

VANCOUVER ISLAND ARABIAN HORSE ASSOCIATION

(hereinafter referred to as the "Society")

Being the General By-law of the Society

November, 2018

Part 1 – Interpretation

- 1.1 In these bylaws, unless the context otherwise requires,
- a) "director or directors" means the directors of the Society for the time being;
 - b) "Act" means the Societies Act. S.B.C. 2015, c. 17, from time to time in force, any substitution for it, and all amendments to it;
 - c) "registered address" of a member means the postal or e-mail address of the member as recorded in the register of members.
 - d) "Constitution" means the constitution of the Society
 - e) "Financial Reviewer" means a party or a committee of parties, deemed by the members, to be qualified to review the financial statements of the Society, and appointed by the members, to review the financial records of the Society for the upcoming fiscal year end.
- 1.2 The definitions in the 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 those persons who were an applicant for the incorporation of the society and who remain a member of the Society, and those persons who have become members, in accordance with these bylaws and have not ceased to be members.
- 2.2 A person may apply to the Society for membership in the Society and on acceptance in accordance with these by-laws shall be a member. A member in good standing may renew their membership without further approval from the Society.
- 2.3 No person who has been expelled from or who is suspended from membership in the Arabian Horse Association ("AHA") or the Canadian Arabian Horse Registry ("CAHR") shall be eligible for membership in the Society until such time as such expulsion or suspension is rescinded by the appropriate aforementioned Society or Association.
- 2.4 There shall be five (5) classes of members and those members with voting privileges shall be referred to in this by-law as "voting members":

- a) Senior Member, who shall be 19 years or over as of the 1st of December of the year previous to the year in which he is accepted for membership, a corporation or a partnership. A senior member shall receive notice of all meetings of the members of the Society, 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 19 years as of the 1st of December of the year previous to 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 not be entitled to notice of meetings of the members of the Society 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 the Society. An Associate member of the Society shall receive notice of all meetings of the members of the Society, but 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 not be entitled to receive notice of the meetings of the members of the Society, shall have no voting privileges and shall not be eligible to hold office.
- e) Recreational Member, shall not be entitled to notice of the meetings of the members of the Society, 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 annual membership dues shall be determined at each 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 (including by electronic means) to the secretary of the Society or by mailing or delivering it personally or by electronic means to the registered office address of the Society and such resignation shall be effective upon receipt by the secretary of the Society;
- b) on his death or in the case of a corporation or partnership, upon dissolution;
- c) immediately upon being expelled; or
- d) on having been a member not in good standing as defined in section 2.9, for twelve (12) consecutive months, upon the expiry of such twelve (12) 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 or by electronic means pursuant to these by-laws.

b) The person who is the subject of the proposed resolution for expulsion shall be sent a written notice of the proposed expulsion, including reasons and given a reasonable opportunity to make representations to the society respecting the proposed expulsion 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 such debt remains unpaid. Such member ceases to be in good standing ten (10) days following the due date of such membership fee, other subscription or debt.

2.10 No member shall be entitled to receive the income of the Society for their personal benefit, but shall be entitled to reimbursement for reasonable expenditures made for the benefit of the Society, upon presentation of proof of such expenditure in a manner determined by the directors.

Part 3 - Meetings of Members

3.1 General meetings of the members of the Society shall be held in British Columbia at the time and place that the directors decide in accordance with the Act.

3.2 Every members meeting, is a general meeting and one of the general meetings shall be conducted as the annual general meeting (“Annual General Meeting”).

3.3 The President or any two directors may, when they think fit, convene a general meeting.

3.4 a) Notice of a general meeting shall specify the place, day and hour of meeting, and the general nature of the business to be conducted, and in case of special resolutions to be considered, shall contain a copy of the resolution to be considered.

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, the auditor or Financial Reviewer, does not invalidate proceedings at that meeting.

3.5 The Annual General Meeting shall be held at a date and at a time and place in British Columbia to be determined by the directors.

3.6 The Annual General Meeting of the Society shall be held at least once in every calendar year, no later than 6 months following the Society fiscal year end.

Part 4 - Proceedings at General Members Meetings

4.1 At the Annual General Meeting the following business shall be considered:

- a) the adoption of rules of order;
- b) the consideration of the financial statements;
- c) the report of the directors;
- d) the report of the auditor or Financial Reviewer,
- e) the election of directors;
- f) the appointment of the auditor or Financial Reviewer, as required;

g) any 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 for a members meeting is five (5) voting members present or other number determined the prior year by the members at an Annual General Meeting, of 3 or more, to be effective for the year in question.

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 voting members present constitute a quorum.

4.4 Subject to paragraph 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 voting 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) The chairman of a meeting may move or propose a resolution and may vote upon any 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 Voting at general meetings:

- a) A voting 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 voting member for all purposes with respect to a meeting of the Society.

4.10 General meetings of the members may be held by by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other other during the meeting and such members may vote by such electronic means in a manner that adequately discloses the intentions of the members.

Part 5 - Directors and Officers

5.1 All Directors and Officers of the Society must be members in good standing as defined in section 2.9.

5.2 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.

5.3 a) The president, vice-president, recording secretary, membership secretary, treasurer and one or more other persons shall be a director of the Society.

b) The number of directors shall be a minimum of 5 and a maximum of twelve (12) and shall be fixed by the members at an Annual General Meeting for the ensuing year or until changed by the members at a further Annual General Meeting. Unless fixed at any other number, the number of directors shall be ten (10) directors, or a greater number determined from time to time at a general meeting.

5.4 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 at the end of their term, or when their successor 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.
- 5.5
- a) The directors may at any time and from time to time appoint a voting 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.
- 5.6
- a) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a voting 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.
- 5.7 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.
- 5.8 No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society. A director may be reimbursed under contracts of employment or contracts for providing services to 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, in accordance with Act, and 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) Meetings of the directors may be held by by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other other during the meeting and such directors so participating, may vote by such electronic means in a manner that adequately discloses the intentions of the directors.
 - d) The president shall be chair 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 chair; but if neither is present the directors present may choose one of their number to be chair at that meeting.

e) 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 chair of its meetings, but if no chair is elected, or if at a meeting the chair 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 chair 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 unable to attend a meeting, may send or deliver to the registered address of the Society a waiver of notice, which may be sent 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 chair of a meeting may move or propose a resolution and may vote on any 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 of the directors
- c) keep minutes of all meetings of the Society and of the 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 of British Columbia 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.
- 7.8 The Directors shall by resolution in each year fix the location in British Columbia of the various records or classes of records of the Society in accordance with these by-laws and shall provide a notice to be posted at the registered office of the Society indicating the location of the records or classes of record of the Society.

Part 8 – Seal

8.1 The directors 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 by the President, Recording Secretary, or Treasurer, unless otherwise indicated by the resolution of the directors.

Part 9 – Borrowing

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

Part 10 – Financial Review

10.1 The Society may appoint an auditor (“Auditor”), or Financial Reviewer, who may be a member of the Society, but no auditor may be an employee or director, or senior manager or otherwise not independent of the Society as defined in the Act.

10.2 An Auditor or Financial Reviewer, if appointed, shall be appointed by the members who shall also fill all vacancies occurring in such office. The term of appointment shall be determined at the time of such appointment.

10.3 If an Auditor is appointed, such Auditor shall be a member of a professional association and shall be an Auditor as defined in the Act.

10.4 If requested by a new President and approved by the members, an audit or financial review shall be conducted before a new President takes office.

10.5 An Auditor or Financial Reviewer may be removed by ordinary resolution or motion at a meeting of the members.

10.6 An Auditor or Financial Reviewer shall be promptly informed in writing of appointment or removal.

10.7 An Auditor or Financial Reviewer, if they were appointed for the current year, may attend general meetings and shall be provided with notice of the Annual General Meeting.

Part 11 - Notices to Members

11.1 A notice may be given to a member, director or the Auditor, 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 of a class of membership entitled to notice as shown on the register of members on the day notice is given; and
 - (ii) the Auditor or Financial Reviewer, as required by these by-laws.
- b) No other person is entitled to receive a notice of general meeting.

Part 12 - Bylaws

12.1 These bylaws shall not be altered or added to except by special resolution, if required by the Act.

12.2 By-laws of the Society may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Act.

12.3 When this by-law is enacted by the members of the Society and filed as required by the Act, all prior by-laws, resolutions and other enactments of the Society previously made are repealed, subject to paragraph 12.4, but such repeal shall not extend to any by-law or resolution previously enacted for the purpose of providing to the Board the power or authority to borrow.

12.4 The repeal of prior by-laws, resolutions and other enactments shall not affect in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

Part 13 – Financial Year

13.1 The financial year of the Society shall terminate on the 30th day of November in each year or on such other date as the Directors may from time to time by resolution determine and the Annual General Meeting shall be held within 6 months of such fiscal year end.

Part 14- Winding Up or Dissolution

14.1 Upon the winding up or dissolution of the Society, none of the assets of the Society shall be available to the members of the Society.

Part 15- Previous Unalterable Provisions

15.1 The following are provisions are indicated as unalterable in the previous Constitution:

3. No part of any income of the Society shall be payable or otherwise available for the personal benefit of the members or directors. **This provision was previously unalterable.**

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 . **This provision was previously unalterable.**

5. The provisions of Clauses 3, 4, and 5 are unalterable. **This provision was previously unalterable.**