



CAROL PREST

## **By-Laws of Peruvian Horse Club of British Columbia**

Here set out, in numbered clauses, the by-laws providing for the matters referred to in Section 6 (1) of the Society Act and any other by-laws.

### **PART 1 – MEMBERSHIP**

1. Membership in the club shall fall into one of the following categories:
  - a) Honorary
  - b) Full
  - c) Non-resident
  - d) Aficionado
2. HONORARY members shall be appointed by the Executive of the club, with the approval of the membership. Honorary members shall have no voting privileges and shall have no part on the management of the society.
3. FULL members shall be any British Columbia resident who may or may not own a Peruvian Paso horse and pays the annual prescribed fee for membership in this category by a specified date each year. Full members have voting privileges and are eligible to be elected to the Board of Directors of the Club.
4. NON-RESIDENT members shall be individuals residing outside of British Columbia who may or may not own a Peruvian Paso horse and pay the annual prescribed fee for membership in this category by a specified date each year. Non-resident members have voting privileges in the club. Only Non-resident members residing in Canada are eligible to be elected to the Board of Directors. Non-resident members residing outside of Canada may not be elected to the Board of Directors.
5. AFICIONADO members shall be any individuals who do not own a Peruvian Paso horse but wish to involve themselves in the news and activities of the club. Aficionado members do not have voting privileges and are not eligible for election to the Board of Directors.
6. Annual membership shall be subject to the following provisions:
  - a) The fees for membership categories shall be determined at an annual general meeting of the club;
  - b) Applications for membership shall be in writing and each applicant, upon becoming a member, must uphold the constitution and comply with these by-laws and any other rules set out;
  - c) Membership in the club shall be issued in the name of a single individual; two spouses in the same household; entire family; partnership; or corporation.
  - d) Each duly paid membership shall be entitled to one vote only.
  - e) A joint membership shall lose its privilege of voting if one or more of the persons represented by that membership is designated as a member not in good standing, so as to become ineligible to vote, or has been suspended or expelled. The remaining members (s) of the joint membership shall take out a new membership in order to vote.
  - f) Membership fees are due on January 1<sup>st</sup> of each year. The membership year shall be from January 1<sup>st</sup> of the current year to December 31<sup>st</sup> of the same year.

- g) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.
  - h) Members not in good standing shall not be eligible to vote.
7. 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 official 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.
8. A member may be either suspended for a specified period, or expelled, by a special resolution of the Board of Directors at a duly assembled meeting under the following conditions;
- a) if the Board find that any person has failed to comply with any of these by-laws, or has engaged in any misconduct or misrepresentations which in any way or manner cast the purpose or integrity of the society into doubt;
  - b) before any action shall be taken against the party accused, the Board of Directors shall investigate the allegations and provide the party with the concise statement in writing of the known facts and findings;
  - c) notice by registered mail shall accompany the above-noted statement, indicating that the member may file a written reply to the Board within 21 days of receipt, or in default thereof, said allegations may be considered as true and subject to the member's suspension or expulsion
  - d) The decision of the Board shall be final.

## **PART 2 – MEETINGS OF MEMBERS**

9. An annual general meeting shall be held on or before the 31<sup>st</sup> day of December each year, of which meeting 30 days due notice shall be given to all members as follows:
- a) By electronic method sent to the e-mail address provided by each Member not less than thirty (30) days prior to the date of the Meeting;  
and
  - b) By posting notice of the Meeting on the Society's website, for at least thirty (30) days immediately prior to the date of the Meeting;  
and
  - c) By mail to their last known address
10. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The Board of Directors may, when they deem important, convene an extraordinary general meeting.
12. Notice of a general meeting must specify the place, day and hour of the meeting, as well as the specific nature of the business to be discussed.
13. 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 notice does not invalidate proceedings at that meeting.

14. Six voting members in good standing, which shall include a majority of the Board, shall constitute a quorum at any general meeting.
15. One of the functions of the annual general meeting shall be to elect an appropriate auditor, in accordance with the Society Act of BC, to perform the annual audit of the society.

### **PART 3 – ELECTION OF OFFICERS**

16. A minimum of five (5) and a maximum of nine (9) directors shall be elected as the Executive of the society. Directors shall be elected for two year terms on a half alternating expiry basis at annual general meetings, to help maintain continuity. i.e. three (3) directors one year and two (2) the next. Any changes in the number of directors shall be made at the Annual General Meeting.
17. Officers of the Board shall be chosen by consensus of the newly elected directors amongst themselves.
18. Vacancies from director resignations shall be filled either by holding an extraordinary general meeting or through appointment by the Board.
19. A director may be removed from office by a special resolution and another other director may be elected, or appointed by ordinary resolution, to serve during the balance of the term.

### **PART 4 – VOTING AT GENERAL MEETINGS**

20. Any member in good standing shall have the right to vote at any meeting of the society. Such vote must be made in person and not by proxy or otherwise.
21. Voting for directors shall be carried out on paper ballots provided by the secretary.
22. Ballots shall be destroyed after each annual general meeting.

### **PART 5 – DUTIES, POWERS & REMUNERATION OF THE PRESIDENT, BOARD OF DIRECTORS AND OFFICERS**

#### **PRESIDENT**

23. The President shall be an ex-officio member of all committees. She or he shall, when present, preside at all meetings of the society and of the Board. In the President's absence, the Vice-President shall preside at any such meetings and in the absence of both, a chairperson may be elected by the meeting to preside thereat.

## **BOARD OF DIRECTORS**

24. Board of Directors, Executive, Executive Committee or Board shall mean the Board of Directors of the society.
25. The BOARD shall, subject to the by-laws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society. Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the request of any two members thereof, provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.

Meetings shall be called by ten days' notice in writing mailed to each member or by three days' notice by telephone or other electronic communication. A quorum shall constitute one half of the members of the Board plus one additional member.

26. Matters of urgency that cannot be reasonably wait until the next regularly scheduled meeting may be decided upon by a majority of the Board via telephone, provided that the decision is formally ratified at the next regular scheduled meeting of the Board; otherwise such decision is null and void.

## **SECRETARY**

27. It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of same. In case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and shall be under the direction of the President and the Board.
28. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required and shall collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a financial institution as hereinafter required.

## **TREASURER**

29. The Treasurer shall receive all monies paid to the society and shall be responsible for the deposit of same in whatever financial institution that the Board my order. He or she shall properly account for the funds of the society and keep such books as may be directed. The Treasurer shall present a full detailed account of the receipts and disbursements to the Board whenever requested. The Treasurer shall prepare for submission to the Annual Meeting a statement of the duly audited financial position of the society and submit a copy of same to the Secretary for the records of the society. The offices of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

## **AUDITING**

30. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year.

## **REMUNERATION**

31. Unless authorized at any meeting and after notice of same shall have been given, no officer or member of the society shall receive any remuneration for his or her services.

## **BORROWING POWERS**

32. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures. This power shall be exercised only under the authority of the society and in no case shall debentures be issued without the sanction of a special resolution of the society.

## **BY-LAWS**

33. The By-Laws may be rescinded, altered or added to by a 'special resolution' passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which one month's written notice specifying the intention to propose the resolution as a special resolution has been duly given.
34. On winding up or dissolution of the club, any assets that remain shall be distributed to a charitable organization carrying on activities of a similar nature.