


CAROL PREST

SOCIETIES ACT

B.C.EQUESTRIAN EVENTING ASSOCIATION

BYLAWS

CONTENT

Article 1	Definitions and Interpretations
Article 2	Membership
Article 3	Meetings of Members
Article 4	Voting of Members
Article 5	Member Fees
Article 6	Directors
Article 7	Proceedings of Directors
Article 8	Officers
Article 9	Duties of Officers
Article 10	Books and Records
Article 11	Execution of Documents
Article 12	Financial Transactions and Borrowing Powers
Article 13	Board Committees
Article 14	Auditor
Article 15	Corporate Seal
Article 16	Amendment of Bylaws
Article 17	Dissolution of Assets Upon Dissolution

SOCIETIES ACT

B.C.EQUESTRIAN EVENTING ASSOCIATION

BYLAWS

Article 1 Definitions and Interpretation

1.1 In these Bylaws:

"**Annual General Meeting**" is a general meeting that must be held at least once in every calendar year as required by the *Societies Act* to address matters required by the *Societies Act*;

"**auditor**" includes a partnership of auditors;

"**Constitution**" means the constitution established for BCEA under the *Societies Act*;

"**debenture**" has the same meaning as in the *Company Act*;

"**debt obligation**" means a bond, debenture, note or other similar obligation, whether secured or unsecured;

"**document**" means a written instrument, including a notice, order, certificate, register, letter, report, return, account, summons or legal process;

"**Horse Trials/Eventing**" is the equestrian sport combining the disciplines of Dressage, Cross Country, and Show Jumping;

"**BCEA**" means B.C. Equestrian Eventing Association;

"**member**" includes a natural person and a corporation;

"**mortgage**" includes a secured debt obligation;

"**ordinary resolution**" means a resolution passed in a general meeting by the members of BCEA by a simple majority of the votes cast in person or, where proxies are allowed, by proxy;

"**special resolution**" means a resolution passed in a general meeting by a majority of not less than 66% of the votes of those members of BCEA who, being entitled to do so, vote in person or, where proxies are allowed, by proxy

(a) of which the notice that the Bylaws provide, specifying the intention to propose the resolution as a special resolution has been given, or

(b) if every member entitled to attend and vote at the meeting agrees, at a meeting or which less than 21 days' notice has been given;

"**Societies Act**" means the Societies Act of British Columbia from time to time in force and all amendments to it

- 1.2 In this and all Bylaws of BCEA hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

Article 2 Membership

- 2.1 The members of BCEA are those persons who become members, in accordance with these Bylaws and have not ceased to be members.
- 2.2 A person may apply to the Board of Directors for membership to BCEA and on acceptance by the Board of Directors and with payment of the annual membership fees is a member.
- 2.3 Every member must uphold the Constitution and comply with these Bylaws.
- 2.4 All members are in good standing except a member who has failed to pay his or her current annual membership fees, or any other subscription or debt due and owing by the member to BCEA, and the member is not in good standing so long as the debt remains unpaid.
- 2.5 Members
- a) Junior - A person may compete as a Junior until the end of the calendar year in which they reach the age of 18.
 - b) Senior - a Senior Member shall be any member other than a Junior Member, an Honorary Member, or a Non-competitive Supporting Member.
 - c) Honorary - an Honorary Member shall be so elected by the Board of Directors. They shall be members who have in the opinion of the Board of Directors extended substantial support to BCEA or made substantial contributions to the sport of Horse Trials/ Eventing. These members shall be appointed for life.
 - d) Non-competitive Supporting Member - a Non-competitive Supporting Member shall be a member who does not compete, but wishes to support the sport of Horse Trials/ Eventing. A Non-competitive Supporting Member may be either a Junior or a Senior Non-competitive Supporting Member as described in a) and b) above.
- 2.6 A person ceases to be a member of BCEA
- a) by delivering his or her resignation in writing to the Secretary of BCEA,
 - b) on his or her death, or in the case of a corporation, on dissolution,
 - c) on being expelled pursuant to Article 2.7, or
 - d) on having been a member not in good standing for six (6) consecutive months.

2.7 Member expulsion

- a) the Board of Directors may pass a resolution to expel any member whose conduct shall be found to be prejudicial to the best interests of BCEA or in violation of its Constitution, Bylaws, or rules.
- b) the member who is the subject of the expulsion must be provided with the reasons for the proposed expulsion and must be given an opportunity to be heard at a hearing called for this purpose prior to the resolution being put to a vote.
- c) the resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

Article 3 Meetings of Members

- 3.1 General meetings of BCEA must be held at the time and place that the Directors decide subject only to the provisions of the *Societies Act* and these Bylaws.
- 3.2 The Directors, the President or the Vice President, when he or she think fit, may convene a general meeting.
- 3.3 A general meeting must be called on the requisition of ten (10) percent or more of the voting members of BCEA.
- 3.4 BCEA shall hold an Annual General Meeting at least once in each calendar year.
- 3.5 At the Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors and the financial statements for a period ending not more than six (6) months before the date of the Annual General Meeting shall be presented and the Board of Directors for the ensuing year shall be determined.
- 3.6 No public notice nor advertisement of a general meeting shall be required, but a Notice of Meeting outlining the place, day and hour of every such meeting shall be given to each member no later than twenty-one (21) days prior to the scheduled date of the meeting. A notice may be given to a member, either personally, by regular mail or electronically to the member at the member's registered regular or e-mail address.

A notice or other document sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid.
- 3.7 An accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate

proceedings at that meeting.

- 3.8 A member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken there at.
- 3.9 A quorum for the transaction of business at any general meeting shall consist of not less than twelve (12) members present in person.
- 3.10 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.11 A general meeting of BCEA 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. No notice is required of an adjournment or of the business to be conducted at an adjourned general meeting.

Article 4 Voting of Members

- 4.1 Each member in good standing who has attained the age of 15 years on January 1 for the year is entitled to one vote
- 4.2 Proxy
 - a) Proxies will only be accepted at any general meeting of members where special business is to be voted upon. The use of proxies shall be limited to such special business as is outlined in the Notice of Meeting and designated as "special business". Proxies may only be submitted by members in good standing. Proxies may only be submitted by members in good standing. Proxies must be received by the Secretary, or such other person as is designated by the Directors from time to time, no later than twenty-four (24) hours prior to the time scheduled for the start of the meeting and shall be in the form set out as follows:

B.C.EQUESTRIAN EVENTING ASSOCIATION

(A Society)

PROXY FOR THE GENERAL MEETING

I, _____ of _____(City, Province) being a member in good standing of B.C.EQUESTRIAN EVENTING ASSOCIATION, hereby appoint _____ of _____(City, Province),

being a member in good standing with B.C.EQUESTRIAN EVENTING ASSOCIATION, or failing him or her, _____ of _____(City, Province), being a member in good standing with B.C.EQUESTRIAN EVENTING ASSOCIATION, as my proxy to vote for me and on my behalf at the _____ General meeting of the Society to be held on the _____ day of the _____(month), _____(year), and at any adjournment thereof, with respect to the special business outline in the Notice of Meeting and set forth hereof, as follows:

Approval of

_____ IN FAVOUR

_____ AGAINST

Approval of

_____ IN FAVOUR

_____ AGAINST

AS WITNESS my hand this _____ day of _____ (month), _____(year)

Signature of Member

Membership Number

b) Proxies shall be sent to all members and shall be included with the Notice of Meeting.

4.3 At any general meeting of members, every question shall be decided by a majority of the votes of the members present in person or, where proxy is allowed, represented by proxy unless otherwise required by these Bylaws, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. On a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of BCEA shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. If a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or, where proxy is allowed, represented by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of BCEA in the general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

Article 5 Member Fees

- 5.1 The annual membership fees shall be determined annually by the Board of Directors.
- 5.2 Honorary Members shall pay no membership fees.

Article 6 Directors

- 6.1 The Directors may exercise all the powers and do all the acts and things that BCEA may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by BCEA in a general meeting, but subject, nevertheless, to
 - a) all laws affecting BCEA,
 - b) these Bylaws, and
 - c) rules, not being inconsistent with these Bylaws, that are made from time to time by BCEA.
- 6.2 The Board of Directors may prescribe rules and regulations not inconsistent with these Bylaws relating to the management and operation of BCEA as they deem fit.
- 6.3 The rules and regulations in Article 6.2 shall have force and effect only until the next annual general meeting of the members of BCEA when they shall be confirmed, and in default of the confirmation at such meeting shall at and from that time cease to have force and effect.
- 6.4 The Directors may, after a hearing, censure, suspend, or expel any officer or member of any committee of BCEA whose conduct shall be found to be prejudicial to the best interests of BCEA or in violation of its Constitution, Bylaws, or rules.
- 6.5 The affairs of BCEA shall be managed by a Board of Directors of a minimum of six (6) and a maximum of fifteen (15) directors, elected and chosen in the following manner:
 - a) directors shall be elected at the Annual General Meeting and serve for a term of two years; and
 - b) not less than one-half of the members of the Board of Directors shall be elected at each Annual General Meeting.
- 6.6 Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled by the Directors from among the members of BCEA, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual General 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. If the number of directors is increased between

the terms, a vacancy or vacancies to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

- 6.7 The members may, by special resolution, remove a director, before expiration of his or her term of office.
- 6.8 A director must not be remunerated for being or acting as a director but a director may receive in whole or in part, reimbursement for out-of-pocket expenses incurred while engaged in the affairs of BCEA.

Article 7 Proceedings of Directors

- 7.1 Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence in writing.
- 7.2 Notice of meetings shall be transmitted to the Directors as follows:
 - a) in the case of notice in writing, sent by ordinary mail, not less than twenty-one (21) days prior to the scheduled date of the meeting;
 - b) in the case of telecommunication, including telephone, facsimile, e-mail, and such other communication methods as may now or in the future be available, on not less than seven (7) days prior to the scheduled date of the meeting. The statutory declaration of the President or Secretary that Notice has been given pursuant to his section shall be sufficient and conclusive evidence of the giving of such Notice. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named. No Notice for such regular meetings need be sent. A director's meeting may also be held, without notice, immediately following the Annual General Meeting. The Directors may consider or transact any business, either special or general, at any meeting of the Board of Directors.
- 7.3 The accidental omission to give notice for a meeting to, or the non-receipt of a notice by, any director entitled to receive notice does not invalidate or make void any proceedings taken or had at that meeting and any director may at any time, in writing, waive notice of any meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 7.4 The quorum for meetings of the Board of Directors shall be five (5) members.
- 7.5 Questions arising at any meeting of directors shall be decided by a majority of votes. Should a tie result from a vote, the Chairman of the meeting, in

addition to his or her original vote, shall have a second or casting vote. All votes in any such meetings shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 7.6 Should the President be absent for a meeting, the Chairman's duties may be performed by the Vice-President, or such other director as the Board of Directors may from time to time appoint for that purpose.
- 7.7 Directors may participate in meetings by telephone or any other communications medium if all persons participating are able to communicate with each other in real time.

Article 8 Officers

- 8.1 The officers of BCEA shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be chosen by the Board of Directors and who shall hold office during their ensuing terms and until their successors are duly chosen.
- 8.2 The office of the President shall be for one (1) term of two (2) years. No President shall serve more than two (2) consecutive two-year terms unless circumstances prevail which are considered and declared extraordinary by a secret ballot vote of two thirds of the Directors. Under such circumstances, the position may be extended for further two (2) year terms.
- 8.3 Offices other than the President shall be held for a period of one (1) year and shall be filled by a simple majority of the Board of Directors. There shall be no restriction on the number of terms such offices may remain.

Article 9 Duties of Officers

- 9.1 The President shall:
- a) be the Chief Executive Officer of BCEA;
 - b) preside at all meetings of BCEA and the Board of Directors;
 - c) be ex-officio, a member of all committees; and
 - d) make modifications in the application of the rules in special circumstances. He or she shall report any such modifications granted to the Board of Directors at its next meeting.

- 9.2 In the absence of the President, the Vice-President may be designated by the Board of Directors to exercise the powers and duties of the President.
- 9.3 The Secretary will make necessary arrangements for:
- a) giving notice of all meetings of the members and the Directors;
 - b) taking and keeping minutes of all meetings of BCEA and Directors, and keeping the correspondence and all records of the members;
 - c) furnishing to the Treasurer the names of all members elected to membership;
 - d) notifying all members of the suspension of any person and the period thereof; and
 - e) performing such other duties as may from time to time be assigned to him or her by the Directors or are assigned to him or her in the Constitution and rules.
- f) in the absence of the Secretary, an Assistant Secretary may be appointed by the Board of Directors to perform the duties of the Secretary.
- 9.4 The Treasurer will make arrangements for:
- a) collecting all moneys due to BCEA;
 - b) having the care and custody of and be responsible for the funds of BCEA, which he or she shall deposit in the name of BCEA in such bank or places of deposit as the Board of Directors shall designate;
 - c) having the custody of all the securities of BCEA, which he or she shall deposit in such safe deposit boxes as the Board of Directors shall designate;
 - d) keeping proper books of account, showing the disposition of all funds that may pass through his or her hands; and
 - e) making a full report in writing covering the financial condition of BCEA at each Annual General Meeting of BCEA and at such other times as required by the Board of Directors.

Article 10 Books and Records

- 10.1 The Directors shall see that all documents of BCEA, required by the Bylaws of BCEA or by any applicable statute or law are regularly and properly maintained and kept at the address of BCEA.
- 10.2 The Directors by ordinary resolution will permit operational documents of BCEA to be kept at the address of the Treasurer of BCEA. Those documents will include all current financial related papers and bank accounts, current membership lists, current copies of BCEA Constitution and Bylaws and other necessary documents related to the day-to-day operations of BCEA.

- 10.3 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society. The official records of the Society pursuant to s. 20(1) of the Societies Act will be available for the inspection of the Members at the time and place established by the directors. Access to any other record of the Society by the members, directors or other persons, is at the sole discretion of the Board.

The documents may be inspected by way of appointment with the Secretary. A member intending to inspect documents must give notice in writing of intention to inspect, describing the documents to be inspected. Inspections shall be made at the address of BCEA, but where some documents are kept at a place or places in the Province other than at the address of BCEA, inspections shall be made at that place or those places also, and a notice may appoint different times for inspection of documents at different places, provided at least two (2) consecutive normal business hours in each day, Saturdays and holidays excepted, are allowed for inspections.

Article 11 Execution of Documents

- 11.1 Deeds, transfers, licences, contracts and engagements on behalf of BCEA shall be signed by either the President or Vice-President, and by the Secretary.
- 11.2 Contracts in the ordinary course of BCEA's operations may be entered into on behalf of BCEA by the President, Vice-President, Secretary or by any person so authorized by resolution of the Board of Directors.
- 11.3 The President, Vice-President, the Directors, Secretary and/or Treasurer, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of BCEA in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of BCEA transfer of shares, bonds or other securities from time to time transferred to BCEA, and may make, execute, and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of any solicitor or solicitors to make or accept transfers of shares, bonds or other securities on the books of any corporation.

Article 12 Financial Transactions and Borrowing Powers

- 12.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of BCEA shall be signed by such officer or officers, agent or agents of BCEA and in such manner as shall from time to time be determined by resolution of the Board of Directors and anyone of such officers or agents may alone endorse notes

and drafts for collection on account of BCEA through its bankers, and endorse notes and cheques for deposit with BCEA's bankers for the credit of HTSC, or the same may be endorsed 'for collection' or 'for deposit' with the bankers of BCEA by using BCEA's rubber stamp for the purpose. Anyone of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between HTSC and BCEA's bankers any may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

- 12.2 The securities of BCEA shall be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions to be selected by the Board of Directors. Any or all securities so deposited may be withdrawn, from time to time, only upon the written order of BCEA signed by such officer or officers, agent or agents of BCEA, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.
- 12.3 For the purpose of carrying out the objects of BCEA, the executive committee, subject to the *Societies Act*, may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by the issue of debentures, provided the debentures shall not be issued without the sanction of a special resolution of BCEA. The Directors may from time to time:
- a) borrow money on the credit of BCEA;
 - b) issue, sell, or pledge securities of BCEA; and
 - c) charge, mortgage, hypothecate, or pledge all or any of the real or personal property of BCEA, including book of debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of BCEA.

From time to time the Directors may authorize any director, officer or employee of BCEA or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the load thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by BCEA as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by BCEA

Article 13 Board Committees

The Board of Directors of BCEA may elect to constitute standing committees. Committee chairs must be elected board members or

alternately a co-chair who is an elected board member can be named as co-leader of a committee. The co-chair shall represent the committee at all BCEA board meetings. The President shall be ex officio, a member of each committee.

Article 14 Auditor

BCEA, subject to the *Societies Act*, shall not appoint an auditor.

Article 15 Corporate Seal

BCEA shall not have a corporate seal.

Article 16 Amendment of Bylaws

The Board of Directors may propose amendments to the Constitution or Bylaws of BCEA. Such proposed amendments shall be presented to the members to consider and vote upon. The Constitution or Bylaws of BCEA may be changed by special resolution passed by an affirmative vote of at least 66% of the members at a meeting duly called for the purpose of considering the said amendments.

Article 17 Distribution of Assets Upon Dissolution

Should Horse Trials B.C., which received charitable gaming funds from licensed charitable gaming and/or direct charitable access, at any time dissolve or cease to exist, have any and all gaming monies or assets purchased with gaming funds held at the date of dissolution or cessation of existence these/they shall be distributed by Horse Trials B.C. to a registered charity or registered charities in British Columbia, as defined in the Income Tax Act (Canada), as may be determined by the members of the Society at the time of winding up or dissolution OR such charitable organization or organizations in British Columbia having a similar charitable purpose.

This provision was previously unalterable.