

  
CAROL PREST

**REGION 17 ARABIAN HORSE ASSOCIATION**  
(hereinafter referred to as the "Society")

**BY-LAW NO. 1**

being the General By-law of the Society

**INTERPRETATION**

1. Definitions: In this bylaw, the following shall apply:
  - 1.1. "Act" means the Societies Act, S.B.C. 2015, c. 17, as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Society to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
  - 1.2. "By-laws" means any By-law of the Society from time to time in force and effect;
  - 1.3. "Board" means the Board of Directors of the Society;
  - 1.4. "Board or Delegates" means the delegates allotted to represent each Member Organization as set out in Section 6 and 10;
  - 1.5. "Constitution" means the constitution of the Society and any amendments;
  - 1.6. "Delegate(s)" means and includes those persons appointed by each Member Organization to represent the Member Organization as a member of the Society;
  - 1.7. "Member Organization" shall have the meaning assigned thereto by Section 5. Hereof; and
  - 1.8. "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted for those and, in the case of such substitution, any references in the By-laws of the Society to provisions of the regulations shall be read as references to the substituted provisions in the new regulations.
2. Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
  - 2.1. all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations;
  - 2.2. words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, societies, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and

**REGISTERED OFFICE**

3. Registered Office. The delivery address and mailing address of the registered office of the Society and the location of the records of the Society shall be at such place in the Province of British Columbia as is designated by the directors of the Society from time to time.

## **SEAL**

4. Seal. It shall not be necessary for the Society to adopt a seal, unless the Board of Directors determine by resolution to do so.

## **MEMBERSHIP**

5. Entitlement. Membership in the Society shall be granted to those clubs and associations within the geographic limits of the Region 17, as defined by the Arabian Horse Association (“AHA”) and who are member organizations in good standing of AHA. These organizations shall be hereinafter referred to as “Member Organizations”. The action of AHA in granting or revoking membership in AHA to any Member Organization located within the geographic limits of Region 17 as defined by AHA shall automatically grant or revoke membership in the Society.
6. Representation. Each Member Organization shall be represented by that number of delegates allotted to such Member Organization by AHA and the Member Organization shall designate in their by-laws the manner in which such delegate or delegates shall be appointed by such Member Organization. The delegates for each Member Organization shall exercise the privileges of membership for the Member Organization. The designation of a delegates shall be made in writing by the Member Organization to the Secretary or Regional Director on or before 14 days prior to any meeting of the members of the Society. In addition, each Member Organization shall submit to the secretary of the Society the names of each of its selected delegates and alternates to the AHA Annual Convention, and the name and address of the President of each Member Organization. Any changes that occur from time to time shall be reported to the secretary of the Society.
7. Resignation. Any Member Organization may resign as a Member Organization by delivering to the Society a notice of its intent to apply for revocation of its Charter by AHA or intent to dissolve the Member Organization. The Member Organization shall cease to have voting rights from the date of receipt by the Society of such notice and the resignation of membership shall be effective from revocation of the charter or dissolution of such Member Organization.
8. Termination of Membership. The interest of a Member Organization in the Society is not transferable and lapses and ceases to exist:
  - 8.1. upon dissolution of the Member Organization or revocation of its charter by AHA;
  - 8.2. when the Member Organization ceases to be a member by resignation or otherwise in accordance with the By-laws;
9. Membership Dues Member Organizations shall be notified in writing of the membership fees, if any, payable by them and, if not paid within one (1) calendar month of the membership renewal date, as the case may be, any Member Organization in default shall thereupon cease to be entitled to vote at meetings of the Society.

## **DELEGATES**

10. Election and Term. Subject to the provisions of this By-law, Delegates to Region 17 shall be appointed or elected by the Member Organizations in accordance with their governing provisions, at least 30 days prior to any general or special meeting of the Society and with other members shall form the Board of Delegates (the “Board of Delegates”). The number of delegates elected or appointed by each Member Organization shall be that number of delegates allowed that Member Organization to the AHA Annual Convention and shall be elected or appointed, as that Member Organization shall by by-law determine. However, the delegates appointed or elected by the Member Organization for purposes of representation for members of the Society, need not

be those delegates appointed by the Member Organization to the AHA Annual Convention. In addition, the Regional Director, the Vice-Director, and the immediate Past Regional Director shall be members of the Board of Delegates. However, no Member Organization whose annual dues, if any, are in arrears more than sixty (60) days shall be entitled to elect or appoint delegates. The delegates' term of office shall be from the date of their appointment until their successor is duly elected or appointed, but, subject to the provisions of the By-laws, shall be eligible for re-election or appointment.

11. Qualifications Each Delegate shall be at least 19 years of age and shall be a member of a Member Organization of the Society whose dues, if any, have been paid, a Life Member of AHA who has designated a Member Organization pursuant to the by-laws of AHA, or shall become a member of a Member Organization within ten (10) days after election or appointment as a delegate. A meeting of the Board of Delegates shall constitute a meeting of the members of the Society.
12. Designation of Delegates and Alternatives Each Member Organization shall provide the Secretary of Region 17 with the names of its selected Delegates and any alternates, at least 14 days prior to any meeting of the Society. Any changes that occur from time to time shall be reported to the Secretary.
13. Rights and Responsibilities Each Delegate shall be a delegate for the Society in accordance with the rules and regulations of the Arabian Horse Association, and shall have the rights and responsibilities set out in those rules and regulations.
14. Expulsion of Delegates A Delegate of any Member Organization may be disciplined or expelled by special resolution of the Society. Before a Delegate is disciplined or expelled under this section, the Society must:
  - 14.1. send to the Delegate and Member Organization written notice of the proposed discipline or expulsion, including reasons, and
  - 14.2. give the Delegate and the Member Organization a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion

## **MEETING OF MEMBERS**

15. Time and Place of Meetings: General meetings of the Society shall be held at least once, preferably twice in each year, at such place determined by the majority of the Board of Delegates at the preceding meeting of the Delegates, at a location in British Columbia or in:

Calgary, Alberta,  
Edmonton, Alberta,  
Regina, Saskatchewan, or  
Saskatoon, Saskatchewan

all being within the geographical area of Region 17, as designated by AHA. When held twice in the year, the first during the first half of the year, and such meeting shall be designated as the Spring General Meeting, and a second general meeting shall be held during the second half of the year and designated as the Fall General Meeting. The Spring General Meeting will be conducted as the Annual General Meeting.

16. Calling of Meetings. The Regional Director, Vice Director or the delegates of 10% of the voting Members may request that the Regional Director or Vice Director convene a general meeting.

17. Notice of General Meetings:

- 17.1. Notice of a general meeting shall specify the place, day and hour of the meeting and the general nature of that business.
- 17.2. In the event that a special resolution is to be submitted to any general meeting, the text of such resolution shall be included in the notice of that meeting.
- 17.3. Notice of any meeting of the members of the Society shall be served in the manner specified in paragraph 78. to all Members Organizations, at least 14 days and not more than 60 days prior to any meeting except where a special meeting is called during the AHA Convention, and in such case, all Member Organizations who have delegates attending the convention shall be notified by written notice to each such Delegate no later than 24 hours prior to such meeting. Any Member Organization whose Delegate(s) attend such meeting shall be deemed to waive notice.
- 17.4. Any Member may in any manner waive that member's entitlement to notice of the meeting or may agree to reduce the period of that notice.
- 17.5. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Member entitled to receive notice does not invalidate proceeding at that meeting.

Proceedings at General Meetings (Meetings of the Board of Delegates).

18. The order of business at the General Meetings is as follows:

- 18.1. elect an individual to chair the meeting, if necessary;
  - 18.2. determine that there is a quorum;
  - 18.3. approve the agenda;
  - 18.4. approve the minutes from the last general meeting;
  - 18.5. deal with unfinished business from the last general meeting
  - 18.6. receive the reports of the Regional Director, Officers, Committees and Commissions;
  - 18.7. if the meeting is an annual general meeting:
    - 18.7.1. receive the directors' report on the financial statements of the Society for the previous financial year, and the Financial Reviewer/Auditor's report, if any, on those statements,
    - 18.7.2. receive any other reports of directors' activities and decisions since the previous annual general meeting,
    - 18.7.3. elect or appoint directors, and
    - 18.7.4. appoint an Auditor, if any, or financial reviewer;
  - 18.8. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
  - 18.9. deal with any other business that is brought under consideration by the report of the Regional Director, Officers, Committees or Commissions; and
  - 18.10. terminate the meeting.
19. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
20. 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

21. A quorum shall be the greater of
  - 21.1. Three voting Members provided that at least one Member Organization is represented by at least one voting delegate; and
  - 21.2. one third of the voting delegates rounded up to the next whole number.
22. If from the time appointed for a general meeting a quorum is not present, then in this event only essential business requiring decisions before the next planned general meeting can be considered.
23. The Regional Director of the Society, the Vice Director or in the absence of both, one of the other Delegates present, shall preside as chair of the general meeting, in accordance with Section 26.
24. Meetings of the Society shall be open only to those members in good standing of the Member Organizations, and other Members, unless a majority of the voting Delegates consent to the presence of such other person, or unless such person is an invited guest of the Society;
25. Personal attendance at a general meeting of the members of the Society is required of the Delegates in order to vote at such meeting and participation by telephone or other communications mediums is not permitted.
26. If at a general meeting:
  - 26.1. there is no Director, or Vice Director, present within fifteen (15) minutes after the time appointed for holding the meeting; or
  - 26.2. The Director and/or the Vice Director, who are present, are unwilling to act as chair,the Board of Delegates present shall choose one of the Delegates to be the chair.

#### Adjournment.

27. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
28. If a general meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting delegates present constitute a quorum for the purposes of that meeting.
29. When a meeting is adjourned for thirty-one days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
30. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

#### Resolutions and Motions:

31. Questions arising at a meeting of the members of the Society shall be decided by a majority of votes of those present at the meeting, and entitled to vote at the meeting.
32. Proxies are not allowed.
33. Motions can be made by any voting member of the Board of Delegates present at the meeting but the motion must be seconded before the motion can be considered by the Board of Delegates;

34. Each Delegate or alternate, shall be entitled to one vote;
35. Voting shall be conducted by a show of hands, unless written ballots are required by a majority vote of the Delegates;
36. The Regional Vice Director, as an elected Officer, shall have one vote, except when acting as chair of the meeting.
37. Only in case of an equality of votes, shall the Regional Director cast a vote which shall be the deciding vote.
38. The immediate Past Regional Director, may vote on the Board of Delegates for a period following the expiration of his or her Directorship equal to the period served immediately prior to such expiration, or the period prescribed by AHA, provided such past Director is an AHA Adult or Life Member in Good Standing.

#### Committees.

39. The Board of Delegates may delegate any, but not all, of their powers to committees. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board of Delegates, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the Board of Delegates. A committee shall elect a chair of its meetings; but if no chair is elected or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the members of the committee present shall choose one of their numbers to be chair of the meeting. The members of a committee may meet and adjourn as they think proper, and attendance and participation by telephone or other communications medium is permitted if all the persons participating in the meeting, whether by telephone or other communications medium or in person are able to communicate with each other. As an ex-officio member of all Committees the Regional Director shall receive notice of such meetings and proceedings. All members in good standing of Member Organizations shall be entitled to attend all meetings of Committees and shall have floor privileges but shall not have Voting privileges. Committee's shall have the right to go "in camera" but no decisions can be made or motions passed whilst the Committee is in camera.

#### **DIRECTORS AND OFFICERS**

40. Duties and number. The affairs of the Society shall be managed by the Board of Directors (the "Board") composed of a minimum of three directors and maximum of 9 directors, provided that the Society may by resolution of the members, change the number of Directors on the Board.
41. Designation. The individuals who hold the offices of Regional Director, Vice-Director and Past Regional Director, shall by virtue of holding that office, or having that attribute, be appointed as a directors of the Society (a "Director").
42. Qualifications. Every Director shall be 19 or more years of age and shall be a Member of a Member Organization, or shall become a member of a Member Organization, within ten (10) days after their election or appointment as a Director, and remain through their term a Member of a Member Organization. An individual is not qualified to be a director if that individual is:
  - 42.1. found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
  - 42.2. an undischarged bankrupt
  - 42.3. convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a Society or unincorporated entity, or of an offence involving fraud, unless:

- 42.3.1. the court orders otherwise,
  - 42.3.2. 5 years have elapsed since the last to occur of:
    - 42.3.2.1. The expiration of the period set for suspension of the passing of sentence without a sentence having been passed,
    - 42.3.2.2. The imposition of a fine
    - 42.3.2.3. The conclusion of the term of imprisonment, and
    - 42.3.2.4. The conclusion of any term of any probation imposed,
- or
- 42.3.3. A pardon was granted or issued, or a record suspension was ordered, under the Criminal Records Act (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

43. Consent. Unless a director consents in writing to be a director of the Society, or is present at the meeting at which they were elected or appointed and did not refuse to be a director, the appointment or election is not valid.

44. Terms of office and vacancies. The Directors' terms of office shall be from the close of the AHA Convention next following their election or appointment, until the close of the AHA Annual Convention two years following the next following AHA Convention, or until they have resigned in writing, or their successors are elected or appointed. The Regional Director may only act for two consecutive terms. So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy, and, in default or if there are no Directors then in office, the meeting may be called by any Member. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

45. Vacation of office. The office of a Director shall be vacated:

- 45.1. if the Director does not within ten (10) days after appointment as a Director become a member of a Member Organization, or if they cease to be a member of a Member Organization; or
- 45.2. If the Director is no longer qualified to be a director.
- 45.3. if by notice in writing to the Society such Director resigns their office which resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later; or
- 45.4. if he or she dies; or
- 45.5. is removed from office by the Board of Delegates in accordance with paragraph 45.

46. Election and removal. Directors shall be elected every two years by the Members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot. No director shall serve for more than two consecutive terms. Provided always that the Board of Delegates of the Society may, by Special Resolution at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of the term.

#### Meetings of Directors.

47. Place of meeting. Meetings of the Directors shall be held at any place within the geographical boundaries of Region 17 as determined by AHA.

48. Meetings by Conference Call. Meetings of the Directors may be held by conference call, through telephone or other communications medium provided that all the persons participating in the meeting, whether by telephone or other communications medium or in person are able to communicate with each other.
49. Convening of Meetings. Meetings of the Board may be convened by the Regional Director, a Vice-Director or any two Directors at any time. The Secretary, when directed or authorized by any of such officers or any two Directors, shall convene a meeting of Directors.
50. Contents of Notice. Except where the business of a directors meeting involves a.) filling a vacancy on the Board of Directors, or in the office of the public accountant, issuing debt obligations, c.) approving financial statements, d.) adopting or repealing by-laws, or e.) establishing contributions to be made by members as annual dues or membership fees, the notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting.
51. Service of Notice: Notice of any such meeting shall be served in the manner specified in paragraph 78 of this by-law not less than 24 hours before a general meeting is to take place; provided always that a Director may in any manner and at any time waive notice of a meeting of Directors and attendance of a Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business; provided further that meetings of Directors may be held at any time without notice if all the Directors are present (except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Directors waive notice before or after the date of such meetings.
52. First Meeting of Board of Directors. If the first meeting of the Board of Directors following the election of Directors by the Members is held immediately thereafter, then for such meeting or for a meeting of the Board at which a Director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.
53. Omission of Notice. The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.
54. Adjournment. Any meeting of Directors may be adjourned from time to time by the chair of the meeting, with the consent of the majority of the Directors present, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting and is 30 days or less from the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
55. Regular meetings. Regular meetings of the Board may be scheduled on a day or days in any month or months at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no further notice shall be required for any such regular meetings.
56. Quorum. The number of Directors which shall form a quorum for the transaction of business shall be two Directors provided that, if the number of Directors on the Board is changed, a majority of the Directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.



57. Voting. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the Chair of the meeting shall have a casting vote.
58. Procedure. The Rules of Parliamentary Procedure as set out in Roberts Rules of Order shall govern the procedure at meetings of the Directors.

#### Remuneration of Directors.

59. The Directors shall serve without remuneration, and if the Society is not registered as a member funded Society, a majority of the directors of the Society shall not receive or be entitled to receive remuneration from the Society under contracts of employment or contracts for services. If registered as a member funded society, a Director may receive or entitled to receive remuneration from the Society under contracts of employment or contracts for services. A Director may be reimbursed for reasonable expenses incurred in the performance of duties.

#### Protection of Directors and Officers.

60. Indemnities to Directors. Every Director and officer of the Society and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Society, from and against:

60.1. all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them in or about the execution of the duties of office; and

60.2. all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own wilful neglect or default.

61. Protection of Directors and Officers. No Directors or officers of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Society with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful and wilful neglect or default.

62. Responsibility for Acts. The Directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board.

63. Others Present. Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by their delegate to attend and to speak at, meetings of the Board, but shall not be entitled to vote thereat.

64. Conflict of interest. In supplement of and not by way of limitation upon any rights conferred upon Directors the Act, it is declared that no Director shall be disqualified by office from, or vacate office by reason of, holding any office or place of profit under any society in which the Society shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Society either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Society in which they are in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any

Director be liable to account to the Society or any of its Members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 56 of the Act, no contract or arrangement entered into by or on behalf of the Society in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Society or any of its Member or creditors for any profit realized by or from any such contract or arrangement by reason or any fiduciary relationship. A Director who is in any way directly or indirectly interested in a proposed contract with the Society shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall vote on any resolution to approve such a contract.

#### Officers.

65. Appointment. The Board of Delegates shall every two years (and generally in odd numbered years) or more often as may be required elect a Regional Director, and a Regional Vice Director. The term of office of the Regional Director and the Regional Vice Director shall not commence until the end of the next following AHA Convention. The Board of Directors, after their term of office commences shall appoint a Treasurer and Secretary, who need not be directors. The officers shall serve a term of 2 years from the date of their appointment. The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

65.1. their resignation,

65.2. the appointment of their successor, and

65.3. their ceasing to be a Director of the Society, in the case of the Regional Director and Regional Vice-Director.

66. Multiple Offices. A Director may be appointed to any office of the Society. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the office of Secretary and Treasurer they may be known as the Secretary-Treasurer.

67. Remuneration and removal of officers. No officers elected or appointed by the Board shall receive remuneration for serving as such. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

68. Powers and duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board; subject however, to any special resolution of the Society.

69. Duties of officers may be delegated. In case of the absence or inability to act of any officer of the Society or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

70. The Regional Director shall:

70.1. be the chair and preside at all meetings of the Society and of the Board of Directors;

70.2. be the chief executive officer of the Society and shall supervise the other officers in the execution of their duties;

70.3. be an ex-officio member of all committees of the Society, although does not have voting privileges on the Committee except in the event of an equality of votes; and

70.4. attend AHA Board of Directors meetings as a member of that board.

71. The Regional Vice Director shall carry out the duties of the Regional Director during the absence, inability or refusal to act of the Regional Director.

72. The Past Regional Director shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested by the Regional Director.
73. The secretary shall:
- 73.1. handle the correspondence of the Society;
  - 73.2. give or cause to be given notices of meetings of the Society and directors, when directed to do so;
  - 73.3. maintain minutes of all meetings of the Society and directors and Show commission;
  - 73.4. have charge of all records and documents of the Society referred to in the Act, except those required to be kept by the treasurer;
  - 73.5. have custody of the common seal of the Society, if any; and
  - 73.6. keep a current list of Members and names and addresses of Members; and
  - 73.7. shall have such other powers and duties as the Board may reasonably specify
74. The treasurer shall:
- 74.1. ensure that proper financial and accounting records in accordance with the Act and proper accounting principles are maintained;
  - 74.2. have the care and custody of all the funds and securities of the Society and shall be responsible for the disbursement of funds of the Society , the safekeeping of the securities of the Society and the deposit of funds in the name of the Society in such bank or banks or with such depository or depositories as the Board may direct;
  - 74.3. be the contact between any contracted professional accountant, bookkeeper and the Members of the Society;
  - 74.4. provide financial statements to the directors, Members and others when required; and
  - 74.5. shall have such other powers and duties as the Board may reasonably specify.
75. In the absence of the secretary for a meeting, the directors shall appoint another person to act as recording secretary at the meeting.
76. Other Officers. The Board may appoint other officers, including without limitation, Honourary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Society. The duties of all other officers of the Society appointed by the Board or executive committee (if any) shall be such as the terms of their engagement call for or the Board or executive committee (if any) prescribes.
77. Vacancies. If the office of any officer of the Society shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall, in the case of the Regional Director, elect the Vice-Director to fill such vacancy and then elect a Vice-Director to fill the vacancy so created, and in the case of any other office, appoint a person to fill such vacancy.

## **NOTICES**

78. Service. Any notice or other document required by the Act, the Regulations, the Constitution, or the by-laws to be sent to any Member or Director or to the Financial Reviewer or Auditor shall be delivered personally or sent by prepaid mail to any such Member or Director at their latest address as shown in the records of the Society and to the Auditor at their business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

79. Signature to notices. The signature of any Director or officer of the Society to any notice or document to be given by the Society may be an electronic signature, or a signature written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
80. Computation of time. Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, or constitution of the Society the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.
81. Proof of service. With respect to every notice or other document sent by post, it shall be sufficient to prove that the envelope or wrapper which contained the notice or other document was properly addressed as provided in paragraph 78 of this by-law and put into a Post Office or into a letter box. A certificate of an officer of the Society in office at the time of the making of the certificate as to facts into the sending or delivery of any notice or other document to any Member, Director, officer or Auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, Director, officer or Auditor of the Society as the case may be.

### **CHEQUES, DRAFTS, NOTES, ETC**

82. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills or exchanges shall be signed by such officer or officers or person or persons, whether or not officers of the Society, and in such manner as the Board may from time to time designate by resolution.

### **CUSTODY OF SECURITIES**

83. All shares and securities owned by the Society shall be lodged (in the name of the Society) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositories in such other manner as may be determined from time to time by the Board.
84. All share certificates, bonds, debentures, notes or other obligations belonging to the Society may be issued or held in the name of the nominee or nominees of the Society (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

### **EXECUTION OF INSTRUMENTS**

85. Subject to any Special Resolution of the Society, contracts, documents or instruments in writing requiring the signature of the Society may be signed by:

85.1. any one director together with any one of the Secretary or Treasurer;

85.2. any two Directors; or

85.3. any other officer or Delegate authorized by resolution of the Board of Directors to sign for a particular purpose;

and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.

86. The Board shall have authority from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Society either to sign documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
87. The seal of the Society, if any, may when required be affixed to contracts, documents and instruments in writing and signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.
88. The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.
89. In particular, without limiting the generality of the foregoing;
- 89.1. any one of the President or a Vice-President together with any one of the Secretary or the Treasurer; or
- 89.2. any two Directors;
- shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Society and to sign and execute (under the seal of the Society or otherwise) all assignments, transfer, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

## **FINANCIAL REVIEW**

90. Appointment of Financial Reviewer: Subject to the provisions of the Act, the Society shall appoint an Auditor (the "Auditor") or a party deemed by the Board of Delegates, qualified to review the financial statements of the Society (the "Financial Reviewer"), at each annual meeting, to review the financial records of the Society for the upcoming fiscal year end. Unless an audit is required by the Act, the Board of Delegates shall determine which of an Auditor or Financial Reviewer is to be appointed.
91. Vacancies. Auditor or Financial Reviewer, as the case may be, shall be appointed by the Board of Delegates, who shall also fill all vacancies occurring in such office. If an Auditor is appointed, such Auditor shall be a member of a professional association and shall be an Auditor as defined in the Act.
92. New Regional Director. If requested by a new Regional Director, an audit shall be conducted before a new Regional Director takes office.
93. Term. At each Annual General Meeting the Society shall appoint an Auditor or Financial Reviewer, as required, to hold office until (s)he is re-elected or their successor is elected at the next annual general meeting.
94. Removal. An Auditor or Financial Reviewer may be removed by resolution at a meeting of the Board of Delegates.
95. Notice of Appointment. An Auditor or Financial Reviewer shall be promptly informed in writing of appointment or removal.
96. Qualification. No director and no employee of the Society shall be the Financial Reviewer.

97. Attendance at Meetings. An Auditor may attend general meetings and shall be provided with notice of the annual general meeting.

### **BORROWING BY THE SOCIETY**

98. Subject to the limitations set out in the by-laws or in the Constitution of the Society, and in order to carry out the purposes of the Society, the Board of Delegates may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money by the issue of debentures or other security.

99. No debenture or other security shall be issued without the approval of a special resolution.

100. The Members may, by special resolution, restrict the borrowing powers of the Regional Director and Vice Director, but a restriction imposed expires at the next annual general meeting.

101. From time to time the Board may authorize any Director, officer or employee of the Society or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

### **FINANCIAL YEAR**

102. Financial year. The financial year of the Society shall terminate on the 30th day of November in each year or on such other date as the Directors may from time to time by resolution determine.

### **WINDING UP OR DISSOLUTION**

103. Winding Up or Dissolution. Upon the winding up or dissolution of the Society, none of the assets shall be available to the members and any assets of the Society remaining after the satisfaction of its debts and liabilities and the costs of dissolution shall be given to The Western College of Veterinary Medicine at the time of dissolution to be used for the purpose of equine research. **This provision was previously unalterable.**

### **BY-LAWS AND AMENDMENTS, ETC.**

104. Enactment, repeal, amendment: By-laws of the Society may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Act.

105. Repeal. Subject to the provisions of section 104, all prior by-laws, resolutions and other enactments of the Society heretofore enacted or made are repealed.

106. Exception. The provisions of section 106 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

107. Proviso. Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.