

Society Incorporation Number: S0007610
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T.K. SPARKS

BYLAWS

Part 1 - Interpretation

- 1.1** In the constitution and the bylaws:
- a) “Act” means the Societies Act, and “Regulations” means any regulations enacted pursuant to the Act,
 - b) “AGM” means an annual general meeting,
 - c) “Board” or “Board of Directors” means the directors of the Society for the time being, acting as a body,
 - d) “director” means a director of the Society,
 - e) “general meeting” includes an AGM and a special general meeting,
 - f) “member” means a member of the Society,
 - g) “registered address” means a member’s address as recorded in the register of members,
 - h) “Society” means Burnaby Horsemen’s Association,
 - i) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meaning given to them in the Act,
 - j) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
 - k) the singular includes the plural and vice versa, unless the context requires otherwise.
- 1.2** 1) The definitions in the Act apply to the bylaws.
2) if there is a conflict between the bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.
- 1.3** The Society must on request provide a member a copy of the current constitution and bylaws, without charge.
- 1.4** The constitution and bylaws can only be altered by special resolution.
- 1.5** The Society must not distribute any of its money or other property except as permitted by the Act.
- 1.6** The operations of the Society are chiefly to be carried on in the City of Burnaby, in the Province of British Columbia. This provision was previously unalterable.
- 1.7** In the event of the club being disbanded or dissolved, funds and assets of the club remaining after satisfaction of its debts and liabilities shall be given or transferred to the City of Burnaby, Parks and Recreation Department. This provision was previously unalterable.
- 1.8** The activities and purposes of the Society must be carried on without purpose of gain for its members, and any income, profits or other accretions must be used to promote the purposes of the Society. This provision was previously unalterable.
- 1.9** A director must not be remunerated for being or acting as a director, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision was previously unalterable.
- 1.10** The association will not operate a social club. This provision was previously unalterable.

Part 2 - Membership

- 2.1** 1) The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2) A business corporation, association, government, or other organization, whether or not incorporated, is not eligible to become a member.
- 2.2** 1) There are six categories of members: Senior (Burnaby), Senior, Junior (Burnaby), Junior, Associate and Non-Riding (Burnaby) Members.
- 2) A Senior (Burnaby) Member is a person who is 19 years of age or older on January 1st and who is ordinarily resident in the City of Burnaby.
- 3) A Senior Member is a person who is 19 years of age or older on January 1st and not ordinarily resident in the City of Burnaby.
- 4) A Junior (Burnaby) Member is a person who is fewer than 19 years of age on January 1st, and who is ordinarily resident in the City of Burnaby.
- 5) A Junior Member is a person who is a person who is fewer than 19 years of age on January 1st, and not ordinarily resident in the City of Burnaby.
- 6) An Associate Member is a person who is a participant in a public equestrian program provided by the Society or its agent.
- 7) A Non-Riding (Burnaby) Member is a person who is ordinarily resident in Burnaby but who does not handle horses or ponies outside the horse or pony's stall.
- 8) An employee or contractor of the Society is not eligible to become a member of the Society.
- 9) Senior (Burnaby), Senior, Junior (Burnaby) and Junior Members have the right to notice of and to attend general meetings. A Senior (Burnaby) or Senior Member in good standing has the right to speak and vote at general meetings, and to be a director.
- 2.3** An application for membership, and a renewal of membership, must:
- a) be in writing and in a form approved by the Board,
 - b) include the full name, home address, e-mail address, and telephone numbers of the applicant,
 - c) provide such other information as the Board may reasonably require, and
 - d) include annual membership dues and any other monies due and owing to the Society.
- 2.4** 1) A person may apply to the Board for membership, and becomes a member on:
- a) complying with bylaws 2.2 and 2.3, and
 - b) acceptance by the Board.
- 2) The Board may in its sole discretion accept, postpone, or refuse an application for membership.
- 3) The amount of annual membership dues for each category of members must be set by ordinary resolution.

4) Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each category must be determined by resolution of the Board.

5) The lessee from the Society of any premises or facilities in which a horse is kept must be a Senior (Burnaby) or a Senior Member.

2.5 1) A membership is not transferable.

2) A membership must be renewed annually, by or before a date set by the Board.

3) The Society must send a membership renewal notice to all members not fewer than 30 days before the date set by the Board pursuant to bylaw 2.5 (2).

4) A member who is renewing must comply with bylaws 2.2 and 2.3.

5) A person cannot apply to become a member of the Society, or renew a membership in the Society, at a general meeting.

2.6 Every member and director must comply with:

a) the Act,

b) the constitution and bylaws,

c) all policies, procedures, rules, regulations and resolutions enacted by the Board,

d) any code of conduct approved pursuant to these bylaws, and

e) any rules of order governing the conduct of general meetings and of meetings of the Board.

2.7 A member ceases to be a member on:

a) delivering a written resignation to the Society,

b) death,

c) having been a member not in good standing for 30 days, or

d) being expelled.

2.8 A member becomes a member not in good standing on failing to pay:

a) a debt due and owing to the Society, or

b) annual membership dues by or before the date set for their payment.

2.9 1) A member may be expelled by special resolution.

2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

2.10 1) The Society may establish a code of conduct governing the conduct of members on the premises of the Society, and at events, activities and programs of the Society.

2) A code of conduct must be approved, amended or rescinded by a resolution at a general meeting of which 2/3 of the Senior (Burnaby) and Senior Members present are in favour. Notice of the resolution must be given with notice of the general meeting.

3) A code of conduct:

- a) must be administered by the Board,
- b) cannot apply to matters addressed by the Act, the bylaws, other laws, or an agreement between the Society and a member, and
- c) may provide penalties for contraventions of the code, which may include suspension, fines, or limitations on behaviour.

4) An investigation as to whether there has been a contravention of the code of conduct, and the hearing of an allegation that there has been a contravention of the code of conduct, must reasonably comply with administrative fairness and natural justice.

5) An appeal from a decision by the Board or a committee pursuant to bylaw 2.10 (3)(a) must be to arbitration pursuant to bylaw 2.11.

2.11 1) Arbitration may be used to decide a dispute arising out of the affairs of the Society, between:

- a) a member who has for not more than six months ceased to be a member, and
- b) another member, the Society, or a director.

Arbitration must be used to determine an appeal from a decision of the Board with regard to a contravention of the code of conduct.

2) This bylaw does not apply to matters addressed by the Act, the bylaws, other laws, or an agreement between the Society and a member.

3) The decision made by an arbitrator is binding on all parties and may be enforced on application to the court.

4) There is no appeal from the decision of an arbitrator made pursuant to this bylaw.

5) An arbitration must be conducted in accordance with the Arbitration Act.

6) Any of the parties to a dispute described in bylaw 2.11 (1) may commence arbitration proceedings by giving seven days' written notice to the other parties to the dispute.

7) An arbitration must be conducted by a committee of three members of the Society, one chosen by each party, and one chosen by the other two. The members of an arbitration committee must be appointed within seven days after written notice of the complaint being delivered to the Society.

8) An arbitration committee may conduct a hearing in the manner it considers appropriate, but each party must be treated fairly and be given full opportunity to present its case.

9) Each party to an arbitration must submit a written statement describing the nature of the dispute and a summary of the evidence the party intends to present at the hearing.

10) An arbitration committee must hold its hearing as soon as is reasonably practicable at a location that is reasonably convenient to all parties.

11) Each party to an arbitration must attend the oral hearing, if any, and may be represented by another person including a lawyer.

12) If all parties agree, the hearing of an arbitration may consist of an exchange of written statements or any other procedure.

13) A party to an arbitration is a compellable witness at an oral hearing, and all witnesses at such a hearing must:

- a) respond fully to questions asked by members of the arbitration committee, and
- b) produce all relevant records and documents.

14) Each party to an arbitration may present or rebut evidence and may examine or cross-examine witnesses at an oral hearing.

15) An arbitration committee is not bound by the rules of evidence and may admit as evidence any oral testimony or any record that it considers is credible or trustworthy and relevant to the issue in dispute.

16) An arbitration committee may make whatever decision it considers just having regard to the Act, the bylaws, and the evidence presented. Its decision must be in writing and signed by each member of the committee.

17) The parties to an arbitration must bear their own costs.

Part 3 - Meetings of Members

3.1 1) General meetings must be held at the time and place, in accordance with the Act and the bylaws, that the Board determines.

2) An AGM must be held at least once in every calendar year.

3) Every general meeting, other than an AGM, is a special general meeting.

3.2 1) The Board may when it thinks fit convene a special general meeting.

2) The members may requisition a general meeting pursuant to section 75 of the Act.

Part 4 - Notice to Members

4.1 1) Notice of a general meeting must:

- a) specify the place, day and hour of meeting,
- b) include the text of any special resolution to be proposed at the meeting,
- c) state the nature of any business, 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, and
- d) be sent to all members not fewer than 14 days but not greater than 60 days before the meeting.

2) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at that meeting.

4.2 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 any.

2) No other person is entitled to receive a notice of general meeting.

4.3 A notice may be given to a member either personally, by mail, by e-mail or by other electronic means to the member at the member's address or e-mail address, as shown in the register of members.

- 4.4** 1) A notice sent by mail from the Society's business office is deemed to have been received:
- a) two days after being mailed, if to an address in Metro Vancouver Regional District or Fraser Valley Regional District, or
 - b) five days after being mailed, if to any other address.
- 2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5** A member must promptly and in writing notify the Society of any change in the member's name, address, e-mail address, or telephone number.

Part 5 - Proceedings at General Meetings

- 5.1** 1) The business at an AGM is to:
- a) elect a chair, if required,
 - b) determine that there is quorum,
 - c) adopt rules of order,
 - d) approve the agenda,
 - e) minutes of the last AGM and any intervening general meetings,
 - f) consider the report of the Board on its activities and decisions since the last AGM,
 - g) receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
 - h) appoint an auditor, if any,
 - i) elect directors,
 - j) business arising out the financial statements, the auditor's report, the report of the Board, and any matter about which notice has been given in the notice of the meeting,
 - k) special resolutions, if any, of which notice has been given as required by the Act and the bylaws,
 - l) any members' proposals pursuant to section 81 of the Act, and
 - m) adjourn.
- 2) The financial statements presented to an AGM must comply with the Act.
- 3) The business at a special general meeting is limited to:
- a) adopting rules of order,
 - b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
 - c) that determined by the Board pursuant to bylaw 3.2.
- 5.2** 1) Quorum at a general meeting is fifteen members who have the right to vote present at all times.
- 2) 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 unless a quorum of voting members is present.

3) 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.

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

- a) in the case of a meeting convened on a requisition of members, the meeting is terminated, and
- b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the voting members who are present constitute a quorum for that meeting.

5.4 1) A general meeting can only be adjourned by ordinary resolution.

2) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

3) When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as for the original meeting.

4) 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.

5.5 1) The President must chair each general meeting.

2) If the President is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, the Vice-President must be chair.

3) If neither the President nor the Vice-President is present within 15 minutes after the time set for a meeting, or neither of them is able or willing to act as chair, the members present may elect an individual who is present to be chair.

5.6 1) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.

2) A resolution proposed at a general meeting must be seconded, and the chair may move or propose a resolution.

5.7 1) A Senior (Burnaby) or Senior Member in good standing who is present in person has the right to one vote at a general meeting

2) A question, resolution, or motion arising at a general meeting must be decided by ordinary resolution, unless it must pursuant to the Act or bylaws be decided by special resolution, or is another resolution having a higher voting threshold than that of an ordinary resolution.

3) Voting must be by show of hands, except when a secret ballot is required by:

- a) the bylaws or Act,
- b) ruling of the chair, or
- c) ordinary resolution, voting on which must be by show of hands.

4) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.

- 5) All members have the right to notice of, to attend and to speak at general meetings. A member who is not in good standing cannot vote.
 - 6) Proxy voting is prohibited.
- 5.8** Subject to the Act and the bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Rules of Order must be used.

Part 6 – Board of Directors

- 6.1**
- 1) Subject to the Act, the Regulations, the constitution and the bylaws, the Board must manage, or supervise the management of, the activities and internal affairs of the Society.
 - 2) Without limiting the generality of the foregoing, the Board may make rules, regulations, policies, and procedures for the management of the affairs of the Society.
 - 3) A rule, regulation, policy or procedure made by the Board, and any change thereto:
 - a) must be provided to all members by means that the Board deems reasonable and effective, and
 - b) may be changed or rescinded by a vote at a general meeting, provided that 2/3 of the votes, excluding abstentions, are in favour of doing so.
 - 4) A rule, regulation, policy or procedure made in relation to the management and subleasing of property leased by the Society from the City of Burnaby must be approved by the Director, Parks, Recreation & Cultural Services of the City of Burnaby, or such other person as may be appointed by the City for that purpose.
- 6.2**
- 1) A director must, when exercising the powers and performing the functions of a director:
 - a) act honestly and in good faith with a view to the best interests of the Society,
 - b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
 - c) act in accordance with the Act and Regulations, and
 - d) subject to paragraphs (a) to (c), act in accordance with the bylaws.
 - 2) Without limiting subsection (1), a director, when exercising the powers and performing the functions of a director, must act with a view to the purposes of the Society.
 - 3) This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
 - 4) Nothing in a contract or the bylaws relieves a director from
 - a) the duty to act in accordance with this Act and the Regulations, or
 - b) liability that, by any enactment or rule of law or equity, would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 6.3**
- 1) There must be not fewer than five and not more than thirteen directors.
 - 2) The number of directors must be fixed by ordinary resolution at the AGM.

3) A director has a normal term of office of two years, beginning at the adjournment of the AGM at which the director is elected, and ending at the adjournment of the AGM two years later. A maximum of three consecutive terms is allowed with at least one year off before holding another position on the Board.

4) One half of the directors, or so nearly to one half as is reasonably practicable, must be elected at the AGM each year, so that at the adjournment of the AGM:

- a) one half of the directors, or so nearly to one half as is reasonably practicable, have remaining terms of office of two years, and
- b) one half of the directors, or so nearly to one half as is reasonably practicable, have remaining terms of office of one year.

A director may be elected for a term of one year so as to comply with this bylaw.

5) In an election of directors, those nominees who receive the greatest number of votes are elected. Each member who has the right to vote has as many votes as there are positions to be filled, but a voter must not cast more than one vote for a candidate.

6) An election must take place by secret ballot, unless the number of nominees is equal to or fewer than the number of positions, in which case the nominee or nominees must be declared to have been elected.

7) A director, and a candidate for election as a director, must:

- a) be a Senior (Burnaby) or Senior Member in good standing,
- b) be 18 years of age or older,
- c) be nominated by two members or by the Board, and consent to the nomination,
- d) have been a member of the Society for not less than one year at the date the person becomes a director, and
- e) be qualified to be a director pursuant to section 44 of the Act.

8) A person is not eligible to be a director if a member of that person's family is a director.

9) The Board may appoint a committee to nominate and solicit the nomination of candidates for election, and to conduct the election. A person who is a candidate for election is not eligible to be a member of such a committee.

6.4 A director ceases to be a director on:

- a) the end of the director's term of office, unless the director is re-elected,
- b) resigning in writing,
- c) ceasing to be a member in good standing,
- d) death,
- e) becoming unable to perform the duties of a director due to physical or mental disability, or
- f) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.

6.5 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.3.

6.6 The members may, by special resolution, remove a director before the expiration of the director's term of office, and elect a successor to complete the term of office.

- 6.7** 1) The Board may appoint a member who is qualified pursuant to bylaw 6.3 (7) as a director to fill a vacancy in the Board that arises as a result of the resignation, death or incapacity of a director during the director's term of office.
- 2) A director so appointed holds office only until the adjournment of the next AGM, but may be re-elected at that meeting.
- 6.8** A director and a senior manager must comply with the provisions of the Act with regard with regard to disclosure and to conflicts of interest.
- 6.9** The Society must indemnify a director or senior manager as permitted by the Act.

Part 7 - Proceedings of the Board

- 7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 2) Quorum at a meeting of the Board is a simple majority of the directors then in office, but must not be fewer than three.
- 3) A meeting of the Board may be called by:
- a) the President, or
 - b) any three directors, or
 - c) resolution of the Board.
- 4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by Canada Post or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.
- 5) Subject to a resolution of the Board, a member may attend a meeting of the Board.
- 6) 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 that meeting.
- 7.2** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.4** 1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.
- 2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.
- 3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- 7.5** A resolution in writing signed by 75% of the directors is as valid and effective as if regularly passed at a meeting of the Board.

- 7.6** 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee. A committee may be established by resolution of the Board, which must fix the name, members, chair, authority, and responsibility of the committee, and rules governing it.
- 2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next meeting of the Board held after it has been done.
- 3) A person who is not a member of the Society may be a member of a committee.
- 7.7** Subject to the Act and the bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Officers

- 8.1** 1) The elected officers are the President, Vice-President, Secretary and Treasurer, who must be elected by the Board from amongst the directors at or immediately following the AGM.
- 2) An elected officer ceases to be an elected officer on:
- a) resigning in writing,
 - b) ceasing to be a director pursuant to bylaw 6.3, or
 - c) being dismissed by resolution of the Board.
- 3) The Board may elect another director to take the place of an elected officer who ceases to hold office between AGMs, for the remainder of the officer's term. If the President ceases to be President before the end of the President's term of office, the Vice-President becomes the President for the remainder of the term, and the Board must appoint or elect a director to be Vice-President for the remainder of that person's term of office.
- 4) The Board:
- a) may appoint such other officers from amongst the directors as it deems necessary, and determine their titles, authority, and responsibilities, and
 - b) must appoint a privacy officer pursuant to the Personal Information Protection Act.
- 8.2** The President:
- a) is the chief executive officer of the Society, unless that title and role have been delegated to an employee,
 - b) must chair all meetings of the Board and all general meetings,
 - c) must supervise the other officers in the execution of their duties,
 - d) has the responsibility and authority generally pertaining to the office of President, subject to any limitations imposed by resolution of the Board.
- 8.3** The Vice-President, in the President's absence or inability to act, must perform the duties of the President.
- 8.4** The Secretary is responsible for doing, or making the necessary arrangements for:
- a) issuing notices and taking minutes of general meetings and Board meetings,

- b) keeping the records and documents of the Society in accordance with the Act, including the register of members,
 - c) conducting the correspondence of the Society, and
 - d) filing the annual report and making any other filings with the Registrar pursuant to the Act.
- 8.5** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.
- 8.6** The Treasurer is responsible for doing, or making the necessary arrangements for:
- a) receiving and banking all monies received by the Society,
 - b) keeping accounting records in respect of the Society's financial transactions,
 - c) preparing the Society's financial statements, and
 - d) making the Society's filings with respect to taxes.

Part 9 – Borrowing and Investment

- 9.1** The Society must not borrow money, or issue bonds, debentures, notes or other evidence of debt obligations, unless it is authorized by special resolution.
- 9.2** The Board must only invest the funds of the Society in investments in which a prudent investor might invest.
- 9.3**
- 1) A member may without charge inspect a record that the Society is required to keep pursuant to section 20 of the Act.
 - 2) The Board may by resolution restrict the members' rights to inspect the register of members, pursuant to section 25 of the Act.
 - 3) A director may without charge inspect a record of the Society that the Society is required to keep pursuant to section 20 of the Act.
 - 4) A person other than a member or director cannot inspect the records of the Society, except as required or permitted by resolution of the Board, the bylaws, the Act, or another statute.
- 9.4** The Board must determine, by resolution, the:
- a) financial year of the Society, and
 - b) signing officers of the Society, and their authority.

Part 10 – Auditor

- 10.1** This Part applies only where the Society is required or has resolved to have an auditor.
- 10.2** At each AGM the Society may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.
- 10.3** An auditor may be removed by ordinary resolution.
- 10.4** An auditor must be promptly informed in writing of appointment or removal.
- 10.5** The auditor may attend general meetings.
- 10.6** The Board must fill all vacancies arising in the office of auditor between AGMs.