

ALL ARABIANS HORSE ASSOCIATION OF BRITISH COLUMBIA
(the "Society")


CAROL PREST

BY LAW effective in 2018

Being the general By-law of the Society

INTERPRETATION

- 1) Definitions: In this bylaw, the following shall apply:
 - i) "Act" means the Societies Act, S.B.C. 2015, c. 17, as from time to time amended and every substitution for it, and, in the case of such substitution, any references in the By-laws of the Society to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
 - ii) "By-laws" means any bylaw of the Society from time to time in force and effect;
 - iii) "Board" means the Board of Directors of the Society, from time to time;
 - iv) "Constitution" means the constitution of the Society as it is from time to time;
 - v) "Financial Reviewer" means a party or 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.
 - vi) "registered address" of a member means the postal or e-mail address of the member as recorded in the register of members
 - vii) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted for those and, in the case of such substitution, any references in the By-laws of the Society to provisions of the regulations shall be read as references to the substituted provisions in the new regulations.
- 2) In this By-law unless the context otherwise requires:
 - i) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations on the date these By-laws became effective; and
 - ii) words importing the singular, include the plural and vice versa; words importing a male person include a female person and the word "person" shall include individuals, bodies corporate, societies, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

MEMBERSHIP

2. The members of the Society shall be the persons who have been admitted to membership by the Board or have been members by virtue of having been an applicant for incorporation and have remained members of the Society.

3. A person may apply to the Board for membership in the Society and upon acceptance in accordance with these By-laws shall be a member. Any member may renew their membership from time to time, by paying the membership dues as set by the Board, without further acceptance by the Board.
4. The Board may refuse any application for membership and in particular may refuse any person who is or has been suspended for membership in the Canadian Arabian Horse Registry, or the Arabian Horse Association (“AHA”). No person shall be refused membership without being notified of such refusal and the reason for the refusal, and without having first been given opportunity to be heard by the Board at a meeting called for the purpose.
5. A member shall be deemed to be “in good standing” when the member has paid the current annual membership fees, as and at such time as the Board may determine. No member who is not in good standing shall have a vote at any meeting of the members of the Society.
6. The annual membership fee shall be a sum fixed by the Board of Directors from time to time.
7. There shall be two (2) classes of membership:
 - a. Senior Member who shall be a person 19 years or over as of the 1st of December of the year previous to the year in which such person is accepted for membership. A senior member shall receive notice of all meetings of the members of the Society, shall have full voting privileges; and
 - b. Junior member, who shall be a person under the age of 19 years as of the 1st of December of the year previous to the year in which such member is accepted for membership. A junior member shall not be entitled to notice of meetings of the members of the Society and shall have no voting privileges.
8. Every member shall uphold the Constitution and comply with these By-laws.
9. A member may resign by resignation in writing (including delivery by electronic means) which shall be effective upon its acceptance by the Board. In case of resignation, a member shall remain liable for payment of any amount which became payable to the Society prior to acceptance of the member’s resignation.
10. The Board may by a majority vote of three-fourths at a meeting of the Board duly constituted, expel or suspend any member whose conduct has been determined by the Board, acting reasonably, to be improper, unbecoming, or likely to endanger the interest of reputation of the Society, or who willingly commits a breach of the Constitution or By-laws. Such person shall immediately cease to be a member upon such vote. No member shall be expelled or suspended without being notified of the charge or complaint against the member and without having first been given opportunity to be heard by the Board at a meeting called for the purpose.
11. A member shall cease to be a member and their rights as a member expire:
 - a. upon their death, or in the case of a corporation or partnership, upon dissolution;
 - b. their membership terminates in accordance with this By-law
 - c. the member resigns and the Board accepts such resignation
 - d. the member is expelled
 - e. the member's term of membership, if any, expires

MEMBER MEETINGS

12. The Society shall hold an annual general meeting of the members of the Society at least once each calendar year, at such place and time as determined by the Directors , in accordance with the Act, and not more than 6 months following the Society fiscal year end.
13. General meetings of the members of the Society may be called by the Directors for the transaction of such business as may be properly brought before a general meeting of the members, provided that not less than 7 days or more than 60 days written notice of such meeting shall be sent by ordinary mail or electronic transmission to each member entitled to notice of such meeting.
14. If the Directors propose to present a special resolution for consideration at any meeting of the members, the members shall be given not less than 21 days and not more than 60 days notice of the time and place of such meeting and the notice shall provide the text of the special resolution to be considered at such meeting.
15. A quorum for the conduct of business is 7 voting members, or such other number greater than 3 that the members have determined at an Annual General Meeting to be effective following that Annual General Meeting, until otherwise changed at an Annual General Meeting.
16. No business other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
17. 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.
18. 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 a time, date and place as determined by the President, (or acting chair of the meeting) 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.
19. Subject to paragraph 20, 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.
20. 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 chair of the meeting.
21. A general member's 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.
22. 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.
23. 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.

24. The chair of the meeting may move or propose a resolution and may have a vote on the proposed resolution.
25. In the case of an equality of votes on any matter, the chair shall not have a casting vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.
26. At any meeting of the members of the Society, voting members who are present in person or by other communication means allowed by this By-law shall have one (1) vote. Proxy votes shall not be allowed.
27. Members who are corporations or partnerships shall designate one individual to represent the member and such representative shall be entitled to speak and shall have one vote at meetings of the members of the Society.
28. General meetings of the members may be held 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 during the meeting and such members may vote by such electronic means in a manner that adequately discloses the intentions of the members.

DIRECTORS AND OFFICERS

29. The affairs of the Society shall be managed by a Board of a minimum of seven (7) and a maximum of twelve (12) directors, each of whom, at the time of the member's election and throughout the member's term be a senior member in good standing, of the Society. Unless and until fixed at another number by the members, the number of directors shall be fixed at twelve (12) directors.
30. Each director shall serve a term of 2 years, from the annual meeting at which they are elected by the members until the annual general meeting two years later, such that one half of the directors shall resign and be elected in odd numbered years and the remaining one half of the directors shall resign and be elected in even numbered years.
31. Any person elected as a director shall consent to act as a director in writing, or verbally consent if present at the meeting at which they are elected.
32. Retiring directors shall be eligible for re-election if otherwise qualified.
33. A director may be removed before the end of their term by a special resolution at a meeting of the members, duly constituted, for which notice specifying the intention to pass such a resolution has been given, and may at that meeting elect any eligible member to fill the vacancy so created.
34. No director shall receive remuneration for acting as a director of the Society, but may be reimbursed for reasonable expenses incurred on behalf of the Society and in performing their duties as director, subject to the requirements of the Society for claiming reimbursement. A director may be reimbursed under contracts of employment or contracts for providing services to the Society.
35. 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:
 - a. all law affecting the Society;
 - b. these Bylaws; and

- c. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meetings.
36. If any director resigns office, or without reasonable excuse are absent from 3 or more Board meetings, or be suspended or expelled from the Society, the Board shall declare such director's office vacated and shall appoint a successor in their place to hold office until the term of such director would have ended.
37. No rule, made by the members of 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.

Directors Meetings

38. A quorum for conduct of business at meetings of the directors, shall be a majority of the number of directors then in office.
39. Meetings of the directors shall be held at such place in British Columbia as may be determined from time to time by the Board, in accordance with the Act. .
40. Meetings of the directors may be held 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 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.
41. The President or the Vice-President or the Secretary on the direction of 2 directors may call a meeting of the Board.
42. Notice of a meeting of the directors shall be sent at least 24 hours before the meeting is to take place by personal delivery, regular mail or by electronic transmission to the registered address of each director. If notice is sent by regular mail, it shall be sent at least 5 days before any such meeting. If all the directors are present at the meeting of the directors, or those absent have provided their written waiver of notice, no formal notice of such meeting shall be necessary. A statement of the secretary or president that notice has been given or is not necessary pursuant to this Bylaw, shall be conclusive evidence as to sufficiency of notice.
43. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice needs to be sent, provided that each director has been provided with the notice of such meetings, either by presence at any meeting at which such meetings were set, or by written notice delivered personally, by mail or by electronic means.
44. At a first meeting of the Board held immediately following the appointment or election of new directors at an annual general meeting, or other general meetings of the members, or following for a meeting at which a director has been appointed to fill a vacancy, it is not necessary to give notice to any newly elected director or directors, provided a quorum of directors is present and provided that the existing directors are all present, have received notice or have waived such notice in writing.
45. 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 need 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.

46. 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.
47. All questions arising at a meeting of the Board shall be determined by majority vote and the President may vote on each question. In the event of an equality of votes, the President shall not have a second or casting vote, and the proposed resolution shall not pass.
48. 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.

Committees

49. The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.
50. 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.
51. 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.
52. The members of a committee may meet and adjourn as they think proper.

Officers

53. The officers of the Society shall be president, vice-president, secretary and treasurer and such other officers as the Board may determine from time to time. The office of the secretary and treasurer may be held by one person and may be known as the secretary-treasurer.
54. The president shall be charged with the general management and supervision of the other officers and operation of the Society and preside at all meeting of the Society and of the directors.
55. In the absence of the president, the vice-president shall preside at meetings of the Society and the Board, and in the event that the President shall be absent, or unable to carry out the duties of the president, the vice-president shall be charged with such duties.
56. The secretary shall:
 - a. issue notices of all meetings of the Society and the Board
 - b. attend and keep minutes of all meetings of the Society and Board;
 - c. have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - d. maintain a record of the address of all members of the Society
 - e. conduct all correspondence of the Society as directed; and
 - f. perform such other duties as may from time to time be determined by the Board
57. In the absence of the secretary at any meeting, the president may appoint any other person to record the minutes of such meeting.

58. The treasurer shall:
- a. keep full and accurate financial records, necessary to comply with the Act
 - b. deposit all monies to the account of the Society as directed by the Board
 - c. disburse the funds of the Society as directed by the Board
 - d. render such financial records to the directors, members and others when required
 - e. perform such other duties as may from time to time be determined by the Board
59. 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.

Seal and Execution of Documents

60. All documents to be signed on behalf of the Society shall be signed by either the president or vice-president and by the secretary, or as authorized by resolution of the Board. Contracts in the ordinary course of the operations of the Society may be entered into on behalf of the Society by any officer, or by any person authorized by resolution of the Board.
61. The directors may provide a seal for the Society and may destroy a seal in existence and substitute a new seal in its place.
62. The seal shall be affixed only when authorized by a resolution of the directors and then only by any officer of the Society.

Borrowing

63. The directors may upon special resolution of the members of the Society:
- a. Borrow money on the credit of the Society
 - b. Charge, mortgage or pledge all or any of the real or personal property of the Society to secure any indebtedness of the Society,

Financial Review

64. Subject to the provisions of the Act, the members of the Society may appoint an Auditor (the "Auditor") or a party deemed by the members, qualified to review the financial statements of the Society (the "Financial Reviewer"), at each annual meeting, to review the financial records of the Society for the upcoming fiscal year end.
65. Unless an audit is required by the Act, the members shall determine if an Auditor or Financial Reviewer is to be appointed.
66. The Auditor or Financial Reviewer, as the case may be, shall be appointed by the members, who shall also fill all vacancies occurring in such office. 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.
67. If requested by a new president, and approved by the members, a review shall be conducted before a new president takes office.
68. At the Annual General Meeting the Society may appoint an Auditor or Financial Reviewer, to hold

office until a report has been issued on the financial statements for the upcoming fiscal year, or until (s)he is re-elected or their successor is elected at the next annual general meeting, all as determined by the members.

69. An Auditor or Financial Reviewer may be removed by resolution or motion at a meeting of the members. .
70. An Auditor or Financial Reviewer shall be promptly informed in writing of appointment or removal.
71. No director and no employee of the Society shall be the Financial Reviewer.
72. An Auditor or Financial Reviewer may attend general meetings and shall be provided with notice of the annual general meeting.
73. The report of the auditor or Financial Reviewer shall be presented to the members at each annual general meeting.

Financial Year

74. The financial year of the Society shall end on a date to be determined by the Board.

Winding up or Dissolution

75. In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the Income Tax Act that shall be designated by the members of the Society at the time of the winding up or dissolution of the Society, and if effected cannot be given to the afore-said provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the Income Tax Act which have purposes similar to those of the Society. **This provision was previously unalterable.**

By-law Revision

76. The By-laws of the Society shall not be enacted, re-enacted, altered or amended or added to, except by special resolution of the members of the Society and in accordance with the Act.

Repeal of Prior By-laws

77. Subject to the provisions of section 78, all prior by-laws, resolutions and other enactments of the Society enacted or made are repealed.
78. The provisions of section 77 shall not extend to any by-law or resolution previously made for the purpose of providing to the Board the power or authority to borrow.
79. The repeal of prior by-laws, resolutions and other enactments shall not impair in any way, the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.

