

# REGION 17 ARABIAN HORSE ASSOCIATION

## CONSTITUTION

1. The name of the Society is REGION 17 ARABIAN HORSE ASSOCIATION (Region 17 AHA ).
2. The purposes of the Society are as follows:
  - i.) To be consistent with The Arabian Horse Association's Vision and Mission as it pertains to Region 17 AHA.

### Vision Statement

*Arabian Horse Association exists for growth in the number of people having a passion to own and enjoy the Arabian, Half-Arabian and Anglo-Arabian horse.*

### Mission Statement

*To promote:*

- *growth in the interest in, and demand for the Arabian, Half-Arabian and Anglo-Arabian horse;*
  - *preservation of the integrity of the breed;*
  - *increased participation in activities involving the Arabian, Half-Arabian and Anglo-Arabian horse;*
  - *recognition by the equine industry and general public about the value and attributes of the Arabian, Half-Arabian and Anglo-Arabian horse; and*
  - *ensure services and benefits that are valuable and convenient for the AHA Members.*
- ii.) To foster and encourage good relations between Members, clubs and associations within the Yukon Territories, Nunivak, the North West Territories and the provinces of British Columbia, Alberta, Saskatchewan and Manitoba (hereinafter called Region 17 AHA );
  - iii.) To promote and approve the development of AHA Approved Horse Shows within the Region that supports its Member's clubs AND strives to ensure industry viability and cooperativeness.
  - iv.) To promote and co-ordinate Arabian, Half Arabian and Anglo Arabian activities throughout Region 17 AHA and conduct, sponsor, promote or enable the holding of Arabian, Half Arabian and Anglo Arabian Regional Championships Horse Show(s), Endurance Rides and Competitive Trail Rides within Region 17 AHA;
  - v.) To formulate publicity and educational programs and other activities in the interest of Arabian horse owners, clubs and activities;
  - vi.) To promote, encourage and stimulate popular interest in the outstanding qualities of the Arabian, Half Arabian and Anglo Arabian horse;
  - vii.) To do any and all things necessary or appropriate to accomplish the objective stated herein.

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3. Upon the winding up or dissolution of the Society, none of the assets shall be available to Members and any assets of the Society remaining after the satisfaction of its debts and liabilities and costs of dissolution shall be distributed evenly to Colleges of Veterinary Medicine within the geographic boundaries of Region 17 AHA to be used for the purpose of equine research. This clause, at all times, shall remain unalterable.

### **BYLAWS**

- 1) In these bylaws, the following definitions shall apply:
  - i) "Member" shall include club, society, organization, company, association and group approved by The Arabian Horse Association for Membership within Region 17 AHA,
  - ii) "Region 17 AHA " shall consist of the Northwest Territories, Nunivak, Yukon Territory, Province of British Columbia, Alberta, Saskatchewan, and Manitoba or such other geographic area as designated by the Board of Directors of Arabian Horses Association (AHA)
  - iii) The Board of Delegates consists of Club Delegates appointed by clubs within Region 17 AHA, the Regional Director, Vice Director and Past Director if applicable
  - iv) The Executive of Region 17 AHA will be made up of the Regional Director, the Vice Director, the Secretary, Treasurer and the most recent Past Director if applicable
  - v) A Special Resolution is a motion passed at a general meeting, by not less than 75% of those Members present and eligible to vote. Notice must be given, not less than 30 days prior to the date of the meeting, specifying the intention to propose the resolution as a Special Resolution. The Special Resolution is required to be printed and distributed to all eligible voting Members with the notice of the meeting.
  - vi) An Extraordinary General Meeting is a meeting called for that purpose where only that business identified when the meeting is called can be discussed.
- 2) The Members of the society are the applicants for incorporation of the society, and those Members who subsequently have become Members in accordance with these bylaws and, in either case, have not ceased to be Members.
- 3) In order to qualify for Membership, a Member must apply for Membership to AHA and be accepted and must be in good standing with AHA. A Member who ceases to be a Member of AHA automatically ceases to be a Member of the society.
- 4) Every Member shall uphold the constitution and comply with these bylaws.
- 5) In order to vote at any general meeting of the society, a Member's AHA dues must be paid in full.
- 6) All members are in good standing except :
  - i) a member who has failed to pay his/her debt due and owing by him/her to the society.
  - ii) Any member not in good standing with AHA is not in good standing with Region 17 AHA
  - iii) by delivering his/her resignation in writing to the secretary of the society, by emailing his/her resignation to the Regional Director or secretary, or by mailing or delivering it to the address of the society;  
by
  - iv) on his/her death or, in the case of a corporation, on dissolution;
  - v) on being expelled.

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- 7) Expulsion of a Member
  - i) A Member may be expelled by a special resolution of the Members passed at a general meeting
  - ii) The notice of special resolution for expulsion shall be accompanied by a notice to the person to appear.
  - iii) The Member 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.

### **MEETING OF MEMBERS**

- 8) General meetings of the society shall be held at least once, preferably twice in each year. When held twice in the year, the first during the first half of the year, Spring General Meeting, and a second general meeting shall be held during the second half of the year, Fall General Meeting. **The Fall General Meeting will be considered the Annual General Meeting.**
- 9) Meetings other than general meetings would be considered an extraordinary general meeting.
- 10) The Regional Director, Vice Director, and 75% of the eligible Board of Delegates may, when they think fit, convene an extraordinary general meeting.
- 11) Notice of General Meetings:
  - i) Notice of a general meeting shall specify the place, day and hour of the meeting and, in case special business, the general nature of that business. Written or email notice shall be given to Members at least thirty (30) days prior to any meeting except where a special meeting is called during the AHA Convention, and in such case, all Members who have delegates attending the convention shall be given written notice.
  - ii) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Member entitled to receive notice does not invalidate proceeding at that meeting.
- 12) The first annual general meeting of the society shall be held not more than 6 months after the date of incorporation.

### **PROCEEDINGS AT GENERAL MEETINGS (Meetings of the Board of Delegates)**

- 13) General Business is:
  - i) all business at an extraordinary general meeting except the adoption of rules of order; and
  - ii) all business transacted at a Fall General Meeting,
    - (1) the fall meeting will be the Annual General Meeting
      - (a) the adoption of rules of order;
      - (b) The report of the Directors, Officers, Committee's and Commissions;
      - (c) The election of Directors;
      - (d) The appointment of the financial reviewer; and
      - (e) Any other business that, under these bylaws, ought to be transacted at a general meeting, or business which is brought under consideration by the report of the Directors, Officers, Committee's and Commissions issued with the notice convening the meeting.
  - iii) all business transacted at a Spring General Meeting,
    - (a) the adoption of Rules of Order;

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- (b) The report of the Directors, Officers, Committee's and Commissions;
  - (c) The report of the Financial reviewer and the consideration of the financial statements;
  - (d) Any other business that, under these bylaws, ought to be transacted at a general meeting, or business which is brought under consideration by the report of the Directors, Officers, Committee's and Commissions issued with the notice convening the meeting.
- iv) In the event that only one meeting is held in a year, all business of the Fall and Spring General Meetings will be considered.
- 14) 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.
- 15) 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
- 16) A quorum shall be one half of the voting delegates plus 1. If from the time appointed for a general meeting a quorum is not present, then in this event only essential business requiring decisions before the next planned general meeting can be considered.
- 17) Subject to bylaw 18, chairman (Regional Director) of the society, the vice chairman (Vice Director) or in the absence of both, one of the other Club Delegates present, shall preside as chair of the general meeting.
- 18) If at a general meeting
- i) there is no Director, or Vice Director, present within fifteen (15) minutes after the time appointed for holding the meeting; or
  - ii) The Director and/or the vice Director, who are present, are unwilling to act as chair, the Board of Delegates present shall choose one of their Members to be the chair.
- 19) Adjournment:
- i) 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.
  - ii) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - iii) 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.
- 20) Appointment of Club Delegates to the Board of Delegates:
- i) Club Delegates shall be appointed by Member Clubs. Each Member Club shall be entitled to the number of Club Delegates allowed for that club to the AHA Convention, based on one (1) delegate for every fifty (50) persons or part thereof that belong to that club, as of June 30 of the Membership year.
  - ii) Each club shall provide the secretary with the names and addresses of its delegates and alternatives 14 days prior to the General Meeting
  - iii) Voting by proxy is not permitted.

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### 21) Resolutions and Motions:

- i.) Questions arising at a meeting of the Board of Delegates shall be decided by a majority of votes.
- ii.) A resolution is a motion made 30 days before meeting and distributed with the notice of meeting, and as such does not need be seconded at the meeting to be considered for deliberation by the Board of Delegates;
- iii.) Motions can be made by any voting member of the Board of Delegates present at the meeting BUT the motion must be seconded before the motion can be considered by the Board of Delegates;
- iv.) The chair of a meeting may move or propose a motion at the meeting.

### 22) Voting at general meetings shall be carried out by the Board of Delegates.

- i) Questions arising at a meeting of the Board of Delegates shall be decided by a majority of votes;
- ii) Each Club Delegate shall be entitled to one vote;
- iii) The Regional Vice Director, as a elected Officer, shall have one vote.
- iv) In case of an equality of votes, the Director shall cast the deciding vote.
- v) The past Regional Director, may vote on the Board of Delegates for a period following the expiration of his or her Directorship equal to the period served immediately prior to such expiration, provided such past Director is an Adult or Life Member in Good Standing.

### 23) Committees:

The Board of Delegates may delegate any, but not all, of their powers to committees. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board of Delegates, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the Board of Delegates. A committee shall elect a chair of its meetings; but if no chair is elected or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are Members of the committee shall choose one of their numbers to be chair of the meeting. The Members of a committee may meet and adjourn as they think proper. As an ex-officio member of all Committee's the Regional Director shall receive notice of such meetings and proceedings. All club members in good standing of Member Associations shall be entitled to attend all meetings of Committees and shall have floor privileges but shall not have Voting privileges. Committee's shall have the right to go "in camera" but no decisions can be made or motions passed whilst the Committee is in camera.

## **DIRECTORS AND OFFICERS**

24) An election may be by acclamation, other wise it shall be by ballot at the AGM held in odd numbered years

### 25) Election of Directors and Officers

- i) The Regional Director and Regional Vice Director shall be elected and will serve a two year term and may not serve more than two consecutive terms in the same office;
- ii) The positions of Secretary and Treasurer are appointed by the Regional Director and will serve a two year term. Their selection must be confirmed by the Board of Delegates. These positions are non-voting although they may vote as a Club Delegate, if so appointed.

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- 26) Vacancy of an Elected or Appointed Officer
- i) Where a vacancy occurs among the elected directors, the Regional Director may at any time and from time to time, appoint a Member as a director to fill a vacancy in the elected directors.
  - ii) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- 27) A Director or Officer of the Association may be removed before the expiration of his/ her term of office, by:
- i) on receipt of an upheld complaint to the AHA Ethical Practices Review Board resulting in the suspension of Membership within AHA or censure from serving on any Boards or Committee's;
  - ii) By a majority vote of the Board of Delegates upon the call of a Vote of Non Confidence at a General Meeting or Extraordinary Meeting called for that purpose.
- 28) Until otherwise decided by special resolution, the Members of the Board of Directors shall serve without honorarium or salary.

### **DUTIES OF OFFICERS**

- 29) Role of the Regional Director
- i) The Regional Director shall be the chair and preside at all meetings of the society and of the Board of Directors;
  - ii) The Regional Director is the chief executive officer of the society and shall supervise the other officers in the execution of their duties;
  - iii) The Regional Director is an ex-officio member of all committees of Region 17 AHA , although does not have voting privileges on the Committee unless in the event of an equality of votes;
  - iv) The Regional Director shall attend AHA Board of Directors meetings as a Member of that Board.
- 30) The Regional Vice Director shall carry out the duties of the chair during the absence of the Regional Director.
- 31) The secretary shall
- i) Conduct the correspondence of the society;
  - ii) Issue notices of meetings of the society and directors;
  - iii) keep minutes of all meetings of the society and directors and Show commission;
  - iv) Have custody of all records and documents of the society except those required to be kept by the treasurer;
  - v) Have custody of the common seal of the society; and
  - vi) Maintain the register of Members.
- 32) The treasurer shall
- i) Contract the financial records, including books of account, necessary to comply with the Society Act, to a qualified bookkeeper; and
  - ii) Be the contact between the contracted bookkeeper and the Members of the society; and
  - iii) Render financial statements to the directors, Members and others when required.

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- 33) In the absence of the secretary for a meeting, the directors shall appoint another person to act as secretary at the meeting.

### **SEAL**

- 34) The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 35) The common seal shall be affixed only when authorized by a special 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 any two (2) of Regional Director, Regional Vice Director. Any documents which the society may be required to sign need not be signed under seal, but are validly executed if signed by any two of the Regional Director, Regional Vice Director, secretary or treasurer. This provision shall apply to cheques and money orders.

### **BORROWING**

- 36) In order to carry out the purposes of the society, the Board of Delegates may, on behalf of and in the name of the society, raise or secure the payment or repayment of money by the issue of debentures or other security.
- 37) No debenture or other security shall be issued without the sanction of a special resolution.
- 38) The Members may, by special resolution, restrict the borrowing powers of the regional director and vice director, but a restriction imposed expires at the next annual general meeting.

### **FINANCIAL REVIEWER**

- 39) The society shall appoint a Financial Reviewer.
- 40) The Financial Reviewer shall be appointed by the Board of Delegates, who shall also fill all vacancies occurring in the office of a financial reviewer. The reviewer shall not be an auditor as defined in the Society Act. A review is to take place before the new Director takes office.
- 41) At each Fall General Meeting the society shall appoint a financial reviewer to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 42) A financial reviewer may be removed by resolution or motion at a meeting of the Board of delegates.
- 43) A financial reviewer shall be promptly informed in writing of appointment or removal.
- 44) No director and no employee of the society shall be the financial reviewer.
- 45) The financial reviewer may attend general meetings.

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### **NOTICE TO MEMBERS**

- 46) A notice may be given to a Member, either personally, by mail, by fax or by email to the registered number or address.
- 47) 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.
- 48) Notice of a general meeting shall be given to:
- i) every approved club of Region 17 AHA shown on the AHA Member list;
  - ii) the financial reviewer;
  - iii) The Board of Delegates present at the previous general meeting.
- 49) No other person is entitled to receive a notice of general meeting.

### **BYLAWS**

- 50) These bylaws shall not be altered or added to except by special resolution.