

Constitution & By-Law's of the Northern Saddle Club:

Article 2: Purposes

- a) to promote, further, improve and guide all aspects of equestrian sport and co-ordinate equestrian events in the Bulkley Valley for its members;
 - b) to operate, function and act in a way the society considers beneficial to equestrian sport in the Bulkley Valley;
 - c) to provide its members a democratic and unified representation;
 - d) to encourage and promote knowledge in the care, handling, and enjoyment of horses;
 - e) to develop excellence in horsemanship, showmanship and sportsmanship;
 - f) to facilitate and maintain the Grounds in accordance with the "Fall Fair Grounds Licence Agreement" and the Town of Smithers.
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By-Law's:

1) Terms of admission of members, their rights and obligations.

- a) Any person may be admitted as a member of this Society upon payment of the annual dues.
- b) A member is being defined as having the right to :
 - i) cast his/her vote at all meetings of the Club.
 - ii) use the facilities of the Club under the Rules as governed by these By-Law's; and under all Functioning Rules of the Club.
 - iii) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Club, and the member are not in good standing as long as the debt remains unpaid.
- c) Membership dues are to be set at the Annual General Meeting or by Special Resolution for the following:
 - i) Voting member
 - ii) Jr non-voting member under 18 years of age (as of Jan 1st of the current year)
- d) Membership year is January 1st to December 31st.
 - i) Renewal of membership is due no later than March 31.
 - ii) Late renewal fee - \$20.00 flat rate, no exceptions.
- e) Membership dues must follow our insurance requirements, including being a member of Horse Council BC.
- f) Members shall abide by the rules of the Club.
- g) A member is obliged to:
 - i) work to promote and carry out Club activities ;
 - ii) contribute time, effort or means to Club activities ;
 - iii) see that the objects of the Constitution are carried out to their fullest extent;
 - iv) demonstrate sportsmanship, care, and consideration with regards to Club activities and property.

2) Conditions under which membership ceases and manner in which a member may be expelled:

- a) Membership in good standing shall cease upon non-payment of dues or any other outstanding amount owing.
- b) Former members whose membership ceases as under 2.a) shall be processed as new members, should they wish to rejoin the Club.
- c) Membership may be canceled for:
 - i) non-compliance of the "Purpose of the Club"
 - ii) non-compliance of the SPCA act.
- d) The Directors shall hold a special meeting to determine the validity of a written complaint in regards to the conduct of a member.
 - i) The member in question will be given notice of the complaint.
To give them the right to respond to the complaint by a specified deadline.
- e) A member may terminate their Membership upon written notice to the Board of Directors.

3) Mode of and notice required for calling the Annual General Meeting , Special Meeting and Regular Meeting; rights of voting and number constituting a quorum at such meeting:

- a) The annual general meeting of the Club shall be held each calendar year.
 - i) A quorum at the Annual General Meeting of the Club shall consist of five (5) voting members.
 - ii) The Board of Directors shall mail or email to each member, as shown in the roles of this Society, a notice of the holding of the annual general meeting, setting out the time, place and date on which the meeting will be held.
 - iii) Notice by mail or email will be given at least thirty (30) days before the date of the meeting, shall include an Agenda for the meeting and any proposed changes to the NSC Constitutions, Bylaws and Rules.
- b) A regular meeting of the Club shall be held each calendar month.
 - i) The date and time for the next regular meeting will be set at each meeting.
 - ii) A quorum at any regular meeting of the Club shall consist of five (5) voting members.
- c) A special meeting may be called upon by 10% of the voting members in writing to the Board of Directors or by the Board of Directors, who will issue a notice of such meeting as provided in paragraph a)iii) of this section.
 - i) A quorum at any special meeting of the Club shall consist of five (5) voting members.
- d) Voting by Proxy:
 - i) a proxy vote is permitted only on a written resolution that is included with the notice for the annual general meeting, any special meeting or on notified issues.
 - ii) There is no permanent proxy.
 - iii) The proxy must be received by the secretary by the time and date of the meeting in sealed written form including the signature of the member.

4) Appointment and Removal of Directors and other Officers, their duties and their powers:

- a) Nine (9) Directors shall be elected at the annual general meeting; these and the immediate past president shall constitute the Board of Directors of the Club.
- b) Their term of office for president shall be for one, two year term with the option to stay for one more 2 yr term.
- c) No provision for remuneration of Directors is made.
- d) The Directors shall choose from amongst themselves four (4) Directors to fill the offices of President, Vice-president, Secretary and Treasurer.
- e) All Directors, Officers and Members will adhere to the new laws outlined in the current Societies Act (British Columbia).
- f) A quorum at the meeting of the Board of Directors shall consist of five (5) Directors/Members.

- g) The President shall appoint the Chairpersons of any committees established by the Board of Directors.
- h) A Director may be removed from office by special resolution and another Director may be elected, or by ordinary resolution appointed to serve during the balance of the term.
- i) All meetings shall be run by Roberts Rules of Order.
- j) All Directors must sign a "consent to act as a director" form certifying they are not disqualified from acting as a director under s.44 of the Societies Act (British Columbia) for each year they are a director.
- k) The duties of the officers shall be as follows:
 - i) *President*
 - (1) Shall preside at all meetings of the Club; shall be an ex-officio member of all committees.
 - (2) Shall preside over all meetings of the Board of Directors;
 - (3) Shall perform all duties, which are incidental to his office and properly required of that person.
 - (4) Shall be one of three (3) signing Officers.
 - (5) All legal documents shall be signed by two (2) of the three (3) signing Officers.
 - ii) *Vice-President*
 - (1) In the absence of the President he shall exercise all the functions of the President and shall be vested with all his powers
 - iii) *Secretary*
 - (1) Shall have charge of all papers and keep such records and make such reports and perform such duties as are incidental to that office and are properly required of him.
 - (2) Shall keep minutes of all meetings of the Club and Directors.
 - iv) *Treasurer*
 - (1) Shall be one (1) of three (3) signing Officers and have charge of the funds of the Club and shall conduct its banking business.
 - (2) The cheques drawn on the Club account shall be signed by two (2) of the three (3) signing Officers.
 - v) The third signing Officer shall be appointed by the Board of Directors. In the event of a conflict with the President being a signing Officer, the Board of Directors may appoint a different signing Officer.

5) Business Operations

- a) *Annual General Meeting*
 - i) voting for Directors
 - ii) change of Constitution & By-Law's
 - iii) changes in the Functioning Rules
 - iv) setting membership dues for the coming year
 - v) all proposed changes in NSC fees, rules and by-laws must have at least thirty (30) days notice to the membership prior to the agm
- b) *Regular Meeting*
 - i) the Directors are responsible to the general membership
 - ii) all voting members in good standing have voting rights
 - (1) A spending limit of up to \$2,000.00 per meeting
[if above \$2,000.00 it must be presented at a special meeting]
 - iii) approval of committees suggestions
 - iv) any non financial functions that are within the By-Law's or Rules
- c) *Special Meeting*
 - i) meeting that has been called for by the membership or Board of Directors under provision of par 3.c) to deal with the issue initiating this special meeting;
 - ii) may be held at a special date or at a regular meeting provided that 14 days notice is given to the membership;

- iii) if no notice is given prior to the meeting, the item must be tabled until the next scheduled regular meeting.
- iv) when financial decisions are above \$2,000.00 but below \$5,000.00.

d) Special Resolution Meeting

- i) A special resolution meeting is called for: when Functioning Rules or By-law's need to be changed or amended;
- ii) when financial decisions are above \$5,000.00;
- iii) may be held at a special date or at a regular meeting provided that 30 days notice is given to the membership
- iv) if no notice is given prior to the meeting, the item must be tabled until the next scheduled regular meeting.

e) Crisis Management

- i) The Directors shall have the power to make safety and/or financial decisions under emergency situations.

f) Exercise of borrowing powers

- i) The Club may borrow any amount for any worthwhile purpose as provided for in "The Society Act".
- ii) No borrowing shall be done by the Board of Directors without the approval of 75% of the voting membership given at a special resolution meeting of the Club.

g) Conflict of Interest for Directors

- i) If a Director is directly or indirectly interested in a proposed contract or transition with the Club;
- ii) this conflict of interest must be disclosed in the full extend by themselves, or presented by a committee member, to all Directors present at the meeting.
- iii) Persons involved shall abstain from voting.
- iv) Approved contracts or transitions shall eliminate the conflict of interest.

h) NSC Accounts

- i) *The review of the accounts of the Club shall be done annually by a qualified person, member or non-member of the Club, who is not currently holding a position as a Director of the Club.*

i) Custody and use of the seal of the Society

- i) A Law office will be used for the custody of the seal of the Club; and for the annual reporting to be maintained in good standing with the Society Act.

j) Directorship Election

- i) A nominating committee Chair shall be appointed by the president.
- ii) The committee will give early consideration to likely candidates to fill Directorships for the succeeding year.
- iii) Voting for Directors will be done by secret ballot.
- iv) No by election shall be held within sixty (60) days of the Annual General Meeting unless insufficient Directors are left to form a quorum at a meeting of the Board of Directors.
- v) Upon a Directorship becoming vacant the Board of Directors shall arrange for holding of a Special Meeting and notice shall be sent to the members as herein before provided.
- vi) The nominating committee shall arrange nominees for the meetings consideration.