

BY-LAWS

PART 1 - INTERPRETATION

1. In these bylaws, unless the context otherwise requires,
 - (a) "Directors" means the directors of the society for the time being
 - (b) "Society Act" means the Societies Act in the province of British Columbia from time to time in force and all amendments to it
 - (c) "Registered address" of a member means his address as recorded in the register of members
 - (d) The definitions in the Society Act on the dates these bylaws become effective apply to these bylaws.
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 2 - MEMBERSHIP

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the society.
 - (a) a family membership is a husband and wife, or two common law spouses, and may include minor children. Each such person is considered a member.
 - (b) a single membership is a member that is 19 years old or over as of January 1.
 - (c) a junior membership is a member that is 18 years old or younger as of January 1.
 - (d) memberships shall run from January 1 to December 31, a calendar year.
7. A person shall cease to be a member of the society
 - (a) by delivering his resignation in writing to the secretary of the society or by email, or by mailing or delivering it to the address of the society.
 - (b) on his 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
8.
 - (a) a member may be expelled by a special resolution of the members passed at a general meeting.
 - (b) the notice of the special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

- (c) The person who is the subject of the proposed resolution for the expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.

PART 3 - MEETINGS OF MEMBERS

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

PART 4 - PROCEEDINGS AT GENERAL MEETING

15. Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order.
- (b) all business transacted at an annual general meeting, except:
- (1) the adoption of rules of order;
 - (2) the consideration of the financial statements;
 - (3) the report of the directors;
 - (4) the report of the auditor, if any;
 - (5) the election of directors;
 - (6) the appointment of the auditor, if required; and
 - (7) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of directors issued with the notice convening the meeting.
16. (a) 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.

- (b) 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.
 - (c) a quorum is 12 members present or a greater number that the members may determine at a general meeting.
- 17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes form the time appointed for the meeting, the members present constitute a quorum.
- 18. Subject to bylaw 19, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairmen of a general meeting.
- 19. If at a general meeting:
 - (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the president and all the other directors present are unwilling to act as chairman,the members present shall choose one of their number to be chairman.
- 20.
 - (a) 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.
 - (b) when a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (c) 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.
- 21.
 - (a) no resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
 - (b) in the case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 22.
 - (a) a member in good standing, 19 years of age or over as of January 1 of the year in which the meeting is being held, present at a meeting of members is entitled to one vote.
 - (b) voting is by show of hands.
 - (c) voting by proxy is not permitted.
- 23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.

PART 5 - DIRECTORS AND OFFICERS

24. (a) the directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
- (1) all laws affecting the society;
 - (2) these bylaws; and,
 - (3) rules not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (b) no rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made
25. (a) the president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society.
- (b) the number of directors shall be 12 or a greater number determined from time to time at a general meeting.
- (c) the president and the directors will be elected at the annual general meeting.
- (d) the past president shall stay on the executive for one year in an advisory position and does not have a vote at directors meetings.
26. (a) the voting members of the society shall, at the first annual general meeting of the society, held after the coming into force of these bylaws, elect six directors to hold office until the second annual general meeting next ensuing and five directors to hold office until the third annual general meeting next ensuing. Each director elected at the second annual general meeting and at the ensuing annual general meetings shall be elected to hold office until the second annual general meeting after that in which he was elected. That is, directors shall be elected at each annual general meeting, subsequent to the first annual general meeting held after the coming into force of these bylaws for two year overlapping terms. The president shall hold the office for a two-year term.
- (b) the vice president, secretary, and treasurer, or in lieu of a secretary and treasurer, a secretary-treasurer, and such other officers as the Board of Directors may determine from time to time, will be elected by the Board of Directors from among their number at the meeting of the Board.
- (c) an election may be by acclamation, otherwise it shall be by ballot.
- (d) if no successor is elected the person previously elected or appointed continues to hold office.
27. (a) the directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (b) a director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible to re-election at the meeting.
28. (a) if a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (b) no act or proceeding of the directors is invalid only by reason of there not being less than the prescribed number of directors in office.
29. If any member of the Board of Directors shall resign his office, or without reasonable excuse absent himself from three or more Directors meetings, or be suspended or expelled from the

Society, the Board of Directors shall declare his office vacated and shall appoint a successor in his place to hold office until the next general meeting.

30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

PART 6 - PROCEEDINGS OF DIRECTORS

31. (a) the Board of Directors shall have at least ten Directors Meetings between annual general meetings and may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
(b) the directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
(c) the president shall be the chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be a chairman at the meeting.
(d) a director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
32. (a) the directors may delegate any, but not all, of their powers to committees consisting of the director of directors as they think fit.
(b) a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
33. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be letter, telegram, telex, or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
(a) no notice of meeting of directors shall be sent to that director; and
(b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

37. (a) questions arising at a meeting of the directors and committee of the directors shall be decided by a majority of the votes.
(b) in case of an equality of votes the chairman does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all 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.

PART 7 - DUTIES OF DIRECTORS

40. (a) the president shall preside at all meetings of the society and of the directors
(b) the president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
41. The vice president shall carry out the duties of the president during his absence.
42. The secretary shall
(a) conduct the correspondence of the society;
(b) issue notices of meetings of the society and directors;
(c) keep minutes of all meetings of the society and directors;
(d) have custody of all records and documents of the society except those required to be kept by the treasurer;
(e) have custody of the common seal of the society; and
(f) maintain the register of members,
43. The treasurer shall
(a) keep the financial records, including books of account, necessary to comply with with the Society Act; and
(b) render financial statements to the directors, members, and others when required.
44. (a) the offices of secretary and treasurer may be held by one person who shall be known as secretary-treasurer.
(b) when a secretary-treasurer holds office the total number of directors shall not be less than 12 or the greater number that may have been determined pursuant to bylaw 25(a).
45. (a) in the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
(b) all bills of exchange, promissory notes, cheques, and orders for payment of money on behalf of the Society by way of overdraft or otherwise shall be signed by the president, or in his absence the vice president and countersigned by the treasurer or such other person or persons as the Board of Directors may for time to time direct.

PART 8 - SEAL

46. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
47. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

PART 9 - BORROWING

48. 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 the foregoing, by the issue of debentures.
49. No debenture shall be issued without the sanction of a special resolution.
50. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 10 - AUDITOR

51. This part applies only where the society is required or has resolved to have an auditor.
52. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
53. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
54. An auditor may be removed by ordinary resolution.
55. An auditor shall be promptly informed in writing of appointment or removal.
56. No director and no employee of the society shall be auditor.
57. The auditor may attend general meetings.

PART 11 - NOTICES TO MEMBERS

58. A notice may be given to a member via email. If email is not available then a letter will be given either personally or by mail to him at his address.
59. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
60. (a) Notice of a general meeting shall be given to

- (1) every member shown on the register of members on the day notice is given; and
 - (2) the auditor, if Part 10 applies.
- (b) no other person is entitled to receive a notice of general meeting.

PART 12- BYLAWS

61. The society shall furnish to a member, at his request, free of charge or, if so resolved by the directors, on payment of a sum not exceeding \$1.00, a copy of its constitution and bylaws.

62. These bylaws shall not be altered or added to except by special resolution.

PURPOSES OF THE CHILLIWACK RIDING CLUB

1. (a) to encourage the breeding of better types of saddle horses.
- (b) to develop the art of good horsemanship and encourage the kindly handling and care of the horse.
- (c) to stimulate interest in and assist in the organization of horse shows.
- (d) to develop the trails of the mountains surrounding the Chilliwack Valley for the benefit of the people in Chilliwack and district, and as a tourist attraction.
- (e) to promote all group activities of horse minded people.
- (f) to aid in building a better youth in the Chilliwack district both physically and mentally.
- (g) to purchase, lease, hire, or otherwise acquire and hold lands or buildings or any interest therein for the purpose of creating facilities for the showing or exhibiting of horses and related events and to equip the same with the usual and necessary adjuncts.
- (h) to receive, acquire, and hold gifts, donations, legacies, and devices.