

HORSE COUNCIL BC

Constitution and By-laws
Approved Revisions November 18, 2006



27336 Fraser Hwy
Aldergrove, BC V4W 3N5
Approved at AGM - Fall 2006

HORSE COUNCIL OF BRITISH COLUMBIA CONSTITUTION

1. The **Name of the Society** shall be HORSE COUNCIL OF BRITISH COLUMBIA
(Hereinafter referred to as the “Society”)
2. The **Objectives of the Society** shall be:
 - a) To provide a coordinating body to serve all equestrian and equine interests in all aspects except pari-mutuel racing.
 - b) To foster and stimulate interest in equestrian sports.
 - c) To encourage and facilitate communication among horse owners.
 - d) To encourage and facilitate educational programs for horse owners and persons associated with the industry.
 - e) To support and stimulate interest in horse breeding and all other aspects of the horse industry.
 - f) To guard the well-being of horses and the interests of horse owners.
 - g) To accept, receive and take by devise, bequest or gift and to hold, possess and enjoy for the objectives of the Society, donations, gifts, grants and bequests upon such trusts and terms as the donor or donors may prescribe.
 - h) To provide and maintain liaison with horse organizations at all levels, provincially, nationally or internationally.
3. On dissolution of the Society and after payment of all debts and liabilities, the remaining assets of the Society shall be distributed to such charitable British Columbia organization or organizations as may be decided by the members aforesaid.
4. The Society business shall be carried on without purpose of gain for its members, and any profits or other accreditations to the Society shall be used for promoting its objects.
5. Clauses 3 and 4 are unalterable.

BY-LAWS Part I - Interpretation

Section 1 - Definitions

- a) In these bylaws, unless the context otherwise requires,
 - (i) "Act" means the Society Act of British Columbia from time to time in force and all amendments to it
 - (ii) "directors" means the board of directors of the Society for the time being;
 - (iii) "horse" for the purposes of this document shall mean a horse, pony, donkey, mule or zebra.
 - (iv) "member" means a member of the Society as listed in the register of members of the Society, and unless the context otherwise requires, includes individual members, *family members*, club members, affiliate members and business members
 - (v) "Member in Good Standing" means an individual (Section 3 (a)), Family (Section 3 (e)), Affiliate (Section 3 (b)), Club (Section 3 (c)), or Business (Section 3 (d)), has completed and submitted the prescribed membership application; the application has been approved by the Board of Directors, and prescribed fees, as required from time to time, have been paid. Such members undertake to uphold this Constitution and abide with the by-laws as set out herein.
 - (vi) "registered address" of a member means their postal, email, or fax address, or other as permitted by the Societies Act, as recorded in the register of members.

- b) The definitions in the Act on the date these bylaws become effective apply to these bylaws.

Section 2

Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART II - Membership

Section 3

There shall be five (5) different classes of members as follows:

- a) Individual Members,
 - (i) All senior individual members shall pay fees to the Society in accordance with Section 5 herein and shall automatically be voting members of the Zone in which they reside.
 - (ii) All junior individual members (under 18 as of January 1st of the current calendar year) shall pay fees to the Society in accordance with Section 5 herein. Junior individual members shall not be eligible to vote nor hold office in the Society.

Or

- b) Affiliate Members,
 - (i) Equestrian and equine associations with headquarters in British Columbia and provincial branches of national equestrian and equine associations with a province-wide membership may become members of the Society upon payment of fee to the Society for membership in accordance with Section 5 herein.

 - (ii) Each such member shall be represented by one delegate to the Society who shall be a director of the Society and have voting rights.

Or

- c) Club Members,
 - (i) Local equestrian or equine organizations may become members of the Society upon payment of a fee to the Society for membership in accordance with Section 5 herein. Such local clubs shall

be a member of the Zone in which the majority of its members reside.
(ii) Each such Club (Zone) Member shall be represented by one voting delegate to the local Zone Council.

Or

d) Business Members,

(i) Business members representing equestrian goods, service suppliers, breeders, trade and industry representatives upon payment of fee to the Society for membership in accordance with section 5 herein shall be recognized as Business members.

(ii). Business members may not vote or hold office.

(iii) Business members shall receive recognition at levels as determined by the Directors

(iv) Business members may participate in the member programs of the society.

e) Family Members

(i) Family members shall pay fees to the Society in accordance with Section 5 herein.

(ii) Family memberships are open to one or two adults and all children under the age of 18, residing at the same address on January 1st of the current year.

(iii) One adult shall be designated as a voting member.

Section 4 - Rights and Privileges

The rights and privileges of members shall be defined as follows;

(a) Junior Individual members shall enjoy all rights and benefits with the exception of the right to vote or hold office and such other restrictions as may from time to time be authorized by resolution of the directors.

Section 5 - Fees

a) The directors may, by ordinary resolution, establish;

i. Annual dues for each class of membership which shall be payable not less than thirty (30) days prior to the date of the annual general meeting of the Society;

ii. initiation fees;

iii. a reinstatement fee in respect of persons whose memberships have ceased as a result of failure to pay or any subscription imposed pursuant to these bylaws; and

iv. such other subscriptions as are deemed appropriate or necessary and which the board does not by these bylaws have the power to establish.

Section 6 - Termination of Membership

A person ceases to be a member of the society

a) By delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society

b) On his or her death or, in the case of a corporation, on dissolution

c) On being expelled, or

d) On having been a member not in good standing for 12 consecutive months

1. A member may be expelled by a special resolution of the members passed at a general meeting

2. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion

3. The person who is the subject of the proposed resolution for expulsion must be given opportunity to be heard at the general meeting before the special resolution is put to a vote

PART III – Meetings of Members

Section 7 - Zone Councils

- a) Zone Councils shall be established to encourage Zone and local activities of the Society in eight (8) geographic areas of the Province designated by the Sport and Recreation Division of the Ministry of Municipal Affairs, Recreation and Culture, namely,
 - Zone 1 - Kootenays
 - Zone 2 - Okanagan
 - Zone 3 - Fraser Valley
 - Zone 4 - Delta - Richmond - Burnaby
 - Zone 5 - Vancouver - Squamish
 - Zone 6 - Vancouver Island
 - Zone 7 - North West
 - Zone 8 - North East
- b) Amendments to Part III Section 7(a), such as creation of new Zone Councils and/or changes to areas constituting Zone Councils as may be required to improve communications or program coordination, shall be proposed by the directors as special resolutions to a general meeting of the Society after consultation with and acceptance by members of the areas concerned and such amendments shall be filed with the Registrar.
- c) Individual members residing in each Zone and Club Members within the Zone shall be members of the Zone Council. Each such voting member shall be entitled to one (1) vote at meetings of the Zone Council.
- d) Individual members and delegates of member Clubs or organizations of the Zone Council shall, call a regional general meeting held at least thirty (30) days before the annual general meeting of the Society, elect from amongst themselves the following officers:
 - i) A President or Chairperson
 - ii) A Vice-Chair
 - iii) A Secretary/Treasurer
 - iv) Two (2) Delegates to the Society who shall be directors of the Society for a two (2) year term, with alternating terms of election.
 - v) A quorum for a Zone Council meeting be 10 members, but if a quorum is not in attendance the election should proceed. Following a review of the minutes and the election process, the current Horse Council Executive may approve the results.
- e) The Zone Council shall promote Horse Council to the equine community in their zone, encourage, organize and assist equestrian and equine activities in its own Zone; however, the performance of its objectives, priorities and programs shall be consistent with the policies and rules of the Society.

Section 8 - Meetings of the Society

- a) General meetings of the Society, including the annual general meeting, shall be held at the time and place, in accordance with the Act, that the directors decide. Unless there are exceptional circumstances, the AGM shall be held in the spring
- b) Special general meetings may be called for a particular purpose on the written request of ten (10) per cent or more members. The meeting must be held within 45 days of receipt of notice to the Horse Council office
- c) Notice of a general meeting or a special general meeting to members, shall specify the place, day and hour of meeting, and in the case of special business, the general nature of the business.
 - (i) Minimum notice of such meeting shall be twenty-one (21) days, sent in writing to each member personally by technological means or post mail to registered address

- (ii) Only those members deemed to be in Good Standing shall be entitled to vote.
- (iii) Voting at annual general meetings or special general meetings shall be by written ballot or show of hands of members present who are entitled to vote.
- d) Providing less than one (1) percent of the entitled voting members as of the date of the meeting did not receive notice of meeting; accidental omission, to give notice to or the non-receipt of notice does not invalidate the proceedings at that meeting

PART IV – Directors and Officers

Section 9

The affairs of the Society shall be managed by a board of not less than twenty (20) or not more than fifty (50) directors which shall be elected or appointed every two (2) years and shall consist of the following:

- a) Two (2) directors from each Zone Council as per Part III, Section 7.
- b) One director delegated by each affiliated equestrian association as per Part III, Section 7.
- c) Up to a maximum of three (3) directors-at-large may be elected from among the general membership for a two (2) year term.
- d) Where there are no directors available to fill Executive positions requiring special expertise, up to two (2) members in good standing shall be appointed to the Executive Committee by the Board of Directors. Terms for appointed positions are the same as for elected
- e) A director who represents a Zone Council or an Affiliate Member if by reason of death, or moving out of the district he represents or out of the Province or by ceasing to be a member of the organization he represents, will immediately cease to be a director.
- f) In the event of a vacancy on the Board of Directors in an affiliate/zone elected Director position, replacement for the remainder of the term may be made by the appointing affiliate/zone organization.
- g) 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 while engaged in the affairs of the Society.
- h) Conduct deemed prejudicial to the interests of the society which includes but is not limited to a director not participating in 3 consecutive Board of Directors meetings or convictions for fraud or other indictable offenses may result in removal as a Director

PART V - Indemnities

Section 10

Subject to the Act, every director or officer or other person who has undertaken or is about to undertake any liability on behalf 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;

- a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his own willful neglect or default.

PART VI – Proceedings of Directors

Section 11

The directors of the Society shall exercise all powers as are consistent with the purposes and bylaws of the Society and the Act, including but not limited to;

- a) Enlistment and employment of an Executive Director

Section 12

The directors should meet annually in the spring for an annual general meeting and at any other time and place as they see fit. The President, or in his/her absence one of the VP's named by the President shall chair all meetings of the directors.

Section 13

A meeting of the directors shall be convened at the call of the President or upon the written request of three (3) directors, to Horse Council office. The meeting must be held within 14 days of the request by directors.

Section 14

The F.E.I Disciplines/Competition committee shall be chaired by a vice-president who has a relevant background experience in the respective responsibilities.

Section 15

The Competition committee shall be responsible for the administration and enforcement of national rules.

Section 16

A resolution in writing, signed by the majority of the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Section 17

- a) The directors at the fall meeting shall elect from amongst their number a president, up to five (5) vice-presidents, a secretary and a treasurer, who shall be the officers of the Society. These officers shall form the Executive Committee of the Society, which shall act for and in the name of the Board in the day to day management of the affairs of the Society. The Past President shall serve at the pleasure of the President for one year.
- b) The following positions shall be elected in the even years.
 - i. President
 - ii. Treasurer
 - iii. VP of FEI & Competition
 - iv. VP of Education
- c) The following positions shall be elected in the odd years.
 - i. VP of Membership and Marketing
 - ii. VP of Recreation
 - iii. VP of Horse Industry
 - iv. Secretary
- d) In the event of a resignation or removal of one of the officers of the Society the Executive Committee may appoint a member in good standing to the position until the next directors meetings.

Section 18

The president shall preside at all meetings of the Society and the directors. The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

- a) The President's period of office shall be a two (2) year term and limited to 2 terms (four consecutive years). After an absence of two (2) years the person may hold office for another term.
- b) Each Vice President, Treasurer, Secretary shall hold office for a term of two (2) years or less if elected mid-term
- c) No member shall serve on the Executive committee for more than eight (8) consecutive years, except the immediate past president.
- d) After eight (8) years, a member shall step down for one term (two years) before seeking re-election to the Executive Committee.

PART VII – Duties of Officers

Section 19

The vice presidents shall exercise all those responsibilities which are assigned them and in the absence of the president one of them shall be appointed by the president or the directors to perform the duties and exercise the powers of the president.

Section 20 - The secretary shall:

- a) Issue notices of meetings of the Society and directors;
- b) Keep minutes of all meetings of the Society and directors;
- c) Maintain the register of members, or ensure they are done.

Section 21 - The treasurer shall:

- a) Keep the financial records, including books of account, necessary to comply with the Act, and
- b) Render financial statements to the directors, members and others when required;
- c) Prepare and present appropriate motions concerning banking arrangements and appointment of auditors, or ensure they are done.

Section 22

A quorum for general meetings of members shall be twenty-five (25) members.

Section 23

A quorum for meetings of directors shall be ten (10) or one quarter (1/4) of the total number of directors, whichever is greater.

Section 24

A quorum for meetings of the executive committee shall be five (5) members.

PART VIII – Fiscal Year

Section 25

The fiscal year of the Society shall be January 1st to December 31st.

PART IX - Auditors

Section 26

An auditor shall be appointed at each annual general meeting of the Society.

PART X - Seal

Section 27

The directors may provide a common seal for the Society, which shall be affixed and approved as required in the presence of any two (2) directors.

Section 28

Records of the Society shall be open to inspection only by a member in good standing in the presence of a designated Director or staff member on provision of ten (10) days written, registered notice.

- a) Inspection of records by a member or director shall be restricted to such information not mentioned or listed within the Freedom of Information and Protection of Privacy Act, or Personal Information Protection Act.
- b) A member shall not remove an original document from the Societies records. A photocopy may be made provided such information is mentioned or listed within the Freedom of Information and Protection of Privacy Act, or Personal Information Protection Act. A fee for service will be set and applied to each copy.

Section 29

Lists of members shall not be available for sale or distribution.

PART XII – By-laws

Section 30

These bylaws shall not be altered or added to except by special resolution passed by a majority of not less than seventy-five (75%) percent of the votes cast at the Annual or General Meeting under the following conditions:

- a) Notice of the proposed change(s) must be received by the Secretary of the Society at least 75 days in advance of the Annual or General Meeting.
- b) Each voting member shall be informed of the proposed amendments(s) and provided with a voting form together with any rationale for the proposed amendment(s), including clear and concise instructions for casting and return of said ballot not less than 30 days in advance of the Annual or General Meeting.
- c) If the member wishes to vote by mail, the ballot must be returned to the Office of the Returning Officer at least 5 days in advance of the Annual or General Meeting.
- d) The Returning Officer shall receive, count and keep confidential the results of the mail ballot until the resolution vote has been counted from the floor of the Annual or General Meeting.
- e) The Executive Director shall be the Returning Officer of the Society
- f) A member may vote on the proposed amendment(s) at the Annual or General Meeting, however if a mail ballot has been received from the member, he/she may not vote on the proposed amendment at the Annual or General Meeting.

Section 31

The Society may, upon resolution of the board, charge a fee for providing a copy of the Constitution and Bylaws to a member, such fee not to exceed the amount permitted from time to time by the Act.

Section 32

Robert's Rules of Order revised, latest edition shall prevail for all business not covered by these bylaws.

Section 33

In order to carry out the purposes 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 that power by the issue of debentures.

- i) A debenture must not be issued without the authorization of a special resolution.
- ii) The members may by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.