

VANCOUVER ISLAND ARABIAN HORSE ASSOCIATION

CONSTITUTION

1. The name of the Society is VANCOUVER ISLAND ARABIAN HORSE ASSOCIATION.
2. The purposes of the Society are:
 - a) To promote and improve breeding, exhibition and training of pure-bred and part-bred Arabian Horses.
 - b) Without limiting the generality of the foregoing;
 - (i) To provide a focus on Vancouver Island for Arabian Horse enthusiasts;
 - (ii) To provide facilities and opportunities for such enthusiasts to gather together and exchange ideas pertaining to Arabian Horses;
 - (iii) To promote and manage exhibits and shows for the education and pleasure of all people interested in Arabian Horses.
 - (iv) To raise funds to further the foregoing purposes.
3. No part of any income of the Society shall be payable or otherwise available for the personal benefit of the members or directors.
4. In the event of dissolution or winding-up of the Society, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations registered under the Income Tax Act of Canada .
5. The provisions of Clauses 3, 4, and 5 are unalterable.

BYLAWS

Part 1 – Interpretation

- 1.1 In these bylaws, unless the context otherwise requires,
 - a) “directors” means the directors of the Society for the time being;
 - b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) “registered address” of a member means his postal or e-mail address as recorded in the register of members.
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words Importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 Membership

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 A person may apply to the Society for Membership in the Society and on acceptance shall be a member.
- 2.3 No person who has been expelled from or who is suspended from membership in the Arabian Horse Association or the Canadian Arab Horse Registry shall be eligible for membership in the Society until such time as such expulsion or suspension is rescinded by the appropriate aforementioned Society.
- 2.4 There shall be five (5) classes of members:
- a) Senior Member, who shall be 18 years or over as of the 1st of January of the year in which he is accepted for membership. A senior member shall have full voting privileges and will automatically be an affiliated member of Arabian Horse Association.
 - b) Junior member, who shall be under the age of 18 years as of the 1st of January of the year in which he is accepted for membership. A junior member will automatically be an affiliated member of Arabian Horse Youth Association and shall have no voting privileges.
 - c) An Associate member must hold a regular membership in another AHA approved Club to be an Associate member with VIAHA. An Associate member of VIAHA shall have no voting privileges.
 - d) Honorary Member, who shall be those persons who, from time to time, the Board deems to have made an extraordinary contribution to the Society or to the purposes of this Society. Honorary Members shall be elected by unanimous vote of the Board. Honorary Members shall have no voting privileges and shall not be eligible to hold office.
 - e) Recreational Member, shall have no voting privileges and will not be an affiliated member of the Arabian Horse Association.
- 2.5 Every member shall uphold the constitution and comply with these bylaws.
- 2.6 The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the Society.
- 2.7 A person shall cease to be a member of the society:
- a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - b) on his death or in the case of a corporation on dissolution;
 - c) on being expelled; or
 - d) on having been a member not in good standing for twelve (12) consecutive months.
- 2.8
- a) A member may be expelled by a resolution of the directors passed at a directors' meeting by a majority of not less than 80% of the votes of those directors who, being entitled to do so, vote in person.
 - b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the directors meeting before the resolution is put to a vote.
- 2.9 All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as he debt remains unpaid.

Part 3 - Meetings of Members

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2 Every general meeting , other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4
- a) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.

- b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.5 The Annual General Meeting shall be held in the month of October in each year upon the date and at a time and place to be prescribed by the directors.
- 3.6 The first annual general meeting of the Society shall be held no more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

4.1 Special business is:

- a) all business at an extraordinary general meeting except the adoption of rules of order; and
- b) all business transacted at an annual general meeting, except:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any,
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

- 4.2 a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- c) A quorum is seven (7) members present or a greater number that the members may determine at a general meeting.

4.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.4 Subject to bylaw 4.5, the president of the Society, the vice-president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

4.5 If at a general meeting:

- a) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b) the president and all the other directors present are unwilling to act as chairman,
- the members present shall choose one of their number to be chairman.

- 4.6 a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c) Except as provided in this bylaw it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

- 4.7 a) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- b) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 4.8 a) A member in good standing present at a meeting of members is entitled to one vote.
- b) Voting is by a show of hands.
- c) Voting by proxy is not permitted.
- 4.9 A corporate member may vote by its authorized representative, who is entitled to speak and vote; and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

Part 5 - Directors and Officers

- 5.1 a) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but nevertheless, subject to:
- (i) all laws affecting the Society;
- (ii) these bylaws; and
- (iii) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meetings.
- b) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.2 a) The president, vice-president, recording secretary, membership secretary, treasurer and one or more other persons shall be the director of the Society.
- b) The number of directors shall be ten (10) or a greater number determined from time to time at a general meeting.
- 5.3 a) The president, vice-president, recording secretary, membership secretary and treasurer shall be elected for a term of two (2) years.
- b) All other directors shall be elected for a term of one (1) year.
- c) All directors shall retire from office at an annual general meeting, when their successors shall be appointed.
- d) Separate elections shall be held for each office to be filled.
- e) An election may be by acclamation, otherwise it shall be by ballot.
- f) If no successor is elected the person previously elected or appointed continues to hold office.
- 5.4 a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- b) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
- 5.5 a) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- b) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 5.6 The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- 5.7 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 6 - Proceedings of Directors

- 6.1 a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- b) At a meeting of the directors a quorum shall be three (3) directors present or a greater number that the directors may determine.
- c) The president shall be chairman of all meetings of the directors, but if at a meeting, the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.
- d) A director may at any time, and the recording secretary, on the request of a director, shall convene a meeting of the directors.
- 6.2 a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 6.3 A committee shall elect a chairman of its meetings, but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their own number to be chairman at the meeting.
- 6.4 The members of a committee may meet and adjourn as they think proper.
- 6.5 For a first meeting of directors held immediately following the appointment or election of a director of directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.6 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax, e-mail or other electronic means, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meeting of directors shall be sent to that director; and
- b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 6.7 a) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- b) In case of an equality of votes the chairman does not have a second or casting vote.
- 6.8 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 6.9 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

- 7.1 a) The president shall preside at all meetings of the Society, and of the directors.
b) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 7.2 The vice-president shall carry out the duties of the president during his absence.
- 7.3 The recording secretary shall:
- a) conduct the correspondence of the Society;
 - b) issue notices of meeting of the Society and directors
 - c) keep minutes of all meetings of the Society and directors;
 - d) have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - e) have custody of the common seal of the Society;
 - f) maintain a Book of Motions as a separate document, recording all significant resolutions passed at meetings of the Society and directors.
- 7.4 The membership secretary shall:
- a) keep a register of the names and addresses of each member in each class of membership.
 - b) forward this membership information to Arabian Horse Association, or to Horse Council BC, annually or on request.
- 7.5 The treasurer shall;
- a) keep the financial records, including books of account, necessary to comply with the Society Act, and
 - b) render financial statements to the directors, members and others when required.
- 7.6 In the absence of the recording secretary from a meeting, the directors shall appoint another person to act as recording secretary at the meeting.
- 7.7 The President, Recording Secretary or Treasurer or any two of the three shall have full signing authority for the Society.

Part 8 – Seal

- 8.1 The director may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President, Recording Secretary, or Treasurer or any two of the three.

Part 9 – Borrowing

- 9.1 The Society shall not have the power to borrow money.

Part 10 - Auditor

- 10.1 The Society may appoint an auditor, who may be a member of the Society.

Part 11 - Notices to Members

- 11.1 A notice may be given to a member, either personally, or by mail or by e-mail to him at his registered address.
- 11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, or to have been given on the day following that on which the notice is sent electronically. In proving notice has been given, it is sufficient to prove the notice has been properly addressed and sent.
- 11.3 a) Notice of a general meeting shall be given to:
- (i) every member shown on the register of members on the day notice is given; and
 - (ii) the auditor, if Part 10 applies.
- b) No other person is entitled to receive a notice of general meeting.

Part 12 - Bylaws

- 12.1 On being admitted to membership, each member shall be furnished, upon his request, with the copy of the Constitution and Bylaws of the Society.
- 12.2 These bylaws shall not be altered or added to except by special resolution.