

BYLAWS OF THE PRINCE GEORGE HORSE SOCIETY

PART 1 INTERPRETATION

1.1. In these bylaws, unless the context otherwise requires:

“**Directors**” mean the directors of the Society for the time being;

“**Society Act**” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

“**Registered Address**” of a member club or associate member club means its address as recorded in the register of members or with the Society;

“**Member**” means,

(a) A member club or associate member club for the incorporation of the Society who has not ceased to be a member, and

(b) An individual member who becomes and remains a member in accordance with the bylaws.

1.2. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.3. Words importing the singular include the plural and vice versa; words importing a male person include a female person.

PART 2 MEMBERSHIP

2.1. Membership in the society shall be designated as follows:

(a) **A member club** must be registered with the Registrar of Companies under the Society Act or have a recognized National or Provincial affiliation; has voting rights and be must be approved by the board of directors.

i. The Prince George Exhibition Park Boarders Association has a permanent exemption to this requirement.

(b) **An associate member club** is a club that does not meet the requirements of (a) above. An associate member club has voting rights and must be approved by the board of directors.

- (c) **An individual member** is an individual who has specific expertise and/or interests in the objectives of the Society; and whose participation would broaden the capability of the Society; and who may be invited by the Directors to become a member and participate in the work of the Society. Individual members are not eligible to vote but have the right to receive notice of and attend meetings.
- 2.2. All clubs that become a member of the Society and are in good standing shall have two votes exercised through their two delegates to the Society, who shall be called directors. These delegates shall be named by their member club with a letter of accreditation sent to the Society.
- 2.3. Every member club and associate member club and individual member shall uphold the constitution and comply with these bylaws.
- 2.4. The annual membership dues shall be determined at the annual general meeting of the Society.
- 2.5. A member club, associate member club, or individual member, ceases to be a member of the Society:
- (a) By delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) In the case of an individual member on his or her death;
 - (c) In the case of a member club or associate member club, on dissolution;
 - (d) Upon having been a member not in good standing for three consecutive months.
- 2.6. A member ceases to be member in good standing when:
- (a) A member who has failed to pay their current annual membership fee, or
 - (b) Any other subscription of debt due and owing by them to the society, and
 - (c) Such member is not in good standing so long as the debt remains unpaid.
- 2.7. To be in good standing every member club and associate member club and individual member must up hold the constitution and these bylaws.

PART 3 MEETINGS OF MEMBERS

- 3.1. General meetings of the Society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3. The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4. Notice of a general meeting must specify the place, the day and hour of meeting and in case of special business, the general nature of that business.
- 3.5. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 3.6. The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation; and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

- 4.1. Business, other than the election of the chair and adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 4.2. 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.
- 4.3. A quorum is five members present or a greater number that the members may determine at a general meeting.
- 4.4. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present substitute a quorum.

- 4.5. Subject to bylaw, the president of the society, the vice president or in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 4.6. 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 chair,
 - (c) The members present must choose one of their numbers to be chair.
- 4.7. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.8. When a meeting is adjourned for ten days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 4.9. Except as provided in this bylaw, it is not necessary to give notice of an adjournment of the business to be transacted at an adjourned general meeting.
- 4.10. A resolution proposed at a meeting need not be seconded and the chair of a meeting may move or propose a resolution.
- 4.11. In the case of a tie of vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a director; and the proposed resolution does not pass.
- 4.12. Voting is by show of hands or secret ballot.

PART 5 ANNUAL GENERAL MEETING

- 5.1. Special Business is:
 - (a) All business transacted at an annual general meeting, except, the adoption of rules of order;
 - (b) All business transacted at an annual general meeting, except,
 - i. The consideration of the financial statements;
 - ii. The report of the directors;
 - iii. The report of the auditor;
 - iv. The appointment of the auditor, if required; and

- v. The other business that, under these bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 5.2. In order to be a voting member club, the club must have been a member in good standing for a period of not less than three months immediately preceding the day on which the meeting is held.
 - 5.3. Voting is by show of hands or secret ballot.
 - 5.4. A quorum for annual general meetings of members shall be 50% plus one of all members.

PART 6 EXECUTIVE DIRECTORS

- 6.1. The president, vice president, secretary and treasurer shall be the executive of the Society.
- 6.2. The president, vice president, secretary and treasurer shall serve two year terms, and their terms shall be staggered so that at each annual general meeting only two of the four executive members retire and their successors shall be elected. The outgoing president will become the past president for a one year term or at the discretion of the president.
- 6.3. The president and secretary shall be elected on the odd numbered years.
- 6.4. The vice president and treasurer shall be elected on the even numbered years.
- 6.5. Separate elections shall be held for each office to be filled.
- 6.6. An election may be by acclamation; otherwise it shall be by secret ballot.
- 6.7. If no successor is elected the person previously elected or appointed continues to hold office.
- 6.8. The executive directors shall be elected from among the directors at the annual general meeting.

Part 7 DIRECTORS

- 7.1. A director of the Society is defined as the appointed delegate from each member club or an associate member club.

- 7.2. A director at large is an individual appointed by the board of directors, without voting privileges.
- 7.3. A Director of the Society
- (a) Must act honestly and in good faith and in the best interests of the Society, and
 - (b) Exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a director.
- 7.4. A director of the Society who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors.
- 7.5. The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:
- (a) All laws 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 meeting.
- 7.6. A rule, made by the Society in a general meeting does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 7.7. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 7.8. A director is deemed to have resigned upon absenteeism at three consecutive meetings without written notice or reasonable communications to the president.
- 7.9. No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society.

Part 8 PROCEEDINGS OF DIRECTORS

- 8.1. The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 8.2. The president is the 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 must act as chair, but if neither is present the directors present may choose one of their numbers to be chair at that meeting.
- 8.3. A director may at any time, and the secretary, on the request of a director, must convene a meeting for the directors.
- 8.4. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they see fit.
- 8.5. 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 held after the act or thing has been done.
- 8.6. A committee must 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 must choose one of their numbers to be chair of the meeting.
- 8.7. The members of a committee may meet and adjourn as they think proper.
- 8.8. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 8.9. If a director resigns his or her office or otherwise ceases to hold office, the member club shall appoint a new director or appoint the alternate as the director from the club.

- 8.10. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of vote.
- 8.11. In the case of a tie vote, the chair does not have a second or casting vote.
- 8.12. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 8.13. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is valid and effective as if regularly passed at a meeting of directors.
- 8.14. A quorum for meetings of directors shall be no less than five directors or greater as determined from time to time.
- 8.15. A quorum for meeting of the executive committee shall be three members.

Part 9 DUTIES OF OFFICERS

- 9.1. The president presides at all meetings of the Society and of the directors.
- 9.2. The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.
- 9.3. The vice president must carry out the duties of the president during the president's absence.
- 9.4. The secretary must do the following:
 - (a) Conduct the correspondence of the Society;
 - (b) Issue notices of meetings of the Society and directors;
 - (c) Keep minutes of all meetings of the Society and directors;
 - (d) Have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) Have custody of the common seal of the Society; and
 - (f) Maintain the register of members.

9.5. The treasurer must;

(a) Keep the financial records, including books of account, necessary to comply with the Society Act; and

(b) Render financial statements to the directors, members and others when required.

9.6. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

9.7. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART 10 SEAL

10.1. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

10.2. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

PART 11 BORROWING

11.1. In order to carry out the purpose of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by issue of debentures.

11.2. A debenture must not be issued without the authorization of a special resolution.

11.3. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 12 AUDITOR

12.1. This part applies only where the Society is required or has resolved to have an auditor.

- 12.2. The first auditor shall be appointed by the directors who shall fill all vacancies occurring in the office of auditor.
- 12.3. At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.
- 12.4. An auditor may be removed by ordinary resolution.
- 12.5. An auditor must be promptly informed in writing of appointment or removal.
- 12.6. A director or employee of the Society must not be its auditor.
- 12.7. The auditor may attend general meetings.

PART 13 NOTICES TO MEMBERS

- 13.1. A notice must be given to a member club and an associate member club and an individual member personally, by electronic media, or mail at their registered address.
- 13.2. Notice of a general meeting must be given to:
 - (a) Every member shown on the register of members on the day notice is given;
and
 - (b) The auditor, if Part 10 applies.
- 13.3. No other person or club is entitled to receive a notice of general meeting.

PART 14 BYLAWS AND AMENDMENTS TO BYLAWS

- 14.1. On being admitted to membership, each member club and associate member club and individual member is entitled to, and the Society must give the member club, associate member club and individual member without charge, a copy of the constitution and bylaws of the Society.
- 14.2. Additions thereto or deletions there from these bylaws may only be passed at the annual general meeting or special general meeting by special resolution.

14.3. The executive shall place cause and notice to amend before the members at least 30 days in advance of such meeting.

14.4. All special resolutions to amend shall require a 75% majority of the voting members present at such meetings.

Part 15 INSPECTION OF BOOKS AND RECORDS

15.1. The books and records of the Society shall be open to inspection by directors in good standing upon written request to the officers having custody of the records and such officer shall appoint a time and place for inspection within a reasonable time.