

**ALBERTA HORSE TRIALS ASSOCIATION
BY-LAWS**

(Revised October, 2010)

1. GENERAL

1.1 Definitions

- a) "Association" means the Alberta Horse Trials Association (AHTA).
- b) "Board" means the Board of Directors of the Association elected pursuant to these by-laws.
- c) "Executive" means the Executive of the Association elected pursuant to these by-laws.
- d) "General Meeting" means a meeting of all members of the Association called pursuant to these by-laws.
- e) "Member" means a person appointed or elected to that position pursuant to these by-laws.

1.2 Purpose

The purpose of the Association is to foster the growth and development throughout the Province of Alberta of the sport of Horse Trials/Three Day Evening.

2. MEMBERSHIP

2.1 Classes of Membership

- a) Senior Membership
- b) Junior Membership
- c) Family Membership
- d) Associate Membership
- e) Temporary Membership
- f) Friends of Alberta Horse Trials Association

2.2 Senior Membership

Any person having reached the age of 18 years, as of January 1st of the current year, may apply for a Senior Membership in the Association and upon such application being accepted as hereafter provided, such person shall be a Senior Member of the Association. A Senior Member shall have all of the rights and privileges and shall be subject to all of the duties, obligations and liabilities as are usual in the case of a member of a similar association.

2.3 Junior Membership

Any person not having reached his/her 18th birthday, as of January 1st of the current year, may apply for Junior Membership in the Association and upon such application being accepted as hereafter provided, such person shall be a Junior Member of the Association. A Junior Member shall have all the rights and privileges of the Senior Member, except the right to be elected as a Director and to vote on money matters or amendments to the by-laws and shall be subject to all of the duties, obligations and liabilities of the Senior Member, except in the matter of Annual dues which shall be subject to the provisions hereafter set forth.

2.4 Family Membership

A group membership for members of an immediate family, which includes up to 2 Senior Members and children not having reached their 18th birthday as of January 1st of the current year, may apply for a Family Membership in the Association. Family membership shall have all the rights and privileges of Senior Members, but shall carry two votes if two members are in attendance.

2.5 Associate Member

Any person, association, club or organizing committee may apply for Associate Membership. Associate members are non-competitor members and have no voting privileges.

2.6 Temporary Membership

A temporary, per occurrence, membership for an individual who is not a regular member in one of the other categories, in order to be included in AHTA insured activities. A Temporary Membership has no voting privileges.

2.7 Friends of Alberta Horse Trials Association

A non-voting, non-competitor membership available for supporting AHTA.

2.8 Application for Membership

Every application for membership in the Association shall be made in such form as the Board may from time to time prescribe.

2.9 Duration of Membership

Memberships in the Association shall run from January 1st to December 31st. Every member of the Association shall continue as a member of the Association in his or her respective capacity until the membership is terminated as hereafter provided.

3. BOARD OF DIRECTORS

3.1 Composition

The government and the management of the Association shall be entrusted to a committee of not more than 13 members to be known as the Board of Directors. Twelve of the Directors shall be elected by the Senior and Adult Family Members and the thirteenth Director shall be the immediate Past President of the Association, if he or she is still resident in the Province of Alberta. Candidates need not be members of the AHTA but must be eligible for senior membership and must become members immediately upon election.

3.2 Qualifications of a Director

Individuals may stand for office as Directors, by the provisions contained in these bylaws, with the following provisos:

- a) They have at least one year involvement with the association.
- b) They be computer literate, with access to a computer, electronic mail service and relevant document software.
- c) There be only one family member serving on the Board at any one time.
- d) Directors must respond to emails and participate regularly in discussions, electronic or otherwise, as a part of the fulfillment of their duties and obligations as Directors of the Association as per 3.5 g.

3.3 Nomination

- a) A nomination committee of Senior and adult Family Members shall be appointed by the Board at least 30 days prior to the date of the Annual General Meeting of the Association, and this committee shall nominate the sufficient qualified persons to fill the vacancies on the Board of Directors whose terms have expired.
- b) Any two Senior or adult Family Members may nominate any qualified person to serve as a Director of the Association. All nominations pursuant to this clause shall be in writing, signed by the members making the nomination and consented to by the nominee named therein. Such nominations shall be filed with the secretary of the Association 15 days prior to the date of the Annual General Meeting.
- c) The names of all nominees made pursuant to this section, will be placed before the Annual General Meeting for the election of the Directors.
- d) Nominations shall also be accepted from the floor at the Annual General Meeting.

3.4 Election

Six members shall be elected to the Board at the Board at the Annual General Meeting of the Association to replace those whose terms have expired. Their terms shall be for two years. A Retiring Director may stand for re-election.

3.5 Casual Vacancies

The Board shall have the power to fill any casual vacancy in its numbers by appointing a person from amongst those qualified and such appointee shall be a Director for the un-expired portion of the term of the member whose position on the Board is being filled.

3.6.1 Powers

- a) The Board shall manage the affairs of the Association and shall set the policies of the Association subject to any direction previously given by the members and in that connection shall have the right and power to do and perform all such acts, matters and things as are requisite and normal in the circumstances.
- b) The Board shall have the power to fill casual vacancies in its numbers.
- c) The Board may establish committees and appoint and dismiss the Chairman and members thereof and define their duties.
- d) The Board may make such rules or regulations to govern the management of the Association and the conduct of its members as may be necessary and may prescribe and impose penalties for the infringement or violation of thereof. Any such rule or regulation may be altered or replaced by the members at a General Meeting, called for that purpose.
- e) The Board may from time to time hire or discharge a manager and such other employees, as it deems necessary and define the terms of any such employment.
- f) The Board may delegate its powers, or any of them, to any member of the Executive or to any committee, as it deems necessary or desirable.
- g) The Board may by a unanimous vote of all its members, other than a Director to whom this clause may apply, dismiss any Director who without good reason has failed to fulfil his duties and obligations as a Director of the Association and in particular who has:
 - (i) failed to attend three consecutive meetings of the Board properly;
 - (ii) performed acts or made statements discreditable to himself, to a fellow Director, or to the Association;
 - (iii) declined activity in any of the Association's affairs other than mere attendance at meetings of the Board.

3.7 Limitation on Powers

The Board may not, without the consent of a General Meeting, incur any indebtedness other than normal operating expenses, whether by way of loan, mortgage, charge or otherwise.

3.8 Meetings

- a) In addition to teleconference meetings, the Board shall meet in person at the call of the President, but in any event, not less than four times per year. The Board shall meet at the request of any three of its members made to the Secretary.
- b) Notice of each meeting of the Board shall be forwarded by the Secretary to each Director at least 7 days prior to such meeting.
- c) In matters of urgency, the President or any three members of the Board, may direct the Secretary to arrange a meeting of the Board on 2 days written, or email or telephone notice where written notice is impractical.
- d) A majority of the Directors shall constitute a Quorum at any meeting of the Board.
- e) The President, or in his absence, the Vice-President, shall chair the meetings of the Board, or, if neither is present, those Directors present will elect a Chairman.

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3.9 Voting

- a) The affirmative vote of the majority of those Directors present at any meeting of the Board shall suffice to carry any motion made.
- b) All questions to be determined by vote of the Board shall be in the form of a motion duly moved and seconded. Each Director including the Past President, but excluding the President, shall be entitled to one vote. In the event of a tie, the President shall have a casting vote.
- c) A motion proposed, seconded and consented to in writing by all members of the Board shall have the same validity as if it had been proposed, seconded and passed at a regularly constituted meeting of the Board.
- d) There shall be no voting by proxy.
- e) Where it is impractical to meet in person, the Board may consider, vote and pass resolutions by electronic mail, or by teleconference call, provided that:
 - i) All members participating are identified electronically.
 - ii) A quorum of the Board participates and the resolution passes by a majority of the full Board (i.e. at least seven votes in favour).
 - iii) All resolutions so passed shall be recorded and circulated to all Directors by the Secretary prior to the next Board meeting.

3.10 Minutes

The Secretary shall cause proper Minutes to be kept of the proceedings of all meetings of the Board. The Secretary shall be responsible for keeping all of the Association's books and records.

3.11 Custody of Seal

The seal is to be kept in the possession of the Secretary

3.12 Use of the Seal

The Seal may be used by the President and the Secretary of the Association.

4. EXECUTIVE

4.1 Election

The Board shall as soon as practicable after the Annual General Meeting, elect from its members the following officers: a President, a Vice-President and a Treasurer shall appoint a Secretary. The persons so elected or appointed shall be known as the Executive of the Association and shall hold office until the election of a new Executive after the next ensuing Annual General Meeting.

4.2 Duties

The members of the Executive will perform such duties as are normal to the office and shall hold and exercise such powers as are normal in the circumstances.

5. GENERAL MEETING

5.1 Annual General Meeting

The Association shall hold an Annual General Meeting each year at a place in the Province of Alberta and at such time as the Board may prescribe.

5.2 Other General Meetings

The Association may in each year hold General Meetings other than the Annual General Meeting, at such place in the Province of Alberta and at such times and dates as the Directors may prescribe.

5.3 Special General Meetings

The Association shall hold a Special General Meeting upon receipt of a written demand therefore signed by 5% of the Senior Members and adult Family Members of the Association which sets out the nature of the business to be brought forward. All such meetings shall be held at such places in the Province of Alberta and at such times and dates as the Board may prescribe.

5.4 Agenda of Annual General Meeting

The business of the Annual General Meeting shall be:

- a) To receive and consider the report of the President on behalf of the Board.
- b) To receive and consider the report of the Association Treasurer.
- c) The members may, by Special Resolution, require the election of auditors to examine the Association's financial records for the previous year.
- d) To elect Directors for the ensuing year to the number required.
- e) To transact any special business properly brought before the meeting.
- f) To transact such other business as is normally transacted at an Annual General Meeting.

5.5 Dates of General Meetings

- a) The Annual General Meeting shall be held no later than the 1st day of December.
- b) Other General Meetings shall be held at dates to be fixed by the Board.
- c) A Special General Meeting called by demand of the ordinary members shall be held within 30 days of the date of receipt of notice by the Board.

5.6 Notices

Written notice specifying the place, date and hour of any Meeting and the nature of the business to be transacted shall be sent to all members of the Association not less than 14 days prior to the holding of the meeting. Such notice may be delivered by mail or electronically by email or facsimile and should be flagged for receipt. Notice so delivered shall be deemed effective on the date that receipt of same is confirmed

5.7 Proceedings at General Meeting

- a) A quorum for the transaction of business at any Meeting shall be 25 members or 5% of the total number of Senior Members and adult Family Members, whichever is the lesser.
- b) The President, or in his absence the Vice-President, or in the absence of both, a member of the Board appointed by the Board shall preside at all General Meetings.
- c) The Chairman of any General Meeting may with the consent of the majority of the members present, adjourn such general meetings from time to time, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- d) If, after the expiration of 30 minutes from the time appointed for an Annual or Other General Meeting, a quorum is not present, it shall stand adjourned to a date within the next 30 days to be named by the Chairman. At such adjourned meeting, the business shall be transacted whatever the number of persons present. In the case of a Special General Meeting, it shall stand adjourned indefinitely.

5.8 Minutes

The Secretary shall cause minutes of the proceedings of every General Meeting to be kept. Copies of minutes shall be kept by both the Secretary and the President.

5.9 Voting

- a) At every General Meeting every member entitled to vote shall have one vote. All matters shall be decided by the majority of votes cast save as to amendments to these by-laws and as to the borrowing of money, which shall require a 2/3 majority of the votes cast.
- b) In case of a tie, the Chairman shall have a casting vote in addition to his own vote.
- c) All voting for the election of members of the Board shall be by secret ballot.
- d) There shall be no voting by proxy.

5.10 Inspection of Books

Books are available for inspection at meetings.

6. TERMINATION

6.1 Termination of Membership

- a) Any member failing to pay his dues or other indebtedness to the Association by the date specified by the Board of payment shall be deemed to have been suspended from membership until payment is made. If, at the end of 90 days' suspension, payment has still not been made, the membership shall terminate without further action by the Board.
- b) Any member who is suspended shall cease to have or exercise any of the rights or privileges of a member during the period of his or her suspension.

6.2 Resignation of Members

A member may resign by notifying the Secretary of the Association in writing.

7. FINANCIAL

7.1 Financial Year

The Associations' financial year shall begin on the first day of January in each year and end on the last day of the succeeding December.

7.2 Books of Account

Proper books of account shall be kept to reflect the financial transactions of the Association and such account shall be examined at least once in each calendar year by the Association and/or auditors and the correctness thereof or otherwise, ascertained and certified.

7.3 Bank Accounts

Proper bank accounts shall be maintained at a Canadian chartered bank or banks or other institution approved by the membership. There shall be four signing officers: the President, Vice-President, Treasurer, and one other member designated by the Board of Directors. All cheques of the Association require two signatures.

8 DUES

8.1 Dues

After election to membership, each member shall pay such fees or dues at such times as are prescribed from time to time by resolution adopted by the membership at a general meeting.

9. REIMBURSEMENT

9.1 Director and Office Indemnification

The Association shall indemnify its Directors and Officers and former Directors and Officers and their heirs and legal representatives and volunteers against all costs, charges and expense, including an amount paid to settle an action or satisfy a judgement, reasonable incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made parties by reason of being Directors or Officers of the Association, including an action by or on behalf of the Association, if:

- a) they acted honestly and in good faith with a view to the best interests of the Association:
and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing the conduct was lawful or were acquitted; and

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- c) they gave notice to the Association of the civil, criminal, or administrative action or proceeding immediately upon becoming aware of it and also cooperated with the Association in the defence of the action or proceeding to such extent as may be reasonable in the circumstances.

9.2 Fees and Expenses

The Association may pay the reasonable and proper fees and expenses of any Director where the same have been earned or incurred at the request of the Board, or in carrying out the work of the Board.

9.2 Payment to Directors

The Directors and Officers will not be paid for their services, apart from reimbursement for reasonable fees and expenses provided in paragraph 9.2 herein and the indemnification provided in paragraph 9.2 herein.

10 AMENDMENTS

10.1 Amendments

These by-laws may be altered by a Special Resolution duly passed at a General Meeting by a 2/3 majority vote of the votes cast of Senior Members and adult Family Members of the Association. The members must be given 21 days notice of the intention to ask for an amendment of the by-laws.