

HORSE COUNCIL
BRITISH COLUMBIA



CONSTITUTION AND BYLAWS

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HORSE COUNCIL OF BRITISH COLUMBIA

CONSTITUTION

The Objectives of the Society shall be:

- a) To provide a coordinating body to serve all equestrian and equine interests except pari-mutuel racing.
- b) To foster and stimulate interest in equestrian sports.
- c) To encourage and facilitate communication among horse owners.
- d) To encourage and facilitate educational programs for horse owners and persons associated with the industry.
- e) To support and stimulate interest in horse breeding and all other aspects of the horse industry.
- f) To guard the well-being of horses and the interests of horse owners.
- g) To accept, receive and take by devise, bequest or gift and to hold, possess and enjoy for the objectives of the Society, donations, gifts, grants and bequests upon such trusts and terms as the donor or donors may prescribe.
- h) To provide and maintain liaison with horse organizations at all levels, provincially, nationally or internationally.

Bylaws of Horse Council of British Columbia (the "Society")

Part 1 – Definitions and Interpretation

1.1 Definitions

In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board" or "Directors" or "Board of Directors" mean the directors of the society;

"Officer" means the president, secretary/treasurer, and such other persons elected or appointed to the society's executive from time to time under these bylaws;

"Bylaws" means these Bylaws as altered from time to time.

"Affiliate" means a British Columbia equestrian or equine associations or provincial branches of national equestrian or equine associations; which have met the criteria as prescribed by the board; which has applied for and been accepted by the Executive as an Affiliate.

"Region" means geographic areas of the Province whose boundaries are established by the Board of Directors and which may be altered by the Board of Directors from time to time.

"Member" means a member of the Society as listed in the register of members of the Society, and unless the context otherwise requires, includes adult members, lifetime members, affiliate members and club members, accepted by the Board of Directors or Executive.

"Youth Associate" means a person under the age of 19 who have applied and satisfy criteria established by the Board of Directors. They are not members within the meaning of the Societies Act, but are able to participate in the programs of the Society.

"Executive Committee" means the Officers of the society which together form the Executive Committee, which shall act for and in the name of the Board in the month to month management of the affairs of the Society.

"Equine" – means horse, mule, donkey or zebra.

"Member Club" Any equestrian or equine association that has applied for and been accepted as a Member Club by the directors.

1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 Members

2.1 Admission of Members

No individual or organization shall be admitted as a Member of the Society unless:

- (a) the candidate member has made an application for membership in a manner prescribed by the Society;
- (b) the candidate member has paid dues as prescribed by the Board, from time to time; and
- (c) the candidate member agrees to uphold and comply with the Society's Constitution, Bylaws, policies, procedures, rules and regulations; and
- (d) the candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the board.

2.2 Classes of Membership

There are two classes of members: voting and non-voting.

1. Voting members are divided into the following three (3) categories:

- (i) Lifetime Member: Lifetime Members shall be a voting member of the Society and they shall not pay any fees.
- (ii) Adult Member: Any individual (19 years or over) who has applied and been accepted as a Member by the directors, shall be a voting member of the Society.
- (iii) Affiliate Member: British Columbia equestrian or equine associations or provincial branches of national equestrian or equine associations; which has met the criteria prescribed by the board; which have applied for and been accepted by the directors as an Affiliate.
 - (a) Affiliate organizations must appoint an individual as their delegated representative. This person may vote and hold a position on the Board of Directors.

2. There is one category of Non-voting members:

- (i) Member Club: Any equestrian or equine association that has applied for and been accepted as a Member Club by the directors. A Member Club may not vote or hold office.

2.3 Membership Dues and Duration:

- (a) Year - the membership year of the Society will be from January 1st until December 31st;
- (b) Dues – the amount of the membership dues will be determined by the Board of Directors from time to time;
- (c) Duration – membership duration is accorded on an annual basis and the Members must reapply for membership annually.

2.4 Member not in good standing

A member is not in good standing if the member fails to pay any subscription or debt due and owing by the member to the society, or as determined by the Board, and the member is not in good standing for so long as those dues or debt remains unpaid.

A voting member who is not in good standing:

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.5 Transfer and Termination of Membership:

- (a) Transfer - membership in the Society is non-transferable.
- (b) Termination - Membership in the Society will terminate immediately upon:
 - (i) the expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
 - (ii) the resignation by the Member by giving written notice to the Society;
 - (iii) the Member's death; or in the case of an club or affiliate it's dissolution; or
- (c) A member may be expelled by a resolution passed by 2/3's of the officers at an Executive Committee meeting.
 - (i) The notice of resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (ii) Before the resolution is put to a vote, the officers must elect or appoint a panel of three (3) directors to investigate the proposed expulsion and make a recommendation to the Executive Committee.
 - (iii) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard by the panel or Executive Committee before the resolution is put to a vote.

- (iv) The Executive Committee may accept or reject the panel's recommendation, as the board sees fit.
- d) Discipline – A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members.
- e) Dues Payable – Any dues, subscriptions, or other monies owed to the Society by terminated or expelled Members will remain due.

2.6 Youth Associates

Youth Associates are persons under the age of 19 who have applied and satisfy criteria established by the Board of Directors. They are not members within the meaning of the Societies Act. Youth Associates are subject to the rules of the Society.

Part 3 – Proceedings of General Meetings

3.1 Time and place of general meeting

A general meeting must be held at the time and place the Board of Directors determines.

An annual general meeting must be held at least once in every calendar year.

3.2 Ordinary business at a general meeting

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) elections or appointments, if any;
- (d) appointment of an auditor, if any;
- (e) business arising out of a report of the directors not requiring the passing of a special resolution.

3.3 Calling of General Meeting

The Society will convene a General Meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) when resolved by Board Resolution; or

(c) when such a meeting is requisitioned in writing by the (5%) of the Voting Members in accordance with the Act. The meeting must be held within 45 days of receipt of notice to the Society's office.

3.4 Notice of General Meeting

The Society will provide notice of every General Meeting to each voting Member as follows:

- (a) by electronic method sent to the address provided by each Member who has provided the Society with an e-mail address not less than fourteen (14) days prior to the date of the Meeting; and
- (b) by posting notice of the Meeting on the Society's website, for at least fourteen (14) days immediately prior to the date of the Meeting.

3.5 Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting, in sufficient detail to permit a Member to form a reasoned judgement concerning that business.

3.6 Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

3.7 Attendance at General Meetings

In addition to Members, Directors and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chairperson.

3.8 Registration of Members

Every Member attending a General Meeting must register their attendance prior to the call to order for the meeting in such manner as may be established by the Board from time to time.

3.9 Requirement of Quorum

No business, other than the election if required, of a Person to chair the general meeting and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

3.10 Quorum

A quorum at a General Meeting is twenty (20) Voting Members in good standing on the date of the Meeting.

3.11 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the next time set by the members.

3.12 Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.13 Chair of General Meeting

The following individual is entitled to preside as the chair of a meeting:

- (a) the president, or
- (b) one of the other directors or officers present at the meeting, if the president is unable to preside as the chair.

3.14 Adjournment by Chair

The Chair of any General Meeting may, or, if so directed by the voting Members at the meeting, must, adjourn from time to time and from place to place, but no business will be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting. The meeting may not be adjourned for more than thirty (30) days. It is not necessary to give notice of a continuation of an adjourned General Meeting of the business to be transacted at the continuation of an adjourned General Meeting.

3.15 Rules of Order

Where resolution of a procedural issue at a meeting is required Robert's Rules of Order may be applied.

3.16 Minutes of General Meetings

The Executive Director or such other person designated will ensure that minutes are taken for the Meeting.

Part 4 Voting by Members

4.1 Ordinary Resolution

Unless the Act, or these Bylaws provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

4.2 Entitlement to Vote

Each Voting Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other person is entitled to vote on a matter for determination by the Members, whether at a Meeting or otherwise.

4.3 Voting Methods at a General Meeting

Voting by Voting Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards; or
- (b) by written ballot;

Where a vote is to be conducted by show of hands or voting cards, except that if, and prior to or after such a vote, two (2) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

- (c) a resolution proposed at a meeting needs to be seconded, and the Chair of a meeting may move or propose a resolution.
- (d) in the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which they may be entitled as a member, and the proposed resolution does not pass.

4.4 Voting Other than at a General Meeting

The Board may, in its sole discretion, conduct a vote of the Voting Members other than at a General Meeting, whether by mail-in ballot or electronic means, provided in each case that the Society provides each Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Voting Member may cast a vote.

4.5 Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting. Results by electronic means shall be announced on the Society's website.

4.6 Voting by Proxy

Voting by proxy is not permitted.

4.7 Matters decided at General Meeting by Ordinary Resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 5 - Directors

5.1 Eligibility requirements of Directors

Directors of the society must meet eligibility requirements established by the Board of Directors and the Society Act and are of 19 years of age.

5.2 Number of Directors on Board

The affairs of the Society shall be managed by a board of not less than twenty (20) or not more than forty (40) and shall consist of the following:

- a) One (1) director from each Region, elected by the Members of the Region for a two-year term. Beginning in 2020, half of these directors are to be elected in even years, and half of these directors are to be elected in odd years. For 2019 only, 12 directors will be elected, one from each region, six (6) for a one year term and six (6) for a two year term.

- b) One (1) director appointed annually by each Affiliate as per criteria established by the Board of Directors from time to time.
- c) Up to a maximum of four (4) directors-at-large may be elected from the general membership for a two (2) year term. Half of these directors to be elected in even years, and half of these directors in odd years.
- d) Up to eight (8) directors may be elected or appointed to the Executive Committee by the Directors from the membership to act as the Officers of the Society.

5.3 Ceasing to be a Director

- a) A director who represents a Region if by reason of death, incapacity, resignation, or moving out of the Region they represent, or by ceasing to be a Member of the Society, will immediately cease to be a director.
- b) A director who represents an Affiliate if by reason of death, incapacity, resignation, moving out of the Province or by ceasing to be a member of the organization they represent, or by ceasing to be a Member of the Society, will immediately cease to be a director.
- c) A director-at large if by reason of death, incapacity, resignation, moving out of the Province, or by ceasing to be a Member of the Society, will immediately cease to be a director.
- d) Any other Director if by reason of death, incapacity, resignation, moving out of the Province, or by ceasing to be an Officer or a Member of the Society, will immediately cease to be a director.

5.4 Filling a Vacancy

- a) In the event of a vacancy of a Regional Director position, the Board may choose to appoint a member to that position or leave vacant until the next Regional Election cycle. If applicable, during the next Regional Election cycle a replacement for the remainder of the term may be filled by a by-election.
- b) In the event of a vacancy on the Board of Directors in an Affiliate Director position, replacement for the remainder of the term may be made by the appointing Affiliate.
- c) In the event of a vacancy on the Board of Directors in a Director at Large position the Board may choose to appoint a member to that position until the end of the term or leave the position vacant for the remainder of that term.
- d) A director appointed by the board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

5.5 Removal of a Director

- a) A director may be removed as a director by a resolution passed by 2/3's of the directors.

5.6 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) act in accordance with these Bylaws.

5.7 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (b) is not entitled to vote on the contract, transaction or matter;
- (c) will absent him or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (d) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

Part 6 Directors Meetings

6.1 Calling Directors' meeting

A directors' meeting may be called by the president or when such a meeting is requisitioned in writing by five (5) of the Directors. The meeting must be held within 45 days of receipt of notice to the Society's office.

6.2 Notice of a Directors' meeting

At least 5 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

6.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

6.4 Chair of Director Meeting

The following individual is entitled to preside as the chair of a meeting:

- (a) the president, or
- (b) one of the other directors present, if the president is unable to preside as the chair.

6.5 Quorum of Directors

- (a) The quorum for the transaction of business at a directors' meeting is fifteen (15) directors.
- (b) Questions arising at a meeting of directors must be decided by a majority of votes. In the case of a tie vote, the chair does not have a second or casting vote.
- (c) 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. The consent of the directors may be communicated by facsimile, electronic mail, or original signature on the resolution. Directors' consents may be given in counterpart.
- (d) Voting by proxy is not permitted.

6.6 Nomination Committee

A Nomination Committee of three or more shall be appointed by the Board of Directors from the membership. The nomination committee will be responsible to recruit, solicit, and receive nominations for election or appointment for Directors at Large and the Officers of the Society.

6.7 Nomination

Any nomination of a person for election or appointment as will:

- (a) Include the written consent of the nominee by signed or electronic signature;
- (b) Comply with the Nominations Policy as set by the Board of Directors; and
- (c) Meet qualifications as established.

6.8 Nominations from the Floor

A person may not be nominated from the floor of a Meeting.

Part 7 Executive Committee

7.1 Election of Officers

The Executive Committee must consist of a minimum of five (5) and a maximum of nine (9) Officers.

At the Fall directors meeting the directors shall on odd number years elect:

- (a) a president, from amongst their number; and
- (b) elect or appoint up to three (3) other officers from the membership.

At the Fall directors meeting shall on even number years elect or appoint from the membership:

- (c) a secretary/treasurer; and
- (d) up to four (4) other officers.

Together these officers shall form the Executive Committee of the Society, which shall act for and in the name of the Board in the month to month management of the affairs of the Society. All appointed officers are directors pursuant to 5.2 (d). The Past President may serve ex-officio at the pleasure of the President for one year.

7.2 Transitional Provision

All current executive committee officers will continue in their current positions, with their terms extended by one year.

For greater certainty, in the **Fall 2019** the Directors shall elect:

- (a) a president, from amongst their number; and elect or appoint

- (b) up to three other officers from the membership; and
- (c) for a one year term a secretary/treasurer.

For greater certainty, in the **Fall 2020** the Directors shall:

- (d) elect or appoint a Secretary/Treasurer and up to four other officers from the membership.

7.3 Elections for Officer Positions to the Executive Committee

Separate elections must be held for each office to be filled. All elections will be by secret ballot, or acclamation.

7.4 Terms of appointment of officers

The term of office for all officers shall be two (2) years and

- (a) The President's period of office shall be limited to two (2) terms (four (4) consecutive years).
- (b) All other Executive Officers period of office shall be limited to three (3) terms (six (6) consecutive years).
- (c) If an officer steps down or completes their term(s) they may not seek re-election or appointment as an officer to the Executive Committee for two years.
- (d) The Executive may appoint an interim officer to fill the remainder of the term of a vacancy on the Executive Committee
- (e) The Directors may by a resolution extend the term of an officer where special circumstances warrant such extension.

7.5 Removal of Officers

A Person may be removed as an officer by the Board of Directors by a resolution approved of by 3/4's of the directors.

7.6 Replacement

Should an officer for any reason be unable to complete their term, the Board will elect or appoint a replacement without delay for the remainder of the term.

Part 8 Roles of Officers

8.1 Role of the President

The president is the chair of the Board and is responsible for supervising the other directors and officers in the execution of their duties. The president shall be ex-officio member of all committees.

8.2 Role of the Secretary/Treasurer

The secretary/treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes;
- (e) issuing notices of general meetings and directors' meetings;
- (f) taking minutes of general meetings and directors' meetings;
- (g) keeping the records of the Society in accordance with the Act;
- (h) conducting the correspondence of the Board;
- (i) filing the annual report of the Society and making any other filings with the registrar under the Act.

8.3 Role of other officers

The other officers shall exercise all those responsibilities which are assigned them.

Part 9 Officers' Meetings (Executive Committee Meetings)

9.1 Calling of Officers meeting

An officers' meeting may be called by the president or by any 2 other officers.

9.2 Notice of Officers' meeting

At least 3 days' notice of an officers' meeting must be given unless all the officers agree to a shorter notice period.

9.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of an officers' meeting to any officers, or the non-receipt of a notice by an officer, does not invalidate proceedings at the meeting.

9.4 Chair of Officers' meeting

The following individual is entitled to preside as the chair of a meeting:

- (a) the president, or
- (b) one of the other officers present, if the president is unable to preside as the chair.

9.5 Quorum of Officers

- (a) The quorum for the transaction of business at an officers' meeting is four (4) officers.
- (b) Questions arising at a meeting of officers must be decided by a majority of votes of those present. In the case of a tie vote, the chair does not have a second or casting vote.
- (c) A resolution in writing, signed by all the officers and placed with the minutes of the officers, is as valid and effective as if regularly passed at a meeting of the Executive Committee. The consent of the officers may be communicated by facsimile, electronic method, or original signature on the resolution. Officers' consents may be given in counterpart.
- (d) Voting by proxy is not permitted.

Part 10 – Remuneration of Directors and Signing Authority

10.1 Remuneration of Directors

These Bylaws do not permit the Society to pay to a director remuneration for being a director or officer, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

The Board of Directors may approve reimbursement to a director for reasonable expenses necessarily incurred by the director in performing their duties as a director.

10.2 Signing authority

A contract or other record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 11—Auditor

- 11.1 This Part applies only if the society is required or has resolved to have an auditor.
- 11.2 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 11.3 An auditor may be removed by ordinary resolution.
- 11.4 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 11.5 A director or employee of the society must not be its auditor.
- 11.6 The auditor may attend general meetings.

Part 12—Bylaws and Access to Records

- 12.1 On being admitted to membership, each member is entitled to, and the society must make available to the member without charge, a copy of the constitution and bylaws of the society.
- 12.2 These bylaws must not be altered or added to except by special resolution.
- 12.3 A Member is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:
 - (a) the Constitution and these Bylaws, and any amendments thereto;
 - (b) the statement of directors and registered office of the Society;
 - (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
 - (d) resolutions of the Members in writing, if any;
 - (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
 - (f) the register of Directors;
 - (g) the register of Members;
 - (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;

- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

Part 13 – Dissolution of the society

13.1 On dissolution of the society and after payment of all debts and liabilities, the remaining assets of the society shall be distributed to such charitable British Columbia organization or organization as may be decided by the members aforesaid.

13.2 The society business shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used for promoting its objects.