



HORSE COUNCIL BC SPECIAL GENERAL MEETING

Monday, August 29, 2022 at 7:00 PM PST

Via Zoom Meeting

AGENDA

7:00 PM via Zoom

1. Call meeting to order
 - a) Welcome
 - b) Roll call/Announcement of quorum
 - c) Note of guests in attendance – McLaughlin and Associates
 - d) Acceptance of agenda

2. President's Remarks – Karen Swantje

3. Governance Chair's Remarks – Joan Chess-Woollacott

- a) Brief remarks – Kathy McLaughlin
- b) Proposed changes to the HCBC Constitution Purposes and Bylaws

Suggested Motion: Move that the Membership of HCBC approve the proposed Constitution Purposes as presented.

Suggested Motion: Move that the Membership of HCBC approve the proposed Bylaws as presented.

- c) Extension of current Treasurer's term to support transition efforts

Suggested motion: Move that the Membership of HCBC reappoint Sharon Pickthorne as a Board Director for a one-year term to enable her to continue to serve as Treasurer for 2023 during the governance transition.

4. Date and time next Annual General Meeting November 5, 2022 (TBC)

5. Adjournment



HORSE COUNCIL BC SPECIAL GENERAL MEETING

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Via Zoom Meeting

SPECIAL GENERAL MEETING

August 29, 2022

MEETING STANDING RULES

The following Rules of Order are designed to facilitate progress at the Horse Council BC Special General Meeting to ensure orderly debate, courtesy, fairness and equality for all. The meeting shall be held solely by electronic means. The meeting will be conducted in accordance with The BC Societies Act, the constitution and by-laws of HCBC and Robert's Rules of Order, Newly Revised – 11th edition.

1. All speakers will practice fairness and courtesy at all times. The Special General Meeting is for the purpose of transacting the agenda at hand and related resolutions. Unrelated topics or issues of a personal nature will not be debated or considered.
2. Only one item, the immediately pending motion and/or the matter under discussion, will be considered at a time.
3. Members who wish to speak will raise their hand through the electronic icon, or type it into the Chat box, or otherwise gain the attention of the chair or moderator, wait to be recognized by the chair, and begin by stating their name.
4. Speakers shall respect the need for the meeting to run on time and limit their remarks to 2 minutes or less.
5. Each speaker may speak once to each resolution; no Member may speak a second time, which includes asking a follow-up question, unless and until all those who desire to speak a first time have had the opportunity to do so.
6. A voting Member has the right to move the previous question (to ask the assembly to close debate) and proceed to vote on the pending motion(s). This motion must be seconded and is not amendable or open to debate. It requires a 2/3 vote to adopt.

Please note: Special resolutions may not be made from the floor at the SGM, in keeping with BC Societies Act requirements.

27336 Fraser Hwy, Aldergrove, BC V4W 3N5 Tel: 604 856 4304 Toll Free: 1 800 345 8055 Fax: 604 856 4302





Message from our Board President

August 15, 2022

Dear fellow Members,

Following up on my message to all members on June 27, 2022, I am pleased to present to you a final copy of the updated HCBC Constitution as well as the revised Bylaws for the organization. This marks the culmination of a comprehensive governance review that the Board of HCBC has been undertaking over the past year. Extensive engagement with the Board of Directors, Members, and Affiliates has resulted in the documents that are contained within this package. I was happy to hear from members who took the time to express their support and suggestions for the proposed changes; their feedback has been incorporated in the final set of documents enclosed.

We will be holding a Special General Meeting (SGM) on Monday, August 29th at 7:00pm PST to seek ratification of these documents.

As has been communicated to all members, the need for a review of HCBC's governance model was identified as a priority by the Board in late 2020, in response to upcoming changes to the BC Societies Act, best practices for Provincial Sport Organizations and a review of modern governance models in place for member-based associations. The mandate to conduct the review was given by the Board to the Governance Committee, chaired by Joan Chess-Woollacott and comprised of Lynda Atkinson, Catherine Davidson, myself (ex-officio) and Craig Cherrett (Executive Director/ex-officio). The Board approved retaining external governance advisor McLaughlin & Associates to help in the review and proposed updates.

The intent of the proposed bylaw update was to:

- Align with appropriate best governance practices for member association boards and BC Provincial Sport Organizations
- Increase the effectiveness of our board governance processes and structures on behalf of all members
- Streamline and reduce cost and burden on staff caused by a large board with varying priorities and agenda

Bylaws serve to protect the Members by clearly stating the rules by which the Society is governed, and we encourage all members to review the new Bylaws and exercise your right to vote at the SGM.

Once ratified by the Membership, the revised Bylaws and Constitution would take effect immediately and impact the 2022 Board of Director elections and would be implemented for the 2023 calendar year.

Thank you for your attention to this matter, we appreciate the feedback and support we have received from members throughout this process, and look forward to moving ahead with a governance model that enables the Board to oversee a well governed, high performing member services society that meets the needs of our diverse and growing membership.

On behalf of the Board of Directors,

Karen Swantje
Board President



August 15, 2022

Dear HCBC Members,

Last spring, the Governance Committee began reviewing HCBC's Constitution, bylaws and policies. The Board approved retaining McLaughlin & Associates, a BC consulting business with expertise in governance and best practices for not-for-profit organizations, to support the Governance Committee in this work.

HCBC is incorporated under the BC Societies Act, and is considered a Provincial Sport Organization (PSO) by the provincial government.

The goals of the governance review are to:

- Align with appropriate best governance practices and requirements for member-based not-for-profit organizations and PSO's
- Increase the effectiveness of our Board governance processes and structures on behalf of all members, and
- Streamline and reduce costs of Board operations, and make better use of staff resources.

This important task was initiated for several reasons:

- Increasing scrutiny: We need to be able to meet the ViaSport accreditation requirements for PSOs, forthcoming changes to the BC Societies Act, and criteria set by various provincial and federal grants and funding programs.
- Representative vs. Governance Board: Our historical structure emphasized regional and affiliate categories representing their geographic area or interest group. PSOs and other organizations have shifted away from this model to one where all directors govern in the best interests of all members in all equine sectors and regions of the province.
- Very large Board: Our current bylaws allow up to 40 directors with Board meetings held twice per year, making it difficult to find nominees to stand for election, to make decisions, and to be responsive to quickly changing circumstances. It is not cost-effective and creates onerous administrative demands on staff.
- Executive Committee: Our bylaws allow a large executive committee, which is no longer considered a best practice as it risks being perceived as a "board within a board". As well, currently, Officers may be appointed to the Executive from among members rather than from among existing Directors already elected by HCBC members.
- Lack of term limits for directors: Not having term limits removes flexibility in Board composition and renewal; term limits will soon be required by the BC Societies Act.
- Member engagement: For decades, HCBC has relied on volunteer regional and affiliate directors as the primary conduit. With close to 25,000 members, communication can be done more efficiently and equitably by staff through a variety of media and channels.

The proposed amendments to the Constitution and Bylaws have been prepared with the help of our governance experts in accordance with constitutional law, the BC Societies Act and accepted governance principles for member services societies and PSOs. The proposed changes were shared with members for feedback in June. As a reminder, attached is the summary of proposed changes that was sent to members at that time. A handful of members expressed support and suggestions which have been incorporated in the final documents. Board Directors provided their input through a series of workshops throughout the year, and the Board approved the proposed revisions at its meeting on July 27, 2022.

All of the above steps now bring us to you – HCBC’s 24,900 members. Under the BC Societies Act, changes to Constitution Purposes and Bylaws must be approved by a majority vote, by the members at an Annual General Meeting or a Special Members Meeting.

We are seeking your approval to update HCBC’s Constitution Purposes and Bylaws, as outlined within this package, by a vote at a Special Members Meeting scheduled for Monday, August 29th at 7:00 pm PST via Zoom.

We hope to see many of you in attendance for that meeting.

Joan

Joan Chess-Woollacott
Chair, Governance Committee

HCBC Summary of Bylaw Changes and Rational

| PROPOSED CHANGES | RATIONALE FOR CHANGE |
|---|---|
| Updated Purposes | The purposes of the Society have been updated by reordering the objectives and reflecting the importance of our advocacy role and promotion of all equine sport, recreation and business and to align with more contemporary language. |
| Term limits set for all Directors | Currently the directors do not all have terms or term limits. The BC Societies Act will require all Societies to have terms so that there is flexibility in Board composition and periodic renewal of board expertise. The terms proposed are 3 years renewable to a maximum of 3 times (9 years) with the option to return for election after 1 term away. |
| Update the list of standing committees and add the Board's ability to create committees. | Previous bylaws specified only the Nominations Committee, whereas in practice HCBC also has Governance and Finance as standing committees. The bylaws change now specifies the Finance and Audit Committee and adds a Governance (including responsibility for nominations) Committee. It also adds flexibility for the Board to create and dissolve ad hoc committees through policy without additional changes to the bylaws. |
| Shifting to a Governance board vs Representative board (no longer have specifically designated regional or affiliate directors) | Members are better served if all directors on the board are elected by the membership as a whole rather than specific regions or interest groups and govern in the best interest of all members in all equine sectors and regions of the province. Nominations policies will ensure board candidates are drawn from a cross section of geographic areas and equine interests. |
| Reducing the size of the Board | The current board of up to 40 directors meeting only twice a year makes it very difficult to make decisions and be responsive to quickly changing circumstances. A smaller board (9 to 12 directors) is more cost effective, will be able to meet more often, be more responsive and reduce demands on staff. |

HCBC Summary of Bylaw Changes and Rational

| PROPOSED CHANGES | RATIONALE FOR CHANGE |
|--|---|
| Dissolution of the Executive Committee | With a smaller board the need for a subset of directors to attend to the board’s priorities is removed. An Executive Committee is no longer considered a good governance practice as it risks becoming a “super board” or “board within a board”. |
| Reducing the number of Officers and clarifying method of appointment | <p>The number of Officers will be reduced by discontinuing the practice of having Officers with operational responsibilities that are now handled by staff.</p> <p>Officer positions will consist of the Chair, Vice-Chair and Secretary/Treasurer and will serve one-year renewable terms.</p> <p>The Officers of the Society will all be elected by the Board from among its Directors, removing the practice of appointing Officers from the membership who are not Directors.</p> |
| Updating titles, definitions and language | Ensure the bylaws reflect commonly used and current terms and definitions. Removes specific content related to previous regional directors and affiliate representatives. Removes language that is gender specific. |
| Meeting protocols | Incorporate more efficient and clear meeting protocols including electronic meeting and voting, meeting notice periods, increased website notice period from 14 to 21 days, etc., to be consistent with current BC Societies Act regulations and best practices. |

Summary of Member Feedback on Bylaws July 12, 2022

| Section | Question/comment | Governance Committee response |
|---|--|---|
| Constitution/Purposes - a) | Mention “within BC” | Suggested change has been made |
| Constitution - f) | Add mention of regions | Suggested change has been made |
| Part 1 – Definitions | Add definition of “Equestrian”, “region”, “regional” | Suggested additions have been made |
| 2.3 Classes of membership | Lifetime member is approved by the board – this should be mentioned | Suggested change has been made |
| 2.3.2 Non-voting members | Affiliates and Youth Associates should be moved into this section | Suggested change has been made |
| 2.5 Member not in good standing | Length of period to be not in good standing should not be specified – should be discretionary to Board with supporting policy | Suggested change has been made |
| Part 5 Directors | Several questions and requests were made around ensuring Directors are drawn from the various geographic regions of the province | Bylaws wording now makes this clearer. |
| 5.3 Directors’ Term | Consider shorter term – e.g. six years | 9 years is a maximum, not a requirement. The bylaws allow for “up to” three terms of three years each, “up to” 9 years, to allow maximum flexibility but also encourage continuity. |
| 5.7 Duties of Directors | Several suggestions for things that should be added to the Duties of Directors, including oversight of the Executive Director | This section has now been expanded to add a comprehensive set of standard duties of a member-services governance board, including oversight of the ED and some financial duties. |
| 5.9 and 5.10 - Standing Committees | Standing committees should be subject to the same conditions included in section 5.9 | Suggested change has been made. |
| 6.3 Proceedings valid despite omission to give notice | Request was made to remove this section to avoid intentional omission | This section is in the BC Societies Act and generally appears in society bylaws; the word accidental precludes intentional omissions. |

| Section | Question/comment | Governance Committee response |
|---------------------------|--|--|
| 6.5 Election of Directors | <ul style="list-style-type: none"> • Several questions and requests were made around ensuring Directors are drawn from the various geographic regions of the province. • Inquiry as to number of Directors to be elected each year to ensure some continuity • Inquiry as to how to break a tie | <ul style="list-style-type: none"> • The HCBC governance model is moving away from a representation board to a governance board where all directors represent all members. The Board does not wish to prescribe specific regions or “quotas” as that overemphasizes one aspect of diversity whereas all are important. The bylaws state that the Board will ensure through its nomination and election policies that no single interest, need or region has majority representation, undue influence, nor has its interests excluded by the Board. • The number of Directors to be elected each year is covered in the nomination and election policy. • How a tie is broken is outlined in policy. |
| Part 7 Officers | Is Secretary-Treasurer one position? | The bylaws provide for a Secretary and a Treasurer, or the combined role of Secretary-Treasurer. |

**HORSE COUNCIL
BRITISH COLUMBIA**



CONSTITUTION AND BYLAWS DRAFT

Version: For Approval Special Meeting August 29, 2022

27336 FRASER HWY, ALDERGROVE, B.C., V4W 3N5 WWW.HCBC.CA

HORSE COUNCIL OF BRITISH COLUMBIA CONSTITUTION

The Purposes of the Society shall be:

- a) To provide a coordinating body to serve all equestrian and equine interests in British Columbia (BC).
- b) To foster, stimulate and support interest in equestrian sports, recreation and business.
- c) To support and stimulate interest in the breeding of equines, and all other aspects of the equine industry.
- d) To advocate for the health and welfare of equines and the interests of owners, according to regulated practices and acceptable standards.
- e) To encourage and facilitate educational programs and other services, based on science and current best practices, for equine owners and persons associated with all equine and equestrian activities.
- f) To be a liaison between equine and equestrian organizations locally, regionally, provincially, nationally, and internationally; and to foster relationships and the sense of community among organizations especially at the local and provincial levels.
- g) To represent equine and equestrian interests at all levels of government when circumstances warrant.
- h) To bring to the public's attention the social, health, and economic benefits of equines and equine ownership.

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.

"Affiliate" means a British Columbia equestrian or equine association or provincial branch of a national equestrian or equine association; which has been accepted by the Society as an Affiliate in accordance with the policies of the Society.

"Board" or "Directors" or "Board of Directors" mean the Directors of the Society.

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

"Electronic meeting" means a meeting that has some or all members attending by phone, on-line or by other electronic means.

"Electronic voting" means voting by email or text message; private or public chat message; or a voting application or device.

"Equestrian" for the context and purposes of these Bylaws will refer to anyone participating in the practice of a horse activity and may include pedigree development, sport and competition, recreation and pleasure, youth and adult development and wellness, physical exercise, therapeutic use, and local agri-tourism.

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

"Lower Mainland" refers to the Lower Mainland boundary prescribed by viaSport within its BC Games Zone Structure. The Lower Mainland will contain all of the communities within Fraser Valley (Zone 3), Fraser River (Zone 4), and Vancouver-Coastal (Zone 5).

"Member" means a member of the Society as listed in the register of members of the Society, accepted by the Board of Directors.

"Member Club" Any equestrian or equine association that has applied for and been accepted as a Member Club in accordance with the policies of the Society.

"Ordinary resolution" means one of the following:

- a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members (in-person or by electronic voting); or

- b) a resolution sent to all voting members and passed by a simple majority of the votes cast by mail, fax, email or other electronic means by the voting members.

“Region or regional” means a geographic area of the province.

“Special resolution” means any of the following:

- a) a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members, (in-person or by electronic voting); or
- b) a resolution sent to all voting members and passed by at least 2/3 of the votes cast by mail, fax, email or other electronic means by the voting members.

“Youth Associate” means a person under the age of 19 who has applied and satisfied criteria established in the Society’s policies in accordance with the Act.

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

An individual or organization shall be admitted as a Member of the Society when:

- 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;
- 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 Duties of Members

Every member must uphold the Constitution of the Society and must comply with these bylaws and other policies of the Society.

2.3 Classes of Membership

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

2.3.1 Voting Members

Voting members are divided into the following two (2) categories:

- i. Lifetime Member: Lifetime Members shall be approved by the Board and be a voting member of the Society. 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.

2.3.2 Non-voting Members

There are three (3) categories of non-voting members who do not vote nor hold office:

- i. Affiliate Member: A British Columbia equestrian or equine association or provincial branch of a national equestrian or equine association which has applied for and been accepted by the Society in accordance with the policies of the Society.
- ii. Member Club: Any equestrian or equine association that has applied for and been accepted as a Member Club in accordance with the policies of the Society.
- iii. Youth Associates: Persons under the age of 19 who have applied, and satisfied criteria established in the Society's policies in accordance with the Act

2.4 Membership Dues and Duration:

The amount of the annual membership dues and duration will be determined by the Board of Directors from time to time.

2.5 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 at least one month prior to the next AGM or for otherwise violating any member duty or obligation (section 2.2), or for other reasons as determined by the Board. The Board shall have the discretion to set a period of time that members not in good standing will remain as such following remedy of the violation.

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.

2.6 Discipline, Transfer and Termination of Membership

Membership in the Society terminates when:

- a) the member's term of membership expires;
- b) the membership terminates in accordance with these bylaws;
- c) the member resigns by written notice to the Society;
- d) the member, in the case of an individual, dies or, in the case of an affiliation or club dissolves; or
- e) the member is expelled in accordance with Society policy.

The rights of a person as a member of a Society, including any rights in the property of the Society, cease to exist when the person's membership in the Society terminates.

A member may be disciplined or expelled in accordance with the Society's policies and procedures relating to the discipline of members as approved by the Board from time to time.

Any dues, subscriptions, or other monies owed to the Society by terminated or expelled Members will remain due.

2.7 Youth Associates

Youth Associates are persons under the age of 19 who have applied and satisfied criteria established in the Society's policies in accordance with the Act.

Youth Associates may not vote or hold office and are subject to the rules of the Society.

Part 3 Meetings of Voting Members

Meetings of Voting Members shall include general meetings and special meetings.

3.1 Annual General Meetings

3.1.1 Time and place of general meeting

A general meeting must be held at the time and place within British Columbia (BC) that the Board of Directors determines.

If the Board of Directors determines that the general meeting is also an electronic meeting:

- a) those attending electronically do not need to be located within BC;
- b) those responsible for holding the meeting must permit and facilitate participation in the meeting by telephone or other communications medium; and
- c) All persons participating in the meeting must be able to, if applicable, vote at the meeting.

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

3.1.2 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;
- e) appointment of an auditor, if any;
- f) business arising out of a report of the Directors not requiring the passing of a special resolution.

All other business is special business.

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

3.1.3 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 5% of the Voting Members in accordance with the Act. The meeting must be held within 60 days of receipt of the requisition to the Society's office.

3.1.4 Notice of General Meeting

The Society will provide written notice of the date, time and location of every General Meeting to each voting Member.

This may be done through postal mail and/or the following methods:

- a) by electronic method sent to the address provided by each Member who has provided the Society with an e-mail address at least 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 twenty-one (21) days immediately prior to the date of the Meeting.

3.1.5 Contents of Notice

Notice of a General Meeting will specify the date and time of the meeting, the place, and if an electronic meeting the instructions for attending and participating by telephone or other electronic method. The notice 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. If the meeting is an electronic meeting it will also include instructions for voting at the meeting.

3.1.6 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.

3.1.7 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.

3.1.8 Registration of Members

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

3.1.9 Requirement of Quorum

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

3.1.10 Quorum

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

3.1.11 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
 - a. in any other case, the meeting stands adjourned to the next time set by the members;
- b) at the continuation of the adjourned meeting, if a quorum is again not present, the voting members present constitute a quorum for the purposes of that meeting.

3.1.12 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.

3.1.13 Chair of General Meeting

The Chair of the Board shall preside as the chair of the meeting. If the Chair is unable to preside as the chair, the Vice-Chair or another Officer shall preside; or one of the other Directors present at the meeting shall preside.

If the Chair and all other Directors present are unwilling to act as chair of the meeting, the voting members present at the meeting shall choose a member who is present to chair the meeting.

3.1.14 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. It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.15 Minutes of General Meetings

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

3.2 Special Meeting

A special meeting of the Voting Members may be called and held at any time:

- a) at the discretion of the Chair;
- b) by a majority of the Board;
- c) at the written request of not less than 5% of all Voting Members.

A Special Meeting will adhere to the same requirements as outlined in section 3.1 of these bylaws for a general 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 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.

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, at the discretion of the Board:

- a) by show of hands or voting cards; or
- b) by written ballot; or
- c) by electronic voting.

If, 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.

A resolution proposed at a meeting needs to be seconded, and the Chair of a meeting may move or propose a resolution.

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.

4.6 Voting by Proxy

Voting by proxy is not permitted.

Part 5 Directors

It is the intention of the Society that its Directors at all times reflect and promote diversity, equitable practices and access, and inclusivity throughout its membership, within the organizational culture, at the Board table and in all its communities.

5.1 Board Composition

- a) The Board is comprised of a minimum of nine (9) individuals to a maximum of twelve (12) individuals, elected by the voting members.
- b) The Board shall be composed of Directors who reflect the diversity among members, regions, equine and equestrian activities and interests found throughout the province; and who work on behalf of all members to further the Society's purposes, priorities and strategic direction.
- c) The Board shall ensure through its nomination and election policies and processes that no single interest, need or region has majority representation, undue influence, nor has its interests excluded by the Board.
- d) Fifty percent (50%) or more of the Directors shall reside outside of the Lower Mainland.

5.2 Eligibility requirements of Directors

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

5.3 Director's Term

A Director's term shall be three (3) years. Directors shall take office at the close of the Annual General Meeting in which they are elected and end at the conclusion of the Annual General Meeting for the final year of their term, unless they resign, are removed from, or otherwise vacate their office.

A Director may serve a maximum of nine (9) consecutive years on the Board.

A Director cannot be nominated again if the upcoming term will exceed the nine (9) years.

A Director, after serving nine (9) consecutive years, is not permitted to be nominated to run again for a position on the Board for one term or three (3) consecutive years.

5.4 Ceasing to be a Director

A Director ceases to be a Director upon the occurrence of any of the following:

- a) death;
- b) incapacity;
- c) resignation;
- d) conviction of a criminal offence
- e) moving out of the province;
- f) removal by the Board;
- g) or ceasing to be a member of the Society.

5.5 Filling a Vacancy

In the event of a vacancy on the Board of Directors 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, as prescribed by the Act.

5.6 Removal of a Director

A Director may be removed as a Director by a special Board resolution despite any provisions in these bylaws.

Without limiting the above, a Director may be removed by a special Board resolution for:

- a. being absent without cause from three consecutive meetings in a one-year period.
- b. breaching their fiduciary responsibilities or for other illegal or egregious action.

5.7 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) further and not hinder the purposes, aims, and objects of the Society;
- d) act in accordance with the Act and the regulations thereunder;
- e) uphold the Constitution and comply with these bylaws and the policies of the Board in effect from time to time; and
- f) abide by such codes of conduct and ethics adopted by the Board.

The Directors shall have charge of the general conduct of the affairs of the Society and shall have exclusive management and control of the property and assets of the Society and without limiting the generality of the foregoing, the Directors:

- g) are expressly empowered to make, alter, amend and repeal such policies as the Directors determine are in the best interest of the Society;
- h) are expressly empowered, where the revenue of the Society is insufficient to meet expenses, to assess the members pro-rata to the amount of the deficiency;
- i) shall from time to time appoint a Chief Executive Officer (Executive Director);
- j) shall keep the membership reasonably and properly informed;
- k) may authorize the borrowing of money by the Society or the acquisition or improvement of real property for the purposes of the Society.

5.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract, matter, or transaction (whether existing or proposed) with the Society, or a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society, the Director:

- a) will disclose fully and promptly the nature and extent of their interest;
- b) is not entitled to vote on the contract, transaction or matter;
- c) will absent themselves from the meeting or portion thereof at which the contract, transaction or matter is discussed, unless requested by the Board to remain and provide relevant information, 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.

5.9 Power to Create Committees

The Board may from time to time create any committee or advisory group as it deems necessary or appropriate, subject to the Act with the following:

- a) members of a committee are approved and appointed by the Board;
- b) any committee formed by the Board must report their activities and be accountable to the Board;
- c) a committee may be composed of both Directors and other persons who have specific abilities, training, experience, and/or knowledge which can be beneficial to the operation of that committee;
- d) committee members shall not serve on a committee past their term limits as Directors, or if a non-Director, shall be subject to the same term limit as Directors; and
- e) each committee will have Terms of Reference that are kept up to date and approved by the Board.

5.10 Standing Committees

The Board shall constitute and maintain the following standing committees, subject to the conditions stated in 5.9, to be advisory to the Board:

- a) Finance and Audit
- b) Governance (including responsibility for board nominations)

Part 6 Directors Meeting

6.1 Calling Directors' meeting

A Directors' meeting may be called by the Chair or when such a meeting is requisitioned in writing by three (3) of the Directors.

The requisitioned 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 Quorum of Directors

The quorum for the transaction of business at a Directors' meeting is a majority of the current Directors.

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.

A resolution in writing, signed by all the Directors, and documented and stored with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Voting by proxy is not permitted.

6.5 Election of Directors

The Board shall maintain nomination and elections policies that ensure a continued diverse and inclusive board; reflect the broad range of members and interests from throughout the province; and that no single interest, need or region has majority representation, undue influence, nor has its interests excluded by the Board.

Directors shall be elected in the manner prescribed by the nominations and elections policy. Any nomination of a person for election or appointment will:

- a) include the written consent of the nominee;
- b) comply with the Nominations Policy as approved by the Board of Directors;
and
- c) meet qualifications as established by the Board of Directors from time to time.

Nominations will not be accepted from the floor.

Part 7 Officers

7.1 Election of Officers

At the first Board of Directors meeting following the Annual General Meeting, the Directors shall elect from amongst their number:

- a) a Chair;
- b) a Secretary-Treasurer, or a Secretary and a Treasurer; and
- c) up to two Vice-chairs, at the Board's discretion.

The Board shall maintain Board policies that set out the roles, responsibilities and desired competencies for the Board Chair, Vice Chair, and Directors.

7.2 Terms of appointment of Officers

The term of office for all Officers shall end on the date of the Annual General Meeting, following which they may be re-elected. There is no limit on the number of times an Officer may be re-elected, as long they consent to stand, and it is within their term limits as a Director on the Board.

7.3 Removal of Officers

A Director may be removed as an Officer by the Board of Directors by a resolution approved of by a majority of the Directors.

7.4 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 Chair

The Chair of the Board is responsible for overseeing the Board and individual Directors in the fulfilment of their governance and fiduciary accountabilities. The Chair is also the chair over Board and member meetings. The Chair shall be an ex-officio member of all committees.

8.2 Role of the Vice-Chair

The Vice-Chair is responsible for supporting the Chair, temporarily carrying out the duties of the Chair when the Chair is unable to do so and acting as chair at meetings in the absence of the Chair.

If more than one Vice-Chair is elected, these responsibilities may be shared.

The Vice-Chair is not Chair-elect, though they may stand for election to the role of Chair when such election is held.

8.3 Role of the Secretary

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

- a) issuing notices of general meetings and Directors' meetings;
- b) taking minutes of general meetings and Directors' meetings;
- c) keeping the records of the Society in accordance with the Act; and
- d) conducting the correspondence of the Board.

In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

8.4 Role of the Treasurer

The 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; and
- e) filing the annual report of the Society and making any other filings with the registrar under the Act.

8.5 Role of the Secretary/Treasurer

If the roles of Secretary and Treasurer are combined, the responsibilities specified in 8.3 and 8.4 shall apply.

Part 9 Remuneration of Directors and Signing Authority

9.1 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, provided it does not represent a conflict of interest with the Director's fiduciary obligations.

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.

9.2 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 do so on behalf of the Society, in accordance with its policies.

Part 10 Auditor

The Society has resolved to have an auditor. At each Annual General Meeting the Society appoints an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

An auditor may be removed by ordinary resolution.

An auditor must be promptly informed in writing of the auditor's appointment or removal.

A Director or employee of the Society shall not be the auditor.

The auditor may attend general meetings.

Part 11 Bylaws and Access to Records

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.

These bylaws must not be altered or added to except by special resolution.

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 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.

Documents shall be provided by electronic means. If print copies of documents which a Member is allowed to inspect are requested by the Member the Society may assess a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

Part 12 – Dissolution of the Society

Dissolution of the Society will be done in accordance with the Act.