

**Bylaws of North Fraser Therapeutic Riding Association (the
"Society")**

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Table of Contents

- 1. Definitions and Interpretations**
- 2. Members**
- 3. General Meetings of Members**
- 4. Voting**
- 5. Directors**
- 6. Directors' Meetings**
- 7. Board Positions and Duties**
- 8. Financial Matters**
- 9. Committees**
- 10. Policies and Procedures**
- 11. Inspection of Documents**
- 12. Indemnification of Members**
- 13. General**
- 14. Dissolution of the Society**

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

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

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

“**Bylaws**” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2.1 The definitions in the Act apply to these Bylaws.

1.2.2 In these bylaws words importing a male person include a female person and a female person include a male person, and either word includes a corporation; words importing the singular include the plural and vice versa.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 Membership may be open to any person

2.1.1 Who applies by written application in a form established by the Board and is approved by the Board, or their designate;

2.1.2 has paid the annual membership dues in full;

2.1.3 has accepted an invitation by the Board, who through majority vote of the board has offered a person to become a Life Member.

Classes of membership

2.2 There are three (3) classes of membership that have defined voting or non-voting status within each category.

2.2.1 Active Member

2.2.1.1 One who has applied for membership, paid their annual dues and is not an employee of the Society has voting privileges;

2.2.1.2 one who has applied for membership, paid their annual dues and is an employee of the Society:

2.2.1.2.1 does not have voting privileges;

2.2.1.2.2 may not call meetings of the Society;

2.2.1.2.3 shall not participate in activities of meetings of the Society that involve anything other than providing opinion within a debate procedure.

2.2.2 Life Membership

2.2.2.1 One who has been given lifetime membership by the Board for outstanding service to NFTRA;

2.2.2.2 retains full membership privileges.

2.2.3 Corporate Membership

2.2.3.1 A company that has applied for membership and paid their annual corporate dues;

2.2.3.2 a company is entitled to one (1) representative vote.

Membership dues and enrollment

2.3 Membership dues

2.3.1 The amount of the annual membership dues, if any, must be determined by the Board;

2.3.2 if membership dues are not paid within 30 days of written notification membership lapses and the member ceases to be in good standing. A lapsed member may be reinstated at any time by payment of the Annual Dues.

2.4 Enrollment

2.4.1 Upon initial enrollment, a person's membership shall be effective as of the date of receipt of a complete application for membership as set out in 2.2.1 of these bylaws and shall expire on December 31st of that calendar year and yearly thereafter;

2.4.2 any member in good standing may withdraw from membership by written notice to the Secretary;

2.4.3 any member who resigns, withdraws or is expelled or ceases to be a member under the bylaws shall lose all rights arising from membership;

2.4.4 every member must uphold the constitution and comply with the bylaws;

2.4.5 the Society shall keep an up-to-date membership list.

2.5 Member not in good standing

2.5.1 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

2.5.2 A member not in good standing may not vote

2.5.2.1 A voting member who is not in good standing:

(a) may not vote at a general meeting;

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.6 Termination of membership if member not in good standing

2.6.1 Membership may be refused, suspended or revoked by a majority vote of the Board. No member shall be expelled without being notified of the

charge or complaint against him and given an opportunity to be heard by the Board at a meeting of the Board called for that purpose

2.6.2 Membership may be granted or re-instated by the Board upon appeal or upon a positive two-thirds (2/3) vote of the Board of Directors.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 The Chair shall convene an Annual General Meeting (AGM) of members within a period of four (4) months after the end of the fiscal year, at a time and place decided by the Board of Directors.

Notice of Meetings

3.2 Notice of the Annual General Meeting shall be given to the membership at least three (3) weeks prior to the date of the meeting and not longer than six (6) weeks prior to the date of the meeting

3.2.1 Notification must include:

3.2.1.1 a proxy form approved by the Board;

3.2.1.2 a list of the names of the members nominated for election to the Board;

3.2.1.3 any resolutions, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Ordinary business at annual general meeting

3.3 Election of the Board of Directors (*See Section 7 for related bylaws*)

3.3.1 By secret ballot if nominees exceed vacancies;

3.3.2 by acclamation if vacancies exceed nominees.

3.4 Other business

3.4.1 Robert's Rules of Order, latest revision, shall unless otherwise specified by the Board in keeping with these Bylaws, govern the order of business and procedures in all disputed cases;

3.4.2 consideration of any financial statements of the Society presented to the meeting;

3.4.3 consideration of the reports, if any, of the directors, management, or auditor (if appointed);

3.4.4 appointment of an auditor (if applicable);

3.4.5 transact such other business as may properly come before the meeting.

Notice of special meetings

3.5 Special meetings of the members may be called by the Chair or upon request of 10% or more of members in good standing in accordance with the Societies Act as per the following:

3.5.1 notice of special meetings shall be given to the membership at least three (3) weeks prior to the meeting and not longer than six (6) weeks prior to the meeting date and shall include;

3.5.2 the purpose for calling the meeting must state the nature of any business to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business;

3.5.3 and if called by members, must list the names of the members who asked for the meeting to be called, which must reflect 10% of the voting membership list;

3.5.4 the meeting shall follow the procedures of a general meeting.

Chair of general meeting

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

3.6.1 The individual, if any, appointed by the Board to preside as the chair;

3.6.2 If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair

3.6.2.1 the chair of the Board;

3.6.2.2 the vice-chair of the Board, if the chair is unable to preside as the chair;

3.6.2.3 one of the other directors of the Board present at the meeting, if both the chair and the vice-chair are unable to preside as the chair.

Alternate chair of general meeting

3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.9 The quorum for the transaction of business at a general meeting is 5 voting members.

Lack of quorum at commencement of meeting

3.10 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

3.10.1 in the case of a meeting convened on the requisition of members, the meeting is terminated, and

3.10.2 in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

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

Adjournments by chair

3.12 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.13 Notice of an adjourned meeting shall be given to the members, not more than three (3) weeks prior to the date set for the adjourned meeting and no less than two (2) weeks prior to the meeting commencing.

Order of business at general meeting

3.14 The order of business at a general meeting is as follows:

- 3.14.1 elect an individual to chair the meeting, if necessary;
- 3.14.2 determine that there is a quorum;
- 3.14.3 approve the agenda;
- 3.14.4 approve the minutes from the last general meeting;
- 3.14.5 deal with unfinished business from the last general meeting;
- 3.14.6 if the meeting is an annual general meeting,
 - 3.14.6.1 receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - 3.14.6.2 receive staff reports and any other reports of directors' activities and decisions since the previous annual general meeting,
 - 3.14.6.3 elect or appoint directors, and
 - 3.14.6.4 appoint an auditor, if any;
- 3.14.7 deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- 3.14.8 terminate the meeting.

Part 4 – Voting

- 4.1** To be entitled to vote a person must have been a member in good standing for two (2) months prior to the meeting.
- 4.2** Every member in good standing is entitled to one vote in person or by proxy.
- 4.3** Voting by proxy is permitted as per the following:
- 4.3.1** any member in good standing may give to any other member in good standing, a proxy in writing, signed, dated and witnessed;
 - 4.3.2** any member soliciting proxies shall discuss with the member the purpose for which the proxy is solicited, the proxy solicitor’s proposed plans, changes and policies for the Association and all resolutions the proxy holder proposes to introduce;
 - 4.3.3** any member who has solicited proxies shall not have the right to propose any resolutions at the meeting that have not been included in the material for which the proxy was solicited;
 - 4.3.4** no vote by proxy shall be accepted unless the proxy is dated not more than one month prior to the date for which the meeting was first called;
 - 4.3.5** no member shall be permitted to vote proxies at a meeting of the members that have not been solicited by providing the information required;
 - 4.3.6** any member who has solicited and obtained proxies shall deliver same to the office of the Association at least two (2) working days prior to the members’ meeting along with a copy of the proxy solicitation material in order for the proxies to be eligible to be voted. Names of the donor and holder will be recorded prior to the meeting and be available at said meeting for reference;
 - 4.3.7** proxies are revocable by the member executing said proxy at any time before or during a meeting and shall become invalid at the adjournment of the meeting for which the proxy was given;
 - 4.3.8** a Proxy Form would be a standard form as approved by the Board.
- 4.4** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

- 4.5** A tie vote shall be decided by the chair or their designee.
- 4.6** The chair may only cast a vote to break a tie vote and under no other circumstances.
- 4.7** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Matters decided at general meeting by ordinary resolution

- 4.8** A simple majority shall decide all ordinary resolutions at a general meeting.

Matters decided at a special meeting by special resolution

- 4.9** If a matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold, the voting threshold shall be no less than 2/3 of the eligible voting members in attendance at a special meeting held in accordance with these Bylaws.
- 4.10** A matter related to debt, liability or other obligation, including the sale or purchase of any real property, or the disbursement of any real property shall be decided by a special resolution of the Members of the Society by passing a 2/3rd vote of the eligible voting members present at the meeting of the Society. (*Refer to Part 8 Bylaw 8.6 of these Bylaws.*)

PART 5 – DIRECTORS

Number of directors on Board

5.1 The governance of North Fraser Therapeutic Riding Association shall consist of a Board of Directors.

5.1.1 The Board must have no fewer than five (5) directors and no more than eleven (11) directors elected from and by the members of the Society, as defined in Bylaw 2.2 of these Bylaws, at the Annual General Meeting.

Election or appointment of directors

5.2 At each Annual General Meeting, the voting members entitled to vote for the election or appointment of directors, as defined in Bylaw 2.2 of these Bylaws, must elect or appoint the Board. (*Refer to Part 9 Bylaws 9.2.5 and 9.2.6 referencing nominee eligibility.*)

Term of Directors

5.3 The term of offices shall be two (2) years and efforts should be made to ensure that no more than 50% of board members' terms expire on any given year.

5.4 A board member who has ceased to hold office and remains a member in good standing, shall be eligible for re-election.

5.5 There shall be no limit to the number of terms any member may serve as a director.

Directors may fill casual vacancy on Board

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

5.6.1 If a vacancy results in the number of board members being less than five (5) directors, the Board may appoint a member in good standing to fill such vacancy.

5.6.1.1 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from the office created the vacancy.

5.7 The Board may, by appointment, fill any vacancy on the board up to the maximum number allowable—eleven (11)—from among the voting members in good standing.

5.7.1 A director appointed by the board under the condition of Bylaw 5.7 of these Bylaws shall hold office only until the next convened Annual General Meeting, at which time, if remaining a member in good standing, shall be eligible for election or appointment by the members for the following term.

Election of the Officers

5.8 Immediately following the election of the directors at the Annual General Meeting, the directors shall elect the Officers of the Board from amongst themselves for the coming year.

Board member termination

5.9 A director shall cease to be a director if:

5.9.1 The director provides a letter of resignation to the Secretary;

5.9.2 dies;

5.9.3 is legally declared of unsound mind;

5.9.4 is removed from office at a special meeting of the members by two-thirds (2/3) vote of the members in good standing present at the meeting, in person or by proxy;

5.9.5 by any other provision contained in the Act or these Bylaws that determines removal of membership;

5.9.6 a director who misses four (4) or more regular or special meetings of the board, or combination of, without just cause in the year starting from the Annual General Meeting, shall be deemed to have resigned from the board.

5.10 No board member shall be expelled by the Board without being notified of the charge of complaint against him and given an opportunity to be heard by the Board at a meeting called for that purpose with the following:

5.10.1 the director shall be notified of their termination in sufficient detail to permit the director receiving the notice to form a reasoned understanding of the termination;

5.10.2 any director removed for any reason retains the right to appeal in person or in writing to the board within thirty (30) days of notification;

5.10.3 the board shall respond to an appeal filed by a director within fourteen (14) days of notification of such appeal.

PART 6 – DIRECTORS’ MEETINGS

Calling directors’ meeting

- 6.1** Meetings of the Board of Directors shall be convened at a time and place decided by the Board.
- 6.2** A directors’ meeting may be called by the president or by a majority of the directors.

Notice of directors’ meeting

- 6.3** At least 2 weeks’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 6.4** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Voting

- 6.5** Each director shall be entitled to one vote and all votes shall be decided by a simple majority.
- 6.6** A tie vote shall be decided by the chair, or designee.
 - 6.6.1** The chair may only cast a vote to break a tie vote and under no other circumstances.
- 6.7** The board will not use proxy votes for the purpose of board meeting business.

Conduct of directors’ meetings

- 6.8** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 6.9** The quorum for the transaction of business at a directors’ meeting is a majority of the director

PART 7 – BOARD POSITIONS

Election or appointment to Board positions

7.1 Directors must be elected or appointed to the following board positions, and a director, other than the president, may hold more than one position:

- (a) chair;
- (b) vice-chair;
- (c) secretary;
- (d) treasurer.

7.1.1 The office of Secretary and Treasurer may be held by one person who is to be known as the Secretary/Treasurer.

Directors at large

7.2 Directors who are elected or appointed to positions on the board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Duties of the Officers

7.3 Role of chair

7.3.1 Presides over all meetings of the Board of Directors;

7.3.2 is responsible to ensure appropriate execution of Board Members' duties;

7.3.3 regularly attends meetings.

7.4 Role of vice-chair

7.4.1 The vice-chair of the Board is responsible for carrying out the duties of the chair if the chair is unable to act;

7.4.2 regularly attend meetings.

7.5 Role of secretary

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

7.5.1.1 issuing notices of general meetings and directors' meetings;

7.5.1.2 taking minutes of general meetings and directors' meetings;

- 7.5.1.3** keeping an up to date membership list;
- 7.5.1.4** keeping the records of the Society in accordance with the Act;
- 7.5.1.5** conducting the correspondence of the Board;
- 7.5.1.6** filing the annual report of the Society and any other filings with the registrar under the Act;
- 7.5.1.7** regularly attend meetings.

Absence of secretary from meeting

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

7.7 Role of treasurer

- 7.7.1** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- 7.7.1.1** receiving and banking all monies collected from the members or other sources;
- 7.7.1.2** keeping accurate accounting records in respect of the Society's financial transactions;
- 7.7.1.3** reporting regularly to the Board the financial standing of the Society;
- 7.7.1.4** preparing the Society's financial statements;
- 7.7.1.5** preparing an annual budget showing the expected income and expenses for the ensuing fiscal year, which the board will review, modify and approve;
- 7.7.1.6** making the Society's filings respecting taxes;
- 7.7.1.7** other duties as may from time to time be determined by the Board;
- 7.7.1.8** regularly attend all meetings.

7.8 Role of Directors at Large

- 7.8.1** Chair committee meetings as assigned.
- 7.8.2** Regularly attend all meetings.

PART 8 – FINANCIAL MATTERS

Signing authority

- 8.1** Signing officers shall be the Executive Director, or designee and one board member (*Refer to Bylaw 8.3*).
- 8.2** The Chair and Secretary of the Society shall sign in the name and on behalf of the Society, all contracts, deeds documents and other instruments requiring execution on behalf of the Society.
- 8.3** The Board may, from time to time, designate one or more of its Directors to sign in the place of either the Chair or the Secretary.

Budget approval

- 8.4** The Board shall review, modify as deemed necessary and approve the budget.
- 8.5** The approval of the budget, in whole or in part, shall be a warrant for the expenditure of the amounts so approved in the fiscal year that the budget covers.

Other fiscal authority

- 8.6** No debt, liability or other obligation, including the sale or purchase of any real property, shall be incurred or entered into, by or in the name of the Society unless:
- 8.6.1** a Special Resolution of the Members of the Society is presented;
 - 8.6.2** a passing vote of 2/3rd of the eligible voting members present at the meeting of the Society is affirmed and recorded, as per Part 4, Bylaw 4.10 of these Bylaws.
- 8.7** Should the purchase or sale, or the disbursement of any real property/estate be recommended by the Board:
- 8.7.1** a Special Resolution of the members of the Society shall be required;
 - 8.7.2** a passing vote by 2/3rd of the eligible voting members of the Society present at the meeting of the Society is affirmed and recorded, as per Part 4, Bylaw 4.10 of these Bylaws.

Part 9 – COMMITTEES

Nominating committee for Board of Director candidates

9.1 No later than 4 months prior to the Annual General Meeting, the Chair of the Board shall recommend to the Board that a nominating committee be formed, comprised of a minimum of two (2) members, one of whom shall be a director.

Nominees

9.2 The nominees:

9.2.1 may be nominated by the nominating committee;

9.2.2 may be nominated any two (2) members;

9.2.3 must be a member in good standing for no less than two (2) months prior to the Annual General Meeting;

9.2.4 shall provide written assurance that the nominee has agreed to let their name stand for a position within the directors and commit to the duties therein.

9.2.5 cannot be paid staff of the Society;

9.2.6 cannot be immediate family members of paid staff of the Society during the staff person's year of employment and that the family reference applies to the following: fathers, mothers, children, brothers, sisters, husbands and wives.

Nominating committee

9.3 The nominating committee shall:

9.3.1 select the director involved as the chair for the committee;

9.3.2 receive nominations for available vacancies and interview nominees no less than thirty (30) days prior to the Annual General Meeting;

9.3.3 strive to nominate sufficient candidates from the voting members to fill the vacancies on the board of directors;

9.3.4 submit all nominations in writing with nominee confirmation of acceptance of nomination, to the secretary of the Society, no later than twenty-one (21) days prior to the date of the Annual General Meeting;

9.3.5 ensure the secretary of the Society posts to the Society's website the names of each candidate nominated and the name of the nominator of each nominee, fourteen (14) days prior to the date of the Annual General Meeting;

9.3.6 oversee additional nominations from the floor at the Annual General Meeting of members in good standing for election to the board as per the following:

9.3.6.1 there are two voting members supporting the nomination;

9.3.6.2 the member consents to the nomination, the role and the duties therein;

9.3.6.3 the member is affirmed as a member in good standing by the chair of the nominating committee;

9.3.7 ensure, in the case of a nominee's absence, the nominee has provided written assurance that the nominee has agreed to let their name stand for a position within the directors and commits to the duties therein.

Ad Hoc committees

9.4 The Board may, from time to time, commission a committee to review and/or investigate specific matters on behalf of the Board and make recommendations.

9.5 A board member shall chair such a committee.

9.6 The findings of the committee shall be brought to the board for approval.

Part 10 – POLICIES AND PROCEDURES

10.1 The Board shall, from time to time, cause to be prepared and shall adopt various Policies and Procedures to facilitate the orderly operation of the Society. In the event a policy shall conflict with these Bylaws, the Bylaws shall govern.

10.2 Policies and Procedures may be amended, or repealed in whole or in part at any time with the approval of the Board.

10.3 Policies and Procedures, once approved, will be published and communicated to all areas that are affected and remain in the office of the Society for ease of access.

Part 11 – INSPECTION OF DOCUMENTS

11.1 The books and records of the Society shall be open to the inspection of the members of the Society and any member who wishes to make such an inspection shall apply in writing to the secretary. Upon receipt of such application, the secretary shall forthwith bring the same to the attention of the Board who shall cause the said books and records to be made available for inspection at such time and place as is reasonably convenient to everyone concerned, not later than one (1) week from the day on which the secretary received the said application. The provisions of the bylaw shall only apply to:

11.1 Records related to financial transactions of the Society; and

11.2 the minutes of all meetings of the Society, but excluding:

11.2.1 the minutes of all meetings of the Board;

11.2.2 any matters concerning the staff, clients or volunteers which are deemed to be confidential in the reasonable opinion of the Board.

Part 12 – INDEMNIFICATION OF BOARD MEMBERS

12.1 The Board shall purchase and maintain insurance for the benefit of the directors against personal liability incurred by her as a director.

12.2 The Society shall indemnify and hold harmless a director or former director of the Society and her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by her in a civil, criminal, or administrative action or proceeding to which she is made a party, because of being or having been a director, including action brought by the Society if:

12.2.1 she acted honestly and in good faith with a view to the best interests of the Society of which she is, or was a director, and;

12.2.2 in the case of a criminal, or administrative action or proceeding, she had reasonable grounds for believing her conduct was lawful.

Part 13 – GENERAL

13.1 These bylaws may be added to, amended, or repealed in whole, or in part by way of a special resolution passed by two thirds (2/3) majority vote of the Members of the Society, at a special meeting of the Society.

13.2 After the bylaws are added to, amended, or repealed and approved by the Members of the Society, they shall be registered, along with the special resolution and date of such, with the Registrar of Societies.

Part 14 – DISSOLUTION OR WINDING DOWN OF THE SOCIETY

14.1 In all matters in which a conflict appears between these bylaws and Societies Act the Societies Act shall prevail. The society shall be non-political and non-profit and in the event of dissolution or winding-up of the organization, all its remaining assets, after payment of liabilities, including any and all gaming monies or assets purchased with gaming funds, shall be distributed to one or more recognized charitable organizations within British Columbia having a similar purpose to the Society. **This provision with reference to dissolution is unalterable.**