Animal Pedigree Act and the rules and regulations made pursuant thereto from time to time.
4. All fees shall be paid to the Corporation and may be sent by postal note, post office money order, bank money order, credit card or cheque, payable at par in Ottawa, Ontario, Canada, and they shall forthwith be deposited by the Corporation to the credit of the Association in a chartered bank.
5. In case membership fees in the Association are received by the Treasurer of Association they shall immediately be forwarded to the Corporation for deposit.

## **ARTICLE XIV**

## **AUDIT AND ANNUAL REPORT**

The Board of Directors at each annual general meeting shall submit a complete record of its acts and of the affairs of the Association. It shall present a detailed statement duly audited of the records and expenditures of the proceeding year and of the assets and liabilities of the Association. A copy of this report, a list of the Officers and Directors elected, the representatives to the Corporation, and general information on the affairs of the Association will be sent to the Minister of Agriculture of Canada, and to the Director of the Corporation within twenty days after the annual meeting. A copy of the annual report shall be provided to each member upon request, provided that such member is in good standing.

## **ARTICLE XV**

## **MEETINGS**

### **A. BOARD OF DIRECTORS**

1. Regular meetings of the Board of Directors shall be held at such places within Canada and at such times as the Board shall determine from time to time.
2. Special meetings of the Board of Directors may be held at any time or place within Canada whenever called by the President, Vice President, the Secretary, or three or more Directors. Notice thereof may be given by telephone, fax, in writing, orally, or by other electronic means to each Director.
3. Meetings may also take place at any time without formal notice provided that all Directors are present, or those not present have a waived notice thereof.
4. Meetings may take place by telephone conference call or by other electronic means provided proper notice has been given and that all members have access to the electronic means.
5. Proof of such proper notice shall be presented to each meeting of the Board by the Secretary or other Officer at the commencement of each meeting.
6. One third of the members of the Board of Directors shall constitute a quorum for the transaction of business, but fewer number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.
7. When a quorum is present at any meeting a majority of the members present thereat shall decide any questions brought before such meeting.
8. A copy of the minutes of all meetings of the Board of Directors shall be provided within ten days following such meetings to each Director. Such minutes shall stand approved if no objection is raised within 30 days of the meeting by anyone who was in attendance at such meeting.

### **B. ASSOCIATION MEETINGS**

1. An annual meeting of the Association shall be called at such date, time and place, as decided by the Board of Directors but in any event such meetings must take place before June 30. Ten percent of the members of the Association shall constitute a quorum for the transaction of business.
2. Special meetings of the Board, of the Association, or of any Provincial zone may take place at any time upon the call of the President, Vice-President, or Secretary in the case of a special meeting of the Board; or 15% of the total membership in the case of a special meeting of the Association; or 15% of the members of the Provincial zone in the case of a special meeting of any Provincial zone.

3. Where a special meeting of the Board, the Association or of a Provincial zone is to be convened, any matters to be determined by the members at the special meeting, shall, unless otherwise stated, require a vote of 2/3 of all members entitled to vote at the special meeting, in favour, in order to carry any motions made.
4. A copy of the minutes of all meetings of the Association shall be provided within ten days following such meetings to each Director. Such minutes shall stand approved if no objection is raised within 30 days of the meeting by anyone who was in attendance at such meeting.
5. A copy of the minutes from an annual meeting shall be provided to all members of the Association if requested before the next annual meeting.

### **C. NOTICE OF MEETINGS**

1. Notice of all Board meetings stating the time and place shall be provided to each Director at least 3 weeks prior to the meeting at his last physical or electronic address as set out in the Association records.
3. Notice of all Association meetings shall be provided in writing or by other electronic means to each member at his last physical or electronic address as set out in the Association records. At least twenty-one clear days shall elapse between the time the notice is provided and the date of the meeting.
3. Notice of all special meetings shall be provided in writing or by other electronic means to each member entitled to attend any such special meeting to his last physical or electronic address as set out in the Association records. At least 30 days shall elapse between the time the notice is provided and the date of the meeting.

### **D. ORDER OF BUSINESS**

1. The order of business at all meetings shall be:
  - a. Identification of members and recording of proxies
  - b. Reading of minutes of previous meeting
  - c. Reports of Officers, Directors and Committees
  - d. Correspondence
  - e. Unfinished business
  - f. If Annual General Meeting introduction and swearing in of Directors
  - g. New Business
  - h. Adjournment
2. In case of dispute of procedure, Roberts Rules of Order shall prevail.

## **ARTICLE XVI**

## **VOTING OF STOCK HELD**

Unless otherwise provided by resolution of the Board, the President or other member of the Association appointed by the Board of Directors may from time to time be appointed in the name and on behalf of this Association, to cast any votes this Association may be entitled to cast as a member in any other organisation of which the Association is a member.

## **ARTICLE XVII**

## **REGISTRATION OF PEDIGREE**

A. A register shall be kept at the office of Canadian Livestock Records Corporation. This register shall be called The Canadian Stud Book of the Tennessee Walking Horse and shall be published by the Corporation at such time as decided by the Board, and in such forms as it may decide.

B. There shall be furnished by the Corporation, for all living animals registered, a certificate of registration on the form adopted by the Corporation. The pedigree shall be in such form as decided by the Board.

C. The Corporation shall have the power to refuse applications for registration or transfer or otherwise have animals identified from any person, whether a member or not, for contravention of any by-law of the Association relating to the eligibility for registration or identification of animals of the Association, the individual identification of animals or the keeping of private breeding records; or who otherwise has contravened any provision of the Animal Pedigree Act or regulations thereto, or any provision of the Animal Disease and Protection Act, or the regulations thereunder relating to the identification, within the meaning of that Act, or more failing to blood type when requested. Any such actions taken by the Corporation under this provision shall be immediately reported to this Association.

D. The Corporation may refuse to accept the signature of any person on an application for registration or transfer, whether a member or not, pending action of the Directors of the Association.

E. Any person prohibited from recording or transferring pedigrees by any other Tennessee Walking Horse Registry or any other purebred Tennessee organisation no matter the country of residence, shall not be allowed to record or transfer pedigrees in The Canadian Stud Book of the Tennessee Walking Horse.

## **ARTICLE XVIII**

## **REGISTRATION**

### **A. STANDARDS FOR REGISTRATION**

1. Standards for registration are as outlined in this Constitution.

2. Upon the written signed complaint of a member, the Board may from time to time inspect any or all purebred Tennessee Walking Horses or may inspect the private records of a member. The manner in which inspections shall be carried out and the purpose of such inspections shall be consistent with the provisions, intent and aims of this constitution. Any suspension of members resulting from such inspection will be handled as outlined in **ARTICLE VI Section D** of this constitution.

4. Purebred Tennessee Walking Horses are identified as those animals who have parents who are registered purebred Tennessee Walking Horses to the fourth generation. Purebredness is identified on the basis of animals possessing either registration papers of the Canadian Registry of the Tennessee Walking Horse, or those of the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941.

5. An animal is accepted for registration provided that complete and current registration papers from the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941 are produced for the animal.

5. A foal is accepted for registration provided its parents are registered with the Association, or registered with the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941, and complete and current copies of the registration papers for the sire and dam are produced.

6. As of January 1, 2000 in order for a foal to be registered, the sire must have either DNA Hair Analysis Profiling or Blood Typing information on file with the Association.
7. As of January 1, 2001 in order for a foal to be registered, the dam must have either DNA Hair Analysis Profiling or Blood Typing information on file with the Association
8. As of January 1, 2002 all foals to be registered with the Association must be parent verified using either DNA Hair Analysis Profiling or Blood Typing before registration will be accepted.
9. The Association does not require verification of parentage for an animal already registered with the Canadian Registry of the Tennessee Walking Horse, or with the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941.

## **B. RULES OF ENTRY**

Registration of horses in the Canadian Registry of the Tennessee Walking Horse shall be limited to those Tennessee Walking Horses which are:

1. Animals born in Canada, the sires and dams of which are registered in the Canadian Registry of the Tennessee Walking Horse.
2. Animals born in Canada whose sire and dam are not registered through the Association, but registered with the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941 will be accepted for registration only after those registration papers for the sire and dam are produced. Photocopies of both sides of those registration papers must accompany application to register.
3. Animals imported into Canada and registered with the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941. A complete copy of these existing registration papers must be attached to the application for registration. The registration papers must list the applicant as the current owner of the animal.
4. Animals born and residing outside of Canada where either or both the sire and dam are registered by the Association or registered with the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941. When either sire or dam is not registered by the Association, a complete and current copy of the registration papers supplied by the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941 for sire and/or dam must be attached to the application for registration of the foal.
5. Animals born and residing outside of Canada who are registered with the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941. A complete and current copy of the animal's existing registration papers must be attached to the application for registration of the animal.
6. If the Registrar or the Board of Directors has just cause for concern, the Association has the right to require that any applicant seeking registration of an animal provide to the Association DNA Hair Profiling Analysis or Blood Typing information for the sire, the dam, and the animal to be registered, and may further require confirmation of parentage. DNA Hair Profiling Analysis or Blood Typing is to be done by an accredited serology laboratory. Where an applicant refuses or fails to provide the Association with the requisite DNA Hair Profiling Analysis or Blood Type information, the Association may refuse to register any animals on behalf of the applicant.

## **B. APPLICATION FOR REGISTRATION**

1. Applications for registration of animals must be made by the person(s) owning such animals on the form supplied to Canadian Livestock Corporation by the Association. All blank spaces must be signed in ink by the breeder, the owner of service sire, and the owner(s) or the animal to be registered. The diagrams on the back of the form must be clearly sketched to indicate all identifying markings of the animal.
2. Application for registration of a foal shall be made within twelve (12) months of the date of foaling. Applications made after this time shall be granted when the animal in question satisfies the DNA parentage requirements, and will be subject to the late penalties set out in the schedule of fees, or as the Board may establish from time to time.
3. The owner of the animal to be registered is that person(s) who is/are the owner(s) of the dam at the time of foaling. Every application for registration of a foal must be executed with the personal signature of the owner of the dam at the time of foaling.
4. The breeder of the animal to be registered is the owner or lessee of the dam at the time she was served.
5. Where the sire of a foal for whom registration is sought is owned by a non-resident, the sire, if not registered with CRTWH, must be registered by the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941 in the name of the person certifying as to service. In such cases, the certification of the Secretary or Registrar of the recognised original Stud Book will be required to the effect that the Stallion is recorded in said Stud Book as being the property of the person signing as owner at time of the service.
6. Applications for the registration of animals previously registered with the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941 must be accompanied by a complete copy of the registration papers issued by that registry, and the papers must indicate that the animal is duly registered in the name of the applicant.
7. When an animal is a twin, it shall be so stated when applying for registration and the sex given of the animal with which it is a twin. Should a twin be entered upon the record without such statement, no subsequent application for entry of the animal twinned shall be accepted.

## **D. REGISTRATION BY NON-MEMBERS**

Any person not a member of this Association registering and transferring animals on the records of the Association through payment of the prescribed non-member fees shall be subject to the same rules and regulations as a member except as specifically provided for otherwise.

## **E. REGISTRATION BY NON RESIDENT MEMBERS**

Any person not a resident of Canada registering and transferring animals on the records of the Association through payment of the prescribed Non Resident Member fees shall be subject to the same rules and regulations as a member except as specifically provided for otherwise. Any person prohibited from recording or transferring pedigrees by any other Tennessee Walking Horse Registry or any other purebred Tennessee organisation no matter the country of residence, shall not be allowed to record or transfer pedigrees in the Canadian Registry of the Tennessee Walking Horse.



## **ARTICLE XIX**

## **NAME OF REGISTERED ANIMALS**

### **A. GENERAL**

1. The Association reserves the right to refuse any name which may be misleading or confusing as to the origin or relationship.
2. Names shall not contain more than twenty six (26) letters or spaces or characters making a total of twenty six (26) spaces maximum.
3. Animals from other countries shall be registered with the same name they had in the country from which they came. Should the name be already used in the Canadian Registry of the Tennessee Walking Horse, then the 26th space will be used to differentiate.
4. The following names shall not be used:
  - a. Names of members of the Royal Family or Leaders of National Government of the day.
  - b. Names of animals registered previously in the Association or in the original Tennessee Walking Horse registry first accepted by Canadian Live Stock Records in 1941.
  - c. Names whose spelling or pronunciation is similar to names already in use.
  - d. Names including a prefix registered by any other breeder in this Association.
  - e. Names which are offensive to the general public
  - f. Any other names the Directors deem inappropriate.
5. No two animals shall have the same name in the Canadian Stud Book of the Tennessee Walking Horse.

### **B. BREEDER'S PREFIX**

1. A breeder may register, for his exclusive use, a name to be used as a prefix in naming his animals. The whole name including prefix, letters, characters, and spaces must not exceed 26 spaces.
2. A particular prefix will be allowed to one person or partnership or corporation and in registering such name priority in use and in application for registration shall be considered.
3. Abbreviations shall not be used as a prefix to a name.
4. In the event of a change in the name of a partnership or corporation or if any party is taken into partnership such name may be transferred upon application to the Corporation by the registered owner or his authorised representative.
5. A transfer may be made from a deceased owner to his heirs upon application to the Corporation by the heirs or his authorised representative.
6. Such registered name may be transferred to another person or persons on application of the person in whose name it is registered.
7. After the expiration of five years the registered name will be forfeited if it has never been used in registering an animal by the registered owner.

### **C. CHANGES IN THE REGISTRATION OF AN ANIMAL**

1. It shall not be permissible to change the name of an animal after it has been registered. In special circumstances, application may be made to the Board for the consideration of a name change. Under no circumstances shall it be permissible to change the name of any animal that has produced offspring or is greater than five years of age.
2. If a horse's name includes a registered prefix, the name of the horse can not be changed unless the owner of the prefix makes the request.

3. In some circumstances, the colour of an animal may change after the animal has been registered. The Board will consider a request for a change of colour if the request is accompanied by two clear photographs of the animal at the time the request for change is made. The Board has the right to inspect the animal or require DNA retesting. Applicants must submit the original registration papers to the Corporation. Such papers will be altered to reflect the colour change.

4. Where a stallion is gelded subsequent to the issuance of registration certificate for the animal, the Corporation will issue an altered registration certificate to the owner of the animal upon production of the original registration papers, and the owner's written and signed statement setting out that the animal has been gelded, and the date upon which it was gelded.

5. Where an animal dies, the owner at the time of death should return the registration certificate for the animal to the Corporation along with a signed statement setting out the name of the animal and the date of death. The certificate will be marked "deceased" by the Corporation and returned to the owner.

## **ARTICLE XX                      TRANSFERS AND DUPLICATE CERTIFICATES**

A. In case of the sale of an animal, the seller must furnish a Certificate of Registration in the Canadian Stud Book of the Tennessee Walking Horse, showing the purchaser's ownership. Refusal to do so on any pretext whatever, except under written agreement to the contrary, shall be grounds for his expulsion, if a member, from the Association; if not a member further application for registration or transfers shall be refused.

B. Applications for registration of change of ownership must be made in ink or typewritten on forms supplied by the Corporation. The applications must be duly completed and signed when required.

C. A duplicate certificate may be issued if the registered owner or his authorised agent files a statutory declaration on a form supplied by the Corporation showing in a manner satisfactory to the Board that the original has been lost, or destroyed, or is otherwise unobtainable.

## **ARTICLE XXI                                      OFFENSES AND PENALTIES**

### **A. GENERAL**

The offences and penalties set out in the Animal Pedigree Act and regulations and amendments thereto, are applicable to the conduct of all members of the Association, and non-members who seek to register animals through the Association.

### **B. SUSPENDED REGISTRATION**

1. A suspended registration is a registration of pedigrees or transfer that has been placed under suspension by the Board or by the Corporation on account of some irregularity; such suspensions to remain until same has been lifted by resolution of the Board. Suspensions shall not in any way derogate from any liability incurred by the applicant, be the applicant member or non-member.

2. Registration or transfer of ownership of an animal is made on the understanding that the particulars given on the application are correct. If it is subsequently discovered that the particulars given were incorrect, the registration or transfer shall be suspended from the Corporation and cancelled by this Association.

3. Pedigrees recorded incorrectly may be cancelled and re-recorded by the owner, or by the Corporation, at the expense of the original applicant for registration or transfer. However, it is understood that neither this Association, nor the Corporation, shall be held responsible for any loss or damage that may be sustained through suspension, cancellation, or correction of any registration or transfer.

4. Where any owner or transferor of an animal has been found to have contravened any section of the Animal Pedigree Act, or any Association by-law relating to the eligibility for registration or identification of animals with the Association, the individual identification of animals, or the keeping of private breeding records; or who otherwise has contravened any provision of the Animal Disease and Protection Act, or the regulations thereunder relating to the identification, within the meaning of that Act, or testing of animals shall not be entitled to register, transfer or otherwise have animals identified during the period of suspension.

5. Upon the written signed complaint of a member, the Board may from time to time inspect any or all purebred Tennessee Walking Horses or may inspect the private records of a member. The manner in which inspections shall be carried out and the purpose of such inspections shall be consistent with the provisions, intent and aims of this constitution. Any suspension of members resulting from such inspection will be handled as outlined in **ARTICLE VI Section D** of this constitution.

## **ARTICLE XXII**

## **PRIVATE BREEDING RECORDS**

1. There shall be kept by each breeder a private record, which shall contain full particulars of his breeding operations. This record shall at all times be open to the inspection of officials of the Association, officials of the Department of Agriculture for Canada, and officials of the Corporation.

2. If it is brought to the attention of the Directors that as a result of an inspection of the manner in which private records are kept and identification practised by any breeder, it is shown that rules and regulations in this regard as laid down by the Association are not being observed the Board shall immediately suspend or expel such breeder if a member; if not a member further registrations and transfers may be refused, and if such inspection should indicate that the private records and identification system as practised by such breeder are in such a state of confusion as to raise a doubt as to the identity of any number or all of the animals in the stud book, the Board may suspend the pedigree of any number or all horses standing in the name of such breeder.

## **ARTICLE XXIII**

## **ARTIFICIAL INSEMINATION**

### **A. GENERAL**

1. The Serology Laboratory, designated by the Association will be the official agency for DNA Hair Analysis Profiling and Blood Typing for the Association.

2. All stallions which are the source of semen used for the purpose of Artificial Insemination must be DNA Hair Analysis Profiled or Blood Typed and a record of their DNA Hair Analysis Profile and Blood Type filed with the Association.

3. A record of the DNA Hair Analysis Profile or Blood Type of all stallions used artificially must be filed before "Out of Herd" A.I. Service Certificates may be obtained from the Association.

4. A record of the DNA Hair Analysis Profile or Blood Type of all stallions used artificially must be filed with the Association before foals sired by such stallions shall be eligible for registration.

## **B. REGISTRATION OF A.I. FOALS**

### **1. IN HERD**

a. The breeder (owner of record of the dam at time of service) of a foal which is the product of Artificial Insemination must also be the owner of record of the sire at the time of service, or co-owner of the sire.

b. The application for registration is the same as if the foal was conceived naturally with the exception that the application will indicate A.I. An A.I. Service Certificate is required.

c. As of January 1, 2002 the foal born as the result of A.I. must be parent verified using either DNA Hair Analysis Profiling or Blood Typing before the foal will be registered.

### **2. OUT OF HERD**

The following requirements shall apply to registration of foals conceived artificially when the owner of record of the dam is not the owner of the record, or one of the owners of record of the sire at time of service.

#### **a. A.I. SERVICE CERTIFICATES**

(i) The owner of the sire must supply an A.I. Service Certificate, obtainable from the Association, when the semen is delivered to the owner of the dam.

(ii) Each A.I. Service Certificate must be properly executed by the owner or agent of record of the sire who supplied the semen, endorsed by each intermediate owner(s) of the semen, if any, and signed by the inseminator who performed the insemination. The date of conception must be certified to by the owner of the dam.

(iii) The original A.I. Service Certificate form must accompany the application for registration of the offspring.

(iv) The issuance of an A.I. Service Certificate by the Association shall in no way be construed as guaranteeing conception, or if a foal results from such service, that it shall be eligible for registration.

(v) There shall be no refunding of fees paid to the Association for A.I. Service Certificates.

#### **b. BLOOD TYPING AND DNA HAIR ANALYSIS PROFILING**

Before a foal who is the result of out of herd artificial insemination may be registered, either DNA Hair Analysis Profiling or the Blood Type of the sire, dam, and foal must be on record with the Association. The blood type of the foal must not prove parental incompatibility.

## **C. LABELLING OF SEMEN**

It shall be the responsibility of the owner of record or each individual co-owner of record of a stallion used artificially, to require each person or organisation collecting, processing and freezing semen, or shipping fresh semen to identify the semen and permanently label each sample, straw or container before freezing or collecting. The label shall reflect the full registered name and number of the stallion and date of collections.

## **D. MAINTAINING RECORD OF SEMEN COLLECTIONS AND TRANSFER OF SEMEN**

It shall be the responsibility of the owner of record of each individual or co-owner of record of a stallion to maintain, or require representatives to maintain, an accurate record of each semen collection and a complete and accurate record of each semen sale or transfer of semen to another person or firm, either from storage of a semen processing business or from storage of an owner of record of the stallion. Such records shall be held for inspection by representatives of the Association upon request. Upon sale of such stallions, a record of the amount of stored semen on hand at the time of sale shall accompany application for transfer of ownership.

## **E. DEATH OF STALLION OR GELDING USED ARTIFICIALLY**

1. Foals conceived after the death of a stallion or gelding shall be eligible for registration under the same conditions and provisions governing the eligibility of foals conceived by artificial insemination prior to the death or gelding of said stallion with the following additional requirements.

a) Upon death of a stallion or gelding used artificially the owner of record or one of the co-owners of record, shall report within 90 days in writing to the Association the date of death and the number of insemination units in storage from the stallion at the time of death and the location where such semen is stored.

b) The number of units of frozen semen on hand may be reported collectively or individually when there is more than one owner of record at the time of the stallion's death.

c) No time limit is imposed on the use of semen after the stallion's death, providing the stallion met the regulation for registration of foals via frozen semen.

2. Failure on the part of the owner of record or one of the co-owners of record, to notify the Association in writing within 90 days of the death of a stallion or gelding used artificially shall disqualify for registration foals conceived after the death of said stallion.

## **ARTICLE XXIV EMBRYO TRANSPLANTS**

1. The Serology Laboratory, designated by the Association, will be the official agency for DNA Hair Analysis Profiling and Blood Typing for the Association.

2. In all cases of embryo transplant, the DNA Hair Analysis Profile or Blood Type of the Sire, the donor mare, and the recipient or host mare must be on record with the Association.

3. Application for registration must be made on forms prescribed by the Corporation

4. Prior to registration, the foal must be parent verified. The DNA Hair Analysis Profile or the Blood Type of the foal must not prove parental incompatibility with the sire and the donor mare.

5. The registration paper issued by the Association will indicate that the foal was the result of an embryo transplant.

## **ARTICLE XXV**

## **AMENDMENTS**

A. This constitution shall be subject to alterations or repeal but no alterations, amendment, or repeal shall have any force or effect unless it receives the affirmative vote of two-thirds of all the members present at an annual general meeting or any special meeting called for that purpose. Twenty-one days notice must be given for such meeting.

2. Where the Board seeks to make any amendments or alterations to the Constitution, or otherwise repeal any sections thereof, they shall provide the members of the Association with notice either in writing or by other electronic means of their intent 21 days prior to the date of the meeting wherein the changes are to be presented. Such notice shall consist of both the original section of the Constitution along with the proposed change to that section.

3. Any change to the Articles of Incorporation may occur only after all the members of the Association have been polled by mail or by other electronic means. Each member shall have 60 days to respond to the Secretary of the Association who will tabulate the responses. After such tabulation, the Secretary will inform all members of the Association of the results. Any change to the Articles of Incorporation will be in effect if two thirds of the respondents are in agreement.

## **ARTICLE XXVI**

## **DISSOLUTION**

1. The Association may petition the Minister for dissolution of the Association where, there is a resolution of the Association requesting dissolution supported by 2/3 of the members of the Association.
2. Where the Board seeks to dissolve the Association, the Board shall provide the members of the Association with notice either in writing or by other electronic means of their intent 21 days prior to the date of the annual general meeting or a special meeting called for that purpose.
3. All members in good standing of the Association may cast their vote in writing or in person. Any member may vote either in person or by proxy in writing, provided however, that such proxy shall be filed with the Secretary of the meeting before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment thereof. No proxy shall be valid after the expiration of 12 months from the date of its execution unless the member executing shall have specified therein the length of time it is to continue in force, which shall be for some limited period.
4. If the resolution to dissolve is supported by 2/3 of the members of the Association at a special meeting called to consider the resolution, then the Board shall present that resolution as part of a petition to the Minister for dissolution pursuant to the Animal Pedigree Act.