

ALBERTA EQUESTRIAN VAULTING ASSOCIATION

BYLAWS

Part 1. Interpretation

1.01 In these bylaws unless the context otherwise requires,

- a. “Society” means the Alberta Equestrian Vaulting Association (A.E.V.A).
- b. “Society” includes “Alberta Equestrian Vaulting Association (A.E.V.A.)” and vice versa and means any physical facility, including electronic facilities, operated under the name “Alberta Equestrian Vaulting Association (A.E.V.A.) for the purpose of the objects specified in these Bylaws.
- c. “Society Act” means the Society Act of the Province of Alberta from time to time in force and all amendments to it.
- d. “Registered address” of a member means his address as recorded in the register of members.
- e. “Directors” means the directors of the Society for the time being.
- f. “Director” means any individual who has been duly appointed or elected to the position of a director of the Society according to these Bylaws.
- g. “Board” means the Board of Directors of the Society or the Board of Governors with the terms Director and Governor being used interchangeably.
- h. “President” means the Director elected by the Board to that position from time to time.
- i. “Vice President” means the Director appointed by the Board to that position from time to time.
- j. “Secretary” means the Director appointed by the Board to that position from time to time.
- k. “Treasurer” means the Director appointed by the Board to that position from time to time;
- l. “Bylaws” means these bylaws as amended from time to time and all other bylaws of the Society from time to time in force and effect.
- m. “Meeting of Members” includes the annual and any special meeting of Members duly convened and conducted in accordance with these Bylaws.
- n. “Annual General Meeting” means the meeting of members conducted pursuant to Section 10.01.
- o. “Special Meeting of Members” means a meeting at which special business is to be considered and allows Members who are present and then currently in good standing to vote.
- p. “Membership” means being a Member of the Society as provided by the following:
Any participant or the legal guardian and/or parent of a child with a family membership to the A.E.V.A.; completes and submits the Society’s application form.; and supports the Society’s values and objectives; and completes the Membership Agreement from the Board shall remain a Member until such time as the Member no longer qualifies as a Participant as defined in these Bylaws.

- q. “Regular Member” means a participant or a parent and/or legal guardian of a participant who is a duly admitted Member upon fulfilling the Membership Agreement of the Society and who is in good standing.
- r. “Nominations and Governance Committee” means the standing committee of the Board of Directors as outlined here:
 - i. Budget, Finance and Audit Committee; and
 - ii. Education and Planning Committee; and
 - iii. Fundraising Committee; and
 - iv. Rules-keeps up to date with all the rules of provincial, national and FEI levels
 - v. The Board shall appoint a Director as committee chair for each standing Committee between the time of the Annual General Meeting and the second meeting of the newly constituted Board (or if the Committee Chair becomes vacant).
- s. “Ordinary Resolution” means a resolution passed at a meeting of Members by a vote of not less than 51% of Members who voted in person in respect of that resolution or a resolution signed by all the Members entitled to vote on that resolution.
- t. “Special Resolution” has the meaning specified in the Act, and if not specified herein means a resolution passed by not less than 75% of the Members who are present in person, or consented to in writing by all Members who would have been entitled at a general meeting to vote in person.

1.02 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.03 Words importing the singular include the plural and vice-versa and words importing the male person include a female person.

Part 2. Membership

2.01 A.E.V.A. membership is open to anyone with an interest in equestrian vaulting.

2.02 There shall be (2) classes of members:

- u. Sustaining members shall be individuals or families who have paid the prescribed membership fee. Junior membership is available for individuals under eighteen years of age as of January 1st of that year. Only sustaining members 18 years of age or over as of January 1st of that year have voting rights. In order for the parents of minor participants to have voting rights, a family membership or individual adult membership for A.E.V.A. and A.E.F. must be obtained.
- b. Honorary members are nominated and voted in by the general membership. An honorary member shall take no part in the management of the Society, shall not vote, and does not pay membership fees.

2.03 Application for membership shall be online or via paper registration as an add-on to the required Alberta Equestrian Federation Membership (A.E.F.) (individual or family), and shall fill out and sign the Registration form, waiver and Pipeda via their vaulting coach,

and each applicant on becoming a member shall agree to be bound by the bylaws and all rules of the Society.

- 2.04 A member in good standing is a member who has complied with the regulations as hereinafter set forth and who is not in arrears of membership fees.
- 2.05 The financial liability of the member to the Society shall be limited to the amount due from him in respect to his membership fees.
- 2.06 No member shall be entitled to any of the rights or privileges of the Society during any year until his annual fee for that year is paid. On January 31st in each year, all members who paid for the preceding year but who have not paid for the current year shall be removed from the membership roll. They will be re-installed with payment of a \$10 late fee added.
- 2.07 Any member may resign from the Society by notifying the Society in writing, or by allowing his membership to expire, or death.
- 2.08 No applicant for membership shall be entitled to vote or hold office until his application has been accepted. No new member may vote at an Annual General Meeting unless he has been a paid up member for a minimum of thirty (30) days.
- 2.09 The Board of Directors shall have the power to suspend or expel any member who fails to observe any rule or regulation set forth in these bylaws or whose conduct is, in the opinion of the Board, prejudicial to the interest of the Society. A member so suspended or expelled shall have the right to be heard at a General Meeting of the Society. An affirmative vote of three-quarters (75%) of the voting members is required for reinstatement.
- 2.10 A participant in an A.E.V.A. sanctioned event must have a current A.E.V.A. and A.E.F. membership (individual or family).
- 2.11 Club membership will be available to all A.E.V.A. recognized clubs. No fees are required and the club itself does not have voting rights. They will be listed in the A.E.V.A. section of the vaultcanada website. (In order for a club to be recognized by the A.E.V.A. at least one head coach must have coach's insurance)

Part 3. Meetings

- 3.01 The Membership List shall be updated prior to each Annual General Meeting throughout the fiscal year. The President shall approve the official membership list prior to all Annual General Meetings. This list shall serve as the official voters list.
- 3.02 No Member shall realize any financial gain or profit, either directly or indirectly, by virtue of his or her Membership in the Society and all financial profits or gains realized by the Society shall be used solely for the promotion the Society.

- 3.03 The first Annual General Meeting of the members of the Society shall be held not more than fifteen (15) months after the date of incorporation, and after that an Annual General Meeting of the Association shall be held at least once in every calendar year at such time and place designated by the Executive Committee. Special Meetings may be held at a time and place fixed by the board of Directors. A notice shall be emailed at least fourteen (14) days in advance to each voting member. The Society's business shall be conducted using Robert's Rules of Order.
- 3.04 Notice of meeting of the Board of Directors, other than the one immediately following the Annual General Meeting, shall be e-mailed to each Director at least fourteen (14) days prior to the date of the meeting.
- 3.05 Notice of meeting of the Executive Committee shall be given to each member thereof at least ten (10) days prior to the date of the meeting. 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.
- 3.06 Meetings of the Board of Directors and/or the Executive Committee may be held in person or by conference call. Alternatively the Board or Committee members may be canvassed by e-mail by the President and/or the Secretary.
- 3.07 At written request of ten (10%) percent of voting members in good standing, the secretary shall call a Special Meeting. This meeting shall have the same status as if it were called in the regular way by the Board of Directors, but such meeting shall deal only with the purpose for which it is called.
- 3.08 Voting on business at General Meetings subject to bylaw 34:
- a. Special resolutions to amend or revise the bylaws of the Society must be approved by a 75% majority of the votes at a General Meeting.
 - b. Resolutions to set membership fees or amend the Society's Rules and Regulations must be approved by 51% majority of votes at a General Meeting.
 - c. Resolutions dealing with any other business of the Society must be approved by a 51% majority of votes at a General Meeting.
- 3.09. Five (5) members in good standing shall constitute a quorum at any general, special or executive meeting.

Part 4. Directors and Officers

- 4.01 The affairs of the Society shall be managed by the Board of Directors each of whom shall be a member of the Society (over 18 years of age as of January 1st of that year), elected at each Annual General Meeting except as hereinafter specified.

- 4.02 Each member Vaulting Club in the Province must provide at least two (2) Directors, one of whom needs to be a coach. These together shall constitute the Board of Directors of the Society. No member club shall have more than three voting directors or constitute more than 49% of the vote of the Board and any director can invoke this clause at any time. A non-voting director may vote by proxy for a voting director who is absent.
- 4.03 Names of Directors must be received by the Secretary no later than thirty (30) days prior to the Annual General Meeting.
- 4.04 The Board of Directors may delegate any but not all of its powers to an Executive Committee.
- 4.05 The Board of Directors at the first meeting after the Annual General Meeting shall elect from among their number:
- a. President as the Chair of the Society, supervising the other Officers in the execution of their duties.
 - b. A Vice-President who shall carry out the duties of the President during his absence and who will Chair the meeting when asked by the President.
 - c. A Secretary who will be responsible to:
 - 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
 - iv. Have custody of all records of the Society except those required to be kept by the Treasurer.
 - v. Have custody of the common seal of the Society
 - d. A Treasurer shall keep such financial records including books of account as are necessary to comply with the Society Act and render financial statements to the Directors, members and others when required or ensure these are done.
 - e. Two Directors at Large shall act on the Executive Committee who together with the President, Secretary and Treasurer shall constitute the Executive Committee, who in the absence of the Board shall act for the Board of Directors.
 - f. A Nominating Committee shall be responsible for obtaining from each club their nominee for the position of club Director to sit on the Board of Directors. The list of Directors for clubs must be included in the notice of meeting for the Annual General Meeting of the Society.
 - g. A Membership Secretary shall maintain the register of members.

At the first meeting of the Directors following the first Annual General Meeting, the President and Secretary shall be elected for two (2) years, and the Vice-President and Treasurer shall be elected for one (1) year. Thereafter elections for the alternative officers shall be held annually.

- 4.06 The Board of Directors may hire staff to manage the day to day affairs of the Society under the supervision of the Board.

- 4.07 The Board of Directors may appoint representatives to other organizations.
- 4.08 Special Committee – The Board of Directors may appoint such special committees composed of members of the Society, as may be required. Terms of reference of such committees shall be set by the Board.
- 4.09 Regional Committees – The Board of Directors may set up regional committees to encourage and co-ordinate programs of the Society in the Region. Terms of reference of such committees shall be set by the Board.
- 4.10 The Office of Director shall be automatically vacated:
- a. if the Director shall resign his office
 - b. if he is found to be unfit by reason of physical or mental incapacity
 - c. if at a General Meeting of members a resolution is passed by three-quarters (75%) majority of the voting members present that he be removed.
 - d. on his death.
- 4.11 Where vacancies on the Board for any reason occur, the remaining members of the Board may by appointment, fill the vacancy with a member of the Society who shall serve until the next Annual General Meeting.
- 4.12 Directors shall not receive any remuneration for their services. However, expenses incurred in the course of completing their responsibilities may be allowed.

Part 5. Indemnities – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

5.01 Conflict of Interest

A Director or Officer shall not be disqualified from his office, or be required to vacate his office, by reason only that s/he is a party to a material contract or proposed material contract with the Society. Such a Director or Officer shall, however, disclose the nature and extent of his interest in the contract at the time and in the manner provided by the *Business Corporations Act* (Alberta) for Officers and Directors of corporations. A Director shall not by reason only of his office be accountable to the Society for any profit or gain realized from such a contract or transaction, and such contract or transaction shall not be void or made void by reason only of the Director's interest therein, provided that the required declaration and disclosure of interest is properly made, the contract or transaction is approved by the Board of Directors and it was fair and reasonable to the Society at the time it was approved and the Director refrains from voting as a Director on the contract or transaction.

5.02 Limitation of Liability

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee. Neither shall any Director be liable for joining in receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of the judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her willful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations therein or from liability for any breach thereof.

5.03 **Indemnification of Directors and Officers**

Each Director of the Society and their heirs and legal representatives, shall be and are hereby indemnified by the Society against any and all losses, costs, damages and expenses whatsoever (including legal costs of a solicitor and his own client basis) incurred in connection with or resulting from any claim, action, suit or proceeding in which person may become involved as a party or otherwise by reason of being or having been a Director or Officer of the Society. This indemnification does not cover or include matters where the person is adjudged, with respect to such claim, action or proceeding, to be liable as a result of fraud or other criminal conduct or as a result of gross negligence in the performance of his or her duties.

5.04 **Insurance**

The Society shall purchase and maintain insurance for the benefit of any current Director or Officer, any former Director or Officer of the Society against any liability incurred by him/her in his/her capacity as a Director or Officer of the Society, except where such liability relates to his/her failure to act honestly and in good faith with a view to the best interests of the Society.

Part 6. Voting and Elections

- 6.01 Each member eighteen (18) years of age as of January 1st of that year, or over is entitled to one vote at an Annual General Meeting or General Meeting. Where authorized by the Directors a mail ballot for the purpose of
- a. election of Director, or
 - b. specific directions on matters of policy, may be provided to each voting member of the Society. Each such ballot shall be mailed at least thirty (30) days prior to the date of the meeting at which the subject is to be an agenda item and shall be accompanied by all necessary pertinent information. Ballots

must be received by the Secretary at, or prior to, the beginning of the meeting. The form of such ballot shall be specific to the particular matter to be addressed and shall provide for anonymity while ensuring only authorized ballots are considered.

- c. The Board of Directors may, at their discretion, move and pass a motion by e-mail in accordance with normal voting procedures.

- 6.02. Any member eighteen years of age or older as of January 1st of that year, who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any general/or special meeting of the Society. Such votes must be made in person or, in special cases, by mail ballot, not by proxy.

Part 7. Seal

- 7.01 The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
- 7.02 The common seal shall be affixed only in the presence of the President and Secretary or President and Treasurer.

Part 8. Bylaws

- 8.01 On being admitted to membership, a member is entitled to and the Society shall email him without charge a copy of the bylaws of the Society
- 8.02 These bylaws shall not be altered or added to except by special resolution.

Part 9. Rules

- 9.01 The fiscal year of the Society will be January 1st-December 31st. The books of the Society shall be audited once each year by a qualified accountant or two members of the Society elected for that purpose at the Annual meeting.
- 9.02 Fees shall be established by the Board of Directors and shall be due January 1st of each year.
- 9.03 The National Vaulting Rules for Canada will be followed and, where appropriate, international rules for vaulting may also be followed by the Society. For other horse-related sports, where applicable, rules of Equine Canada may be followed.
- 9.04 The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

9.05 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, but 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.

Part 10. Proceedings at Annual and/or General Meetings

10.01 Business of the Annual General Meeting shall include:

- a. Consideration of the financial statements
- b. Receipt of reports
- c. Naming of Directors
- d. Setting the budget
- e. Adoption of special resolutions
- f. Such other business as, under the bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

10.02 At the request of seventy-five percent (75%) of the voting members present at a General Meeting, an auditor shall be appointed to examine the records of the Society.

10.03 Subject to bylaw 46, the President, Vice President, or in their absence, one of the other Directors present shall preside as chairperson of the General Meeting.

10.04 If at a General Meeting there is no President, Vice President or other Director present within fifteen minutes after the time appointed for holding the meeting or the President, and all other Directors present are unwilling to act as Chairperson, the members present shall choose one of their members to be Chairperson.

10.05 The Chairperson shall not move or second a resolution.

10.06 Minutes of the meeting will be recorded by the Secretary. A copy of the minutes shall be sent to every director.