



## BYLAWS

Part 1	Definitions and Act	Page 2
Part 2	Membership	Page 3
Part 3	Meetings of Members	Page 5
Part 4	Directors Meetings of Members Page	Page 6
Part 5	Annual General Meeting	Page 8
Part 6	Executive Directors Positions	Page 11
Part 7	Duty of Directors	Page 14
Part 8	Directors Signing Authority	Page 16
Part 9	Auditor	Page 17
Part 10	Bylaws and Amendments to Bylaws	Page 17
Part 11	Committees	Page 18
Part 12	Inspection of Documents	Page 19
Part 13	Dissolution Clause	Page 19

## Part 1 – Definitions and Act

### Definitions

#### 1.1 Definitions in Act Apply

- a. The definitions in the Societies Act apply to these Bylaws.

#### 1.2 In these Bylaws: otherwise defined by the New Society Act

“AGM” means a yearly meeting of all members of the Society, as designated by the directors as the Annual General Meeting, is held in accordance and to meet the requirements of the Societies Act;

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

“Board” means the board of directors of the Society;

“Bylaws” means these Bylaws as altered from time to time;

“Directors” means an individual who has been elected or appointed as a director to the Board of Directors of our Society, by the organization the director represents;

“Directors Meeting” means a meeting of the elected or appointed Directors of the Society;

“Member” a member club, organization or associate member club, organization for the incorporation of the Society who has not ceased to be a member; and an individual who becomes and remains a member in accordance with the bylaws;

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

“Society” means the Prince George Horse Society.

#### 1.3 Conflict with Act or Regulations

- a. If there is a conflict between these Bylaws and the Act or the regulations under the Societies Act, these Bylaws, prevail.
- b. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

## Part 2 – Membership

### 2.1 Categories of Members

Categories of Membership in the Society must be designated as follows:

- a. A member club or organization must be registered with the Registrar of Companies under the Societies Act or have a recognized National or Provincial affiliation; has voting rights and 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 or organization is a club or organization that does not meet the requirements of (a) above. An Associate Member Organization 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 who may be invited by the Directors to become a member and participate in the work of the Society. Individual members are eligible to vote and have the right to receive notice of and attend the AGM.
- d. A person/organization or club may apply to the Board of Directors for membership in the Society, and the person/organization or club becomes a member upon the Board's acceptance of the application and will be notified of acceptance by email or telephone, if there is no email.
- e. No other person, club or organization is entitled to attend or receive a notice of any 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 **Duties of Members in Good Standing**

- a. Every member must uphold and comply with the Constitution and Bylaws of the Society;
- b. Every member must uphold and comply with the Societies Act as it applies to the Society;
- c. Every member must uphold and comply with policies and procedures approved by the Board of Directors.
- d. Must be current or less than 60 days in arrears with the Society.

### 2.4 **Membership Dues**

The membership year is January 1<sup>st</sup> to December 31<sup>st</sup>. The amount of the annual membership dues, if any, must be determined by the Board of Directors at the AGM.

### 2.5 **Termination of Membership**

- a. By delivering his or her resignation in writing to the Secretary of the Society or by emailing or delivering it to the address of the Society;
- b. On a members death;
- c. In the case of a member club or organization or associate member club or organization on dissolution;
- d. Absenteeism at 3 consecutive meetings without written notice or reasonable communications to the President;
- e. On being expelled, as below in 2.7.

### 2.6 **Member Not in Good Standing**

A member ceases to be a member in good standing when;

- a. A member fails to pay their current annual membership fee, if any, and the member is not in good standing for so long as those fees remain unpaid or
- b. Any other subscription of debt due and owing by them to the Society, and
- c. A member not in good standing has no voting privileges with the Society.

### 2.7 **Member Expelled**

- a. A member may be expelled by a Special Resolution of the members passed at a meeting of the Society. The notice of Special Resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- b. The person who is the subject of the proposed Special Resolution for expulsion must be given an opportunity to be heard at the meeting before the special resolution is put to a vote.

## **Part 3 – Meetings of Members**

### **3.1 Time and Place of a Directors Meeting**

A directors meeting of the Board of the Society will be held at the time and place, the Directors determine.

### **3.2 Business at Directors Meeting**

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

- a. Adoption of rules of order.
- b. Consideration of any financial statements of the Society presented at the meeting.
- c. Consideration of the reports, if any, of the directors or auditor.
- d. Election or appointment of directors.
- e. Business arising out of a report of the directors not requiring the passing of a special resolution.

### **3.3 Chair of Directors Meeting**

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

- a. The individual, if any, appointed by the Board to preside as the chair.
- b. If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - i. The President, or
  - ii. The Vice President, if the President is unable, or
  - iii. One of the directors present at the meeting by appointment of the board present.

### **3.4 Notice of Special Business or Special Resolution**

- a. A notice of a Special Resolution Meeting must state the nature of any business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning the business. Must specify the location, the day and hour of the meeting
- b. A notice of a Special Resolution Meeting must be sent to every member of the Society at least 14 days before the meeting and not more than 60 days.

- c. Individuals who are not a member of the Society, are not entitled to receive a notice of a Special Resolution Meeting.
- 3.5 The accidental omission to send notice of a meeting to a member, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

## **Part 4 – Directors Meetings**

### **4.1 Quorum Required**

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. A quorum for a directors meeting is five (5) voting members, or greater, in good standing.

### **4.2 If Quorum Ceases to be Present**

If, at any time during a directors meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **4.3 Lack of Quorum at Commencement of Meeting**

If, within 30 minutes from the time appointed for a directors meeting, a quorum of voting members is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the voting members present substitute a quorum.

4.4 A directors 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.

4.5 When a directors meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

4.6 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 directors meeting.

- 4.7 A resolution proposed at a meeting need not be seconded and the chair of the meeting may move or propose a resolution.
- 4.8 In the case of a tie vote, the chair does not have the 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. Vote may go to the floor after explained again and the president will not have a vote again unless needed as a tie breaker.
- 4.9 Voting is by show of hands or secret ballot.
- 4.10 **Notice of Continuation of Adjourned Directors Meeting**  
It is not necessary to give notice of a continuation of an adjourned directors meeting or of the business to be transacted at a continuation of an adjourned directors meeting except that, when a directors meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 4.11 **Methods of Voting**
- a. A member in good standing must be a voting director of the Society with one vote.
  - b. At a directors meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before such a vote, 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.
- 4.12 **Announcement of Result**  
The chair of a directors meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 4.13 **Proxy Voting**  
Proxy voting will only be permitted by means of a conference call during the directors meeting by the absent director. A conference call meeting ID number will be issued upon written request to the Secretary.
- 4.14 **Matters Decided at Directors Meeting by Ordinary Resolution**
- a. The resolution proposed at a directors meeting need not be seconded and the chair of a meeting may move or propose a resolution.

- b. In case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution does not pass.
- c. A matter to be decided at a directors 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.

#### 4.15 **Emergency Directors Meeting**

In case of an emergency situation a directors meeting may be called by the President with the explanation of the emergency, if agreed by all the directors, a vote if needed may be done by email and attached to the directors meeting minutes. In order for the vote to pass there must be a majority in favor.

## **Part 5 – Annual General Meetings**

#### 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 or organization, the club or organization and/or an individual member; must be a member in good standing for a period of not less than three months immediately preceding the day on which the AGM is held.

5.3 Voting is by a show of hands or by secret ballot.

#### 5.4 **Quorum Required**

A quorum for an Annual General Meeting of members must be 50% plus one of all members in good standing. Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at an Annual General Meeting unless a quorum of voting members is present.

#### 5.5 **Society Annual General Meetings**

An Annual General Meeting must be held once in a calendar year as determined by the Board of Directors. The Annual General Meeting must be held at a time and place determined by the Board and held in accordance with the Societies Act. The AGM must be held within the six (6) months of the year end.

#### 5.6 **Order of Business at an Annual General Meeting**

The order of business at an Annual General Meeting is as follows:

- a. Elect an individual to chair the meeting, if necessary;
- b. Determine that there is a quorum;
- c. Approve the agenda;
- d. Approve the minutes from the last general meeting or Annual General Meeting;
- e. Discuss and address unfinished business from the last Annual General Meeting the members:
  - i. Receive the director's report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
  - ii. Receive any other reports of director's activities and decisions since the previous Annual General Meeting, elect executive directors and;
  - iii. Appoint an auditor, if any;
- f. Discuss and address any matters about which notice has been given to the members in the notice of meeting;
- g. Election of Executive positions
- h. Adjourn the meeting.

#### 5.7 **Lack of Quorum at Commencement of Meeting**

If, within 30 minutes from the time set for holding an Annual 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 same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

#### **5.8 Methods of Voting**

- a. A member in good standing must be a voting member of the Society with one vote. (ref 2.2)
- b. At an Annual General Meeting, voting must be by a show of hands, oral or another method that adequately discloses the intention of the voting members, except that if, before such a vote, 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.

#### **5.9 Announcement of Result**

The chair of an Annual General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

#### **5.10 Matters Decided at an Annual General Meeting by Ordinary Resolution**

- a. A resolution proposed at a meeting need not be seconded and the chair of a meeting may move or propose a resolution
- b. In case of a tie vote, the chairman does not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution does not pass.
- c. 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.

#### **5.11 Announcement of the AGM**

An AGM must be announced at least 21 days prior to the meeting, but no more than 60 days.

#### **5.12 Posted Announcement of the AGM**

The announcement is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is

maintained by or on behalf of the Society and is accessible to all of the members of the Society.

**5.13 Annual Report**

A society must, within 30 days after an Annual General Meeting is held, file with the registrar an annual report that includes the date on which the meeting was held.  
(73(1))

**5.14 Recording Nominations at the AGM**

During the election of Executive each position must be recorded in the minutes as being called for nominations from the floor 3 times.

## **Part 6 – Executive Directors Positions**

6.1 The President, Vice President, Secretary and Treasurer must be the executive of the Society as elected by at the AGM. If for any reason a member of the executive cannot fulfill their term, the board may appoint from the Board of Directors.

6.2 Election or Appointment to Board Positions

Directors must be elected or appointed to the following Executive positions, and a director, other than the President, may hold more than one position,

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer.

6.3 The President, Vice President, Secretary and Treasurer must serve two-year terms and their terms will be staggered so that at each Annual General Meeting only two of the four executive members retire and their successors must be elected. The outgoing president will become the past president for a one-year term.

6.4 The President and Secretary must be elected on odd numbered years.

6.5 The Vice President and Treasurer must be elected on even numbered years.

6.6 Separate elections must be held for each position to be filled.

6.7 An election may be by acclamation; otherwise it must be by secret ballot.

6.8 If no successor is elected the person previously elected or appointed continues to hold the position.

6.9 The executive directors must be elected from among the directors at the Annual General Meeting.

6.10 **Role of President**

The President is the chair and presides at all meetings of the Society and of the directors. The President is the Chief Executive Officer of the Society and must supervise the directors in the execution of their duties.

6.11 **Role of Vice President**

The Vice President must carry out the duties of the President during the President's absence.

6.12 **Role of Secretary**

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

- a. Issuing notices of meetings to the directors that need to be notified;
- b. Taking of minutes;
- c. Keep custody of the minutes and records of the Society in accordance with the Act;
- d. Conducting the correspondence of the Board;
- e. Filing the annual report of the Society and making any other filings with the registrar under the Act;
- f. Maintain the register of members.

6.13 **Absence of Secretary from Meeting**

In the absence of the secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

6.14 **Role of Treasurer**

The Treasurer must:

- a. Keep the financial records, including books of account, necessary to comply with the Societies Act; and
- b. Render financial statements to directors, members and others as directed.
- c. Receiving and banking monies collected from the members or other sources;

- d. Keeping accounting records in respect of the Society's financial transactions;
- e. Preparing the Society's financial statements;
- f. Making the Society's filings respecting taxes;
- g. Have year-end financial statements prepared for review prior to the Annual General Meeting.

**6.15 The Position of Secretary and Treasurer**

This position may be held by one person who is to be known as the Secretary Treasurer, which entitles this position to one vote.

**6.16 Quorum for an Executive Meeting**

A quorum for a meeting of the executive committee shall be three (3) executive members.

**6.17 Vacancy on the Executive**

The board of directors may at any time appoint a director to fill a vacancy that arises on the Executive as a result of resignation, death or incapacity of a director during the directors' term of office.

**6.18 Term of Appointment to Fill Vacancy**

A director appointed by the board to fill a vacancy on the executive, remains in that appointed position until such time as an election can be held to fill the vacancy. The election must fill the unexpired portion of the term.

**6.19 Consent to Act as Director**

- a. The designation, election or appointment of an individual as a director must be invalid unless the individual consents in writing to be a director of the Society, or
- b. The designation, election or appointment is made a meeting at which the individual is present, and the individual does not refuse, at the meeting to be a director.

**6.20 Documents**

The Society will ensure all directors complete the necessary documents fulfilling the requirements of consent and such documents will be retained by the Society.

**6.21 Policies and Procedures**

- a. The Board has the authority to develop and approve Policies and Procedures as deemed necessary.

- b. Any Board member may submit a Policy or Procedure to the board for consideration of approval.

## Part 7 – Duty of Directors

- 7.1 A director of the Society is defined as the appointed delegate from each member club or organization, an associate member club or organization, or an individual member.
- 7.2 **A director of the Society;**
  - a. Must act honestly and in good faith and in the best interests of the Society, and Ref (2.3 a, b, c, d and 7.9)
  - b. Exercise the care, diligence and skill of a reasonably prudent person, in exercising the power and performing the functions as a director.
- 7.3 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.
- 7.4 The directors may exercise all the power 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 a 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 a general meeting.
- 7.5 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.
- 7.6 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 7.7 A director is deemed to have resigned upon absenteeism at three (3) consecutive meetings without written notice or reasonable communications to the President.

7.8 No director will 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.

7.9 **Directors Responsibility**

A director of the Society must, be guided all policies and procedures adopted by the Society and Act in the best interest of the Society. Ref (7.3 (a))

7.10 **Changing of Directors**

- a. When the membership associations, clubs or organizations change the designated director, the new designated director must have written notice sent to the Society notifying the Society of the change.
- b. If a director resigns his or her office or otherwise ceases to hold office, the respective club or organization must appoint a new director from its membership.
- c. If an individual resigns his or her membership no extra action will be taken.

7.11 **Conflict of Interest – Disclosure of Directors Interest**

- a. This section applies to a director of the Society who has a direct or indirect material interest in:
  - i. A contract or transaction, or a proposed contract or transaction, of the Society, or
  - ii. 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.
- b. A director must disclose fully and promptly to the other directors, the nature and extent of the interest and must follow the guidelines of the Societies Act regarding a conflict of interest.
- c. A director must abstain from voting on a directors’ resolution or consenting to a consent resolution of directors in respect of the contract, transition or matter referred to and must follow the guidelines of the Societies Act.
- d. A director with a conflict must leave the directors meeting.
  - i. When the contract transition or matter is discussed, unless asked by the other directors to be present to provide information.
  - ii. When the other directors vote on the contract, transaction; and

- iii. Refrain from any action intended to influence the discussions or vote.
- e. A director may suggest a “Conflict of Interest” may exist with another director and request such director to make a prompt and full disclosure.

**7.12 Conflict of Interest – Board of Directors Responsibility**

The Board of Directors must review a “Conflict of Interest” disclosure and ensure the appropriate action is taken to resolve the “Conflict of Interest” in accordance with the guidelines of the Societies Act.

7.13 The directors may meet at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

7.14 Unless there is an increase in members, at this time, the Board of Directors will consist of 16 Directors including the Executive Directors. Each organization may have two Directors with voting rights.

7.15 The Society must have no fewer than three (3) and no more than sixteen (16) directors on the Board of Directors.

## **Part 8 – Signing Authority**

- 8.1 A contract or other record, or documents to be signed by the Society must be signed on behalf of the Society;
- a. By the President, together with one other director;
  - b. If the President is unable to provide a signature, then the signing may be by the Vice President together with one other director;
  - c. If the President and Vice President are both unable to provide signatures, then the signing may be by any 2 other directors, or
  - d. In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **Part 9 – Auditor**

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

- 9.2 The first auditor must be appointed by the directors who must fill all vacancies occurring in the office of the auditor.
- 9.3 At each Annual General Meeting the society must 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.
- 9.4 An auditor must be removed by ordinary resolution.
- 9.5 An auditor must be promptly informed in writing of appointment or removal.
- 9.6 A director or employee of the Society must not be its auditor.
- 9.7 The auditor may attend the general meetings.
- 9.8 The auditor will receive notice to attend the Annual General Meetings to respond to inquiries regarding the audit of the Society.

## **Part 10 – Bylaws and Amendments to Bylaws**

- 10.1 On being admitted to membership, each member club or organization and associate member club or organization 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.
- 10.2 Amendments to the Society Constitution and Bylaws must be made in accordance with the appropriate sections of the Societies Act, All Special Resolutions to amend the Constitution and Bylaws must require a 2/3 majority vote of members present at the meeting.
- 10.3 The executive must place cause and notice to amend before the members at least 14 days in advance of such meeting.

## **Part 11 – Committees**

- 11.1 The Board may establish a Standing Committee or other committees at its discretion and may dissolve any committee at its discretion.

- 11.2 The Committee must report to the Board as required and will be supervised by the Board.
- 11.3 The mandate of the committee must be determined by the Board and supervised by the Board.
- 11.4 The directors may delegate any, but not all, of their powers to committees. A committee may exercise the powers so delegated but must conform to any policy or mandate imposed on the committee by the Board.
- 11.5 The members of a committee may meet and adjourn as they think proper.
- 11.6 A committee so formed in the exercise of the powers so delegated must conform to any rule imposed on it by the directors and must 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.
- 11.7 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 meetings, the directors present who are members of the committee must choose one of their members to be chair of the meeting.
- 11.8 Questions arising at a meeting of the directors and committee of directors must be decided by a majority vote of directors in attendance.
- 11.9 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.
- 11.10 Each Committee must have a Term of Reference approved by the Board.

## **Part 12 – Inspection of Documents**

- 12.1 The documents and records, electronic or otherwise, must be open to inspection by directors or members in good standing. Upon receipt of a written request to the director having custody of the records, in accordance with the Freedom of Information and Protection of Privacy Act and/or Personal Information Protection Act and approval of the board, such director must appoint a time and place for the inspection of the requested documents within a reasonable time.

## **Part 13 – Dissolution Clause**

- 13.1 In the event that the Society should for whatever reason be dissolved, any remaining assets after payment of all debts and liabilities must be turned over to a recognized Canadian likeminded charitable organization as directed by the members. Alterable.