

WESTERN CANADIAN REINING ASSOCIATION

BY-LAWS



Bylaws of the Western Canadian Reining Association

Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - "**directors**" means the directors of the society for the time being;
 - "**Society Act**" means the Society Act of British Columbia from time to time in force and all amendments to it;
 - "**registered address**" of a member means the member's address as recorded in the register of members.
- (2) The definitions in the Society Act on the date 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 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 proof of membership in Horse Council British Columbia and on acceptance by the directors is a member.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.
- 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 address of the society,
 - (b) on ceasing to be a member of Horse Council British Columbia
 - (c) on his or her death or, in the case of a corporation, on dissolution,
 - (d) on being expelled, or
 - (e) on having been a member not in good standing for 12 consecutive months.
- 8 All members are in good standing except:
 - (a) 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, or
 - (b) a member who is under suspension;

and the member is not in good standing so long as the debt remains unpaid or the suspension remains in effect.

- 9 (1) A member who shows blatant disregard for the society's constitution, bylaws, or rules may be suspended for a period of up to one year,
- (a) by a unanimous decision of the directors, or
- (b) by a resolution of the members
- and for the duration of the suspension is ineligible to accumulate points for the society's High Point program, and, in spite of anything else in these bylaws, is ineligible to vote at a meeting of the society.
- (2) A member who is suspended pursuant to a decision of the directors under 9 (1) (b) may, within 30 days of receipt of the notice of suspension, and upon payment of \$100 filing fee, submit a written request for reconsideration of the suspension.
- (3) Within 30 days of receipt of a request under 9 (2), the Directors must provide a written decision, including reasons, to the membership and to the suspended member.
- 10 (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 an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Part 3 — Meetings of Members

- 11 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 12 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 13 The directors may, when they think fit, convene an extraordinary general meeting.
- 14 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) 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.
- 15 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and

not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

16 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

17 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If a quorum is not present at the opening of a meeting of members, the meeting, if convened on the requisition of members, must be terminated, but in any other case, the members entitled to vote at the meeting who are present in person may adjourn the meeting to a set time and place but may not transact any other business.

(3) If at the adjourned meeting there is no quorum within a half hour from the time appointed for the meeting, the persons present in person will constitute a quorum.

(4) If a quorum is present at the opening of a meeting of members, the members present may, unless the bylaws otherwise provide, proceed with the business of the meeting, despite that a quorum is not present throughout the meeting.

(5) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

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, must preside as chair 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 the chair,

the members present must choose one of their number to be the chair.

- 20 (1) A general meeting 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.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 22 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) 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 must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

- 24 (1) The directors may exercise all the powers and do all the acts and things that the society 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 the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

- 25 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 26 (1) The directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation; otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 28 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- 29 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

- 31 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair 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 must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair 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 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 37 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 38 A resolution in writing, signed by all 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 Officers

- 39 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 40 The vice president must carry out the duties of the president during the president's absence.
- 41 The secretary must do the following:
- (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;
- (f) maintain the register of members.

42 The treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (b) render financial statements to the directors, members and others when required.

43 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).

44 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 – Chapters

45 (1) The society may establish and maintain one or more branch societies, referred to in these bylaws as "chapters".

- (2) A group of five or more members may apply to the society for establishment of a chapter.
- (3) Only members of the society are eligible for membership in a chapter.
- (4) The society may make rules for the operation of a chapter.
- (5) A chapter may not enter into a contractual obligation on behalf of the society without the express consent of the society.
- (6) A chapter that has fewer than five members for a period of 12 consecutive months is deemed to be inactive.
- (7) The society may disband a chapter
 - (a) that is inactive for two consecutive years, or
 - (b) that fails to comply with the society's rules.
- (8) A chapter that is disbanded or otherwise ceases to exist must, without delay, deliver to the society its financial and other records and all its assets.
- (9) Financial assets transferred to the society under (7) must be held in trust for two years and if, within those two years

- (a) Another chapter is established in the same geographic area, must be transferred to that new chapter; or
- (b) Another chapter is not established in the same geographic area, may be transferred to the society's general account for the society's use.

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 must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, 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 that power, by the issue of debentures.
- 49 A debenture must not be issued without the authorization 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 if the society is required or has resolved to have an auditor.
- 52 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 53 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the society must not be its auditor.
- 57 The auditor may attend general meetings.

Part 11 – Notices to Members

- 58 A notice or record that is required or permitted to be sent to a member may be sent

- (a) in the manner agreed to by the sender and the intended recipient; or
 - (b) by mail to the mailing address most recently provided by the member;
or
 - (c) by email to the email address most recently provided by the member.
- 59 (1) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- (2) A notice sent by email is deemed to have been given on the first business day following the day on which the notice is sent and in proving that notice has been given, it is sufficient to prove that the notice was sent to the email address provided by the member.
- 60 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 12 – Bylaws

- 61 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.
- 62 These bylaws must not be altered or added to except by special resolution.

Western Canadian Reining Association
OPERATING RULES FOR CHAPTERS

Part 1 – Interpretation

- 1 (1) In these rules,:
 - "**society**" means Western Canadian Reining Association (WCRA);
 - "**chapter**" means a branch of WCRA, established pursuant to the society's bylaws;

Part 2. Objectives

2. The objectives of a chapter are:
 - (a) to promote the objectives of the society; and
 - (b) to provide opportunities for its members to learn and to compete.

Part 4. Name

3. The name of a chapter must conform to the requirements of the Society Act.

Part 3. Membership

4. The members of a chapter are the applicants for establishment of the chapter, and those persons who subsequently become members in accordance with these rules and, in either case, have not ceased to be members.
5. A person may apply to the chapter's directors for membership in the chapter and on proof of membership in the society and on acceptance by the directors is a member.
6. The amount of the first annual membership dues must be determined by the chapter's directors and after that the annual membership dues must be determined at the annual general meeting of the chapter.
7. A person ceases to be a member of a chapter
 - (a) by resignation in writing to the secretary of the chapter,
 - (b) on ceasing to be a member of the society
 - (c) on having been a member not in good standing for 12 consecutive months.
8. 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 chapter, and the member is not in good standing so long as the debt remains unpaid.

Part 4. Chapter Operations

9. A chapter must hold its annual general meeting before the end of the calendar year.
10. A chapter must provide to the Society:
 - (a) before the 1st day of December each year, a completed Chapter Application form and Chapter Activity form;
 - (b) within 30 days after the date of its annual general meeting, a copy of its annual financial statements; and
 - (c) before the 1st day of March each year, a Show Approval form for any High Point Show to be hosted by the chapter that year.
11. The chapters will operate, as closely as possible, given their membership numbers and resources, according to the terms of the society's bylaws.
12. Any dispute among the membership of a chapter may be referred to the society for resolution.