

# Canadian Barrel Horse Incentive Association

## BYLAWS

July 23, 2013

## ARTICLE 1 – DEFINITIONS

### 1.1. Definitions

In these Bylaws, unless the context or subject matter requires a different meaning:

- (a) "**Act**" means the *Societies Act*, R.S.A. 2000, Chapter S-14 and the Regulations thereto, as amended, or any statute or regulations substituted therefore;
- (b) "**Annual General Meeting**" means the annual general meeting of the Members required by the Act;
- (c) "**Associate Member**" is a member of the Association in good standing, as provided for in these Bylaws, at a membership fee set by the board.
- (d) "**Association**" means Canadian Barrel Horse Incentive Association;
- (e) "**Board**" means the board of directors of the Association;
- (f) "**Bylaws**" means these bylaws of the Association, as amended from time to time;
- (g) "**Director**" means a Member of the Board who is nominated stallion owner in good standing.
- (h) "**CBHI**" means the barrel horse program operated by the Canadian Barrel Horse Incentive Association;
- (i) "**Full Member**" means a full member of the Association as provided for in these Bylaws;
- (j) "**Member**" means a member of the Association that is either a Full Member or an Associate Member as provided for in these Bylaws;
- (k) "**Officer**" means an officer of the Association as provided for in these Bylaws;
- (l) "**Registered Office**" means the registered office of the Association required by the Act;
- (m) "**Registrar**" means "Registrar" as defined in the Act;
- (n) "**Special Meeting**" means a special meeting as described in Section 3.2 of these Bylaws;
- (o) "**Special Resolution**" shall have the meaning ascribed thereto in the Act.

## **ARTICLE 2 – MEMBERSHIP**

### **2.1 Classification and Admission of Members**

- (a) There are two categories of Members of the Association: Full Members and Associate Members;

- (i) Full Members:

To become a Full Member a person must:

- (A) be over the age of 18 years, or be a designated guardian of a person under the age of 18 years registered as a member with the Association and in good standing;
- (B) alternatively, be a company incorporated pursuant to the laws of the Province in which the company does business or has its business office;
- (C) be a stallion owner in good standing with the Association, who has nominated his or her stallion or stallions in accordance with Section 2.7 herein;
- (D) request membership in writing;
- (E) contribute to the Association by volunteering their time, or by donating to the Association financially, in the fiscal year in which the person requests membership; and
- (F) adhere and agree to the Bylaws and Objectives of the Association.
- (G) by becoming an Associate member of the Canadian Barrel Horse Incentive Association a member releases to the Association the right to use her/his name and/or picture for the good of the Association.

- (ii) Associate Members:

To become an Associate Member a person must:

- (A) be over the age of 18 years, or be a designated guardian of a person under the age of 18 registered as a member with CBHI and in good standing;
- (B) be a company incorporated pursuant to the laws of the Province of Alberta;
- (C) be a Member that is not a stallion owner, and in good standing with the Association;
- (D) request membership in writing;
- (E) contribute to the Association by volunteering their time, or by donating to the Association financially, in the fiscal year in which the person requests Membership; and
- (F) adhere and agree to the Bylaws and Objectives of the Association
- (G) by becoming an Associate member of the Canadian Barrel Horse Incentive Association a member releases to the Association the right to use her/his name and/or picture for the good of the Association.

- (b) Any corporate Member must designate one individual to represent the corporation for voting purposes.
- (c) Any person may become a Member in the appropriate category by meeting the requirements in this Section 2.1.
- (d) The Association shall create and keep current a Register of Members recording all Members of the Association under the appropriate category, and upon receipt of a request for membership, shall register the Member in the Register of Members accordingly.

## **2.2 Expulsion of Members**

A Member may be expelled from the Association by a majority vote of the Directors present and voting at a regular or special meeting of the Board, for any cause which they may deem necessary and proper after due inquiry. Notification of expulsion shall be given to such Member within three (3) days of such decision by the Directors, by registered mail addressed to the Member at the Member's last known address.

## **2.3 Rights and Privileges of Members**

### **(a) Rights and Privileges**

Any Member in good standing is entitled to:

- (i) receive notice of meetings of the Association;
- (ii) attend any meeting of the Association;
- (iii) speak at any meeting of the Association; and
- (iv) exercise any rights and privileges given to Members in these Bylaws;

### **(b) Voting and Non-Voting Members**

- (i) All Full Members in good standing are Voting Members, excepting those Members identified in subsection 2.3(b)(iii) herein.
- (ii) Associate Members do not have voting privileges nor can they hold the position of Director.
- (ii) Employees of the Association do not have voting privileges nor can they hold the position of Director.

### **(c) Number of Votes**

At a meeting of the Association a Voting Member is entitled to one (1) vote per stallion nominated by that Member in accordance with section 2.7 herein.

## **2.4 Discontinuation of Membership**

Any Member wishing to withdraw as a Member of the Association may do so upon written notice to the Board through the Secretary. If any Member is in arrears for fees or assessments for any Membership Year as hereinafter defined, such Member shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Association until such Member is reinstated.

## **2.5 Membership Fees**

### **(a) Membership Year**

The membership year is from December 1<sup>st</sup> to November 30<sup>th</sup>.

### **(b) Setting Membership Fees**

Membership fees, if any, shall be determined by the Board.

### **(c) Payment Date for Fees**

The membership fees must be paid on or before December 1<sup>st</sup> of any given year.

## **2.6 Good Standing**

A Member is considered to be in good standing when such Member:

- (a) has paid to the Association all applicable membership fees or other required fees;
- (b) meets the criteria for membership as provided for in Sections 2.1; and
- (c) has not been expelled or suspended as a Member as provided for in Section 2.2 or Section 2.4.

## **2.7 Nomination Of Stallions**

- (a) A Full Member may time to time nominate to the Association any stallion or stallions owned by the Full Member that he or she wishes to register with the Association, providing that:
  - (i) the Member must nominate at least one such stallion, in order to be a Full Member; and
  - (ii) any such nomination must be made in writing and delivered to the Association.
- (b) The Association shall create and keep current a Register of Stallions recording all stallions nominated by Full Members in accordance with section 2.7(a)(ii) herein, and upon receipt of any such nomination, the Association shall register the nominated stallion or stallions in the Register of Stallions. For

clarification, the written nomination shall be deemed to be registered the day that it is received by the Association.

### **ARTICLE 3 – MEETINGS OF THE SOCIETY**

#### **3.1 Annual General Meeting**

- (a) The Association shall hold its Annual General Meeting no later than May 31<sup>st</sup>  
The Board shall set the place, day and time of the meeting;
- (b) Notice will be given to Members at least thirty (30) days before the Annual General Meeting by:
  - (i) setting out such notice in a newsletter or other publication which is distributed to Members and by posting such notice in a prominent location at the business office of the Association; or
  - (ii) regular mail addressed to the Member at the Member's last known address.

This notice shall state the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

- (c) The Annual General Meeting shall deal with the following matters:
  - (i) adopting the agenda;
  - (ii) adopting the minutes of the last Annual General Meeting;
  - (iii) considering the reports from the Chair and the Treasurer;
  - (iv) reviewing the audited financial statements setting out the Society's income, disbursements, assets and liabilities;
  - (v) electing the members of the Board; and
  - (vi) considering matters specified in the meeting notice.
- (d) Attendance by twenty (20%) per cent of Full Members at the Annual General Meeting, who are entitled to vote thereat, shall constitute a quorum.

#### **3.2 Special Meeting of the Society**

- (a) Calling of Special Meeting

A Special Meeting may be called at any time on any one of the following conditions:

- (i) by a resolution of the Board to that effect;

- (ii) on the written request of a majority of the Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- (iii) on written request of at least one third (1/3) of the voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

(b) Notice

The Secretary shall provide written notice to each Member at least twenty-one (21) days before the Special Meeting by:

- (i) setting out such notice in a newsletter or other publication which is distributed to Members and by posting such notice in a prominent location at the business office of the Association; or
- (ii) regular mail addressed to the Member at the Member's last known address.

This notice shall state the place, date, time and purpose of the Special Meeting.

(c) Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

(d) Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

**3.3 Proceedings at the Annual General Meeting or a Special Meeting**

(a) Attendance

Annual General Meetings and Special Meetings of the Society are open to all Members in good standing.

(b) Failure to Reach Quorum

The Chair shall cancel the Annual General Meeting or Special Meeting if a quorum is not present within one (1) hour after the set time. If cancelled, the meeting will be rescheduled no later than Twelve (12) weeks thereafter. If a quorum is not present within one (1) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

(c) Presiding Officer

- (i) The Chair chairs every Annual General Meeting or Special Meeting of the Society. The Vice-Chair chairs in the absence of the Chair.
  - (ii) If neither the Chair nor the Vice-Chair is present within one (1) hour after the set time for the Annual General Meeting or Special Meeting, the Members present are to choose one (1) of the Members to chair the meeting.
- (d) Adjournment
  - (i) The Chair or Vice-Chair may adjourn any Annual General Meeting or Special Meeting with the consent of the Members at the meeting. Only the unfinished business from the initial meeting shall be conducted at the adjourned Annual General Meeting or Special Meeting.
  - (ii) No notice of adjournment is necessary if the Annual General Meeting or Special Meeting is adjourned for less than thirty (30) days.
  - (iii) The Association must give notice when the Annual General Meeting or Special Meeting is adjourned for thirty (30) days or more.
- (e) Voting
  - (i) Each voting Full Member has one vote per stallion nominated by the Member in accordance with section 2.7(b) herein, providing that any such nomination must be made at least (30) days before the Annual General Meeting or Special Meeting in order for the vote corresponding to that stallion to be granted at that meeting. A show of voting cards provided by the Association at the time of meeting registration decides every vote at every Annual General Meeting or Special Meeting. A ballot is used if at least five (5) voting Members request same.
  - (ii) The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
  - (iii) A voting Member may not vote by proxy.
  - (iv) A majority of the votes of the voting Members present decides each issue and resolution, unless the issue must be decided by a Special Resolution.
  - (v) The Chair declares a resolution as being carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
  - (vi) Five (5) voting Members may request a ballot vote. In such case, the Chair or the presiding officer may set the time, place and method for a ballot

vote. The result of the ballot is the resolution of the Annual General Meeting or Special Meeting.

- (vii) Members may withdraw their request for a ballot vote.
- (viii) The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

(f) Failure to Give Notice of Meeting

No action at an Annual General Meeting or a Special Meeting is invalid due to:

- (i) accidental omission to give any notice to any Member;
- (ii) any Member not receiving any notice; or
- (iii) any error in any notice that does not affect the meaning of the notice.

(g) Written Resolution of All the voting Members

All voting Members may agree to and sign a resolution. This resolution is as valid as one passed at an Annual General Meeting or a Special Meeting. In such event, it is not necessary to give notice of or to call an Annual General Meeting or a Special Meeting. The date on the resolution is the date it is passed.

## **ARTICLE 4 – THE GOVERNANCE OF THE SOCIETY**

### **4.1 The Board of Directors**

(a) Governance and Management of the Association

The Board governs and manages the affairs of the Association.

(b) Powers and Duties of the Board

The Board has the powers of the Association, except as stated in the Act. The powers and duties of the Board include:

- (i) promoting the objectives of the Association;
- (ii) maintaining and protecting the Association's assets;
- (iii) approving an annual budget for the Association;
- (iv) paying all expenses for operating and managing the Association;
- (v) investing any extra monies;
- (vi) financing the operations of the Association and borrowing or raising monies;
- (vii) making policies for managing and operating the Association;
- (viii) maintaining all accounts and financial records of the Association;

- (ix) every year appointing two (2) Members of the Association to audit the financial records of the Association;
- (x) appointing legal counsel as necessary; and
- (xi) without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Association.

(c) Composition of the Board

The Board consists of Directors who are Full Members elected as Directors at the Annual General Meeting from among the voting members, but consisting of not more than ten per cent (10%) of the Full Members of the Association.

- (i) The Board consists of the Past President, and Directors who are Full Members elected as Directors at the Annual General Meeting from among the voting Members.
- (ii) The Past President must be a Full Member in good standing with the Association. The Past President may as his/her choice choose not to be a member of the Board of Directors.
- (iii) The Board will consist of an odd number of Directors to a maximum of 15 members.

(d) Election of the Directors

- (i) The applicants for incorporation of the Association shall appoint the initial Directors, who shall hold office until their successors are elected. Directors shall be elected by the Members at the Annual General Meeting.
- (ii) The term of Directors shall be two (2) years. There shall be no fixed maximum number of years Directors can serve on the Board.
- (iii) To be eligible, Directors must be a Full Member in good standing with the Association for two (2) consecutive calendar years immediately prior to nomination.

(e) Ceasing to be a Director

- (i) A Director shall cease to be a Director:
  - (A) if the Director resigns his office by delivering a written resignation to the Secretary of the Association;
  - (B) if the Director ceases to be a Full Member of the Association;
  - (C) if the Director is petitioned or makes an assignment into bankruptcy for the benefit of her or his creditors;
  - (D) if he becomes of unsound mind;
  - (E) on death of the Director; or

- (F) if at a Special Meeting of Members a resolution for the removal of such Director is passed by a majority vote of the voting Members present at the meeting.
  - (ii) If a Director is charged with a criminal offence, the Director shall be suspended as a Director until such time as he is acquitted of the offence. If the Director is not acquitted of the offence within six (6) months of being charged, or is convicted of the offence, he shall cease to be a Director at the Board's discretion.
  - (iii) If there is a vacancy on the Board, the remaining Directors may appoint a voting Member in good standing to fill that vacancy for the remainder of the term.
  - (iv) A Director can be removed from his/her position on the Board for missing three (3) consecutive meetings/electronic votes without consent of the Board.
- (f) Meetings of the Board
- (i) The Board holds at least four (4) meetings each year.
  - (ii) The Chair calls the meetings. The Chair also calls a meeting if one third (1/3) of the Directors make a request in writing and state the business for the meeting.
  - (iii) At least ten (10) days notice of Board meetings shall be mailed or e-mailed to each Director at the Director's last known address or email address. Alternatively, there may be five (5) days notice by telephone. Directors may waive notice.
  - (iv) A majority of the Directors present at any Board meeting constitutes a quorum.
  - (v) If there is no quorum, the Chair may adjourn the meeting to another time, place, and day. The Directors present at this later meeting will constitute a quorum. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place unless proper notice has been given to the Directors of any changes in the agenda.
  - (vi) Each Director has one (1) vote.
  - (vii) The Chair does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

- (viii) Meetings of the Board are open to Members, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave the meeting;
- (ix) All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. In such event, it is not necessary to give notice of or to call a Board meeting. The date on the resolution is the date it is passed.
- (x) A meeting of the Board may be held by conference call. Directors who participate in this call are considered present for the meeting.
- (xi) Under certain conditions, a motion approved by electronic mail shall be deemed to have been passed as if those voting by electronic mail were present at a duly called meeting of the Board. The conditions for a valid motion and vote by electronic mail are:
  - (A) at least two-thirds (2/3) of Board members take part in the vote;
  - (B) a majority of those voting are in favor of the motion;
  - (C) the e-mail vote takes place over no more than seven (7) business days; and
  - (D) such motions and the result thereof shall be reflected in the minutes of the next duly convened Board meeting for which minutes are prepared.
- (xii) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

#### 4.2 **Officers**

- (a) The Officers of the Association are the Chair, Vice-Chair, Secretary/ Treasurer.
- (b) At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following year.
- (c) The Officers hold office until re-elected or until a successor is elected. If an Officer resigns his office or otherwise ceases to hold office, the Board may appoint another Director to fill the office.
- (d) Duties of the Officers
  - (i) The Chair:
    - (A) supervises the affairs of the Board;
    - (B) when present, chairs all meetings of the Association and the Board;
    - (C) ensures the Board work plan is being carried out effectively;

- (D) acts as the spokesperson for the Association.
- (ii) The Vice-Chair:
  - (A) shall, in the absence or disability of the Chair, perform all of the duties and exercise all of the powers of the Chair; and
  - (B) performs all such other duties and exercises all such other powers as shall from time to time be determined by the Board.
- (iii) The Secretary/ Treasurer
  - (A) attends all meetings of the Association and the Board;
  - (B) keeps accurate minutes of these meetings;
  - (C) has charge of the Board's correspondence;
  - (D) ensures that all notices of various meetings are sent;
  - (E) chairs meetings of the Board in the absence of the Chair or Vice-Chair.
  - (F) ensures all monies of the Association are deposited in a chartered bank, treasury branch, or trust company chosen by the Board;
  - (G) ensures a detailed account of revenues and expenditures is presented to the Board as requested;
  - (H) ensures a statement of the financial position of the Association is prepared and presented at the Annual General Meeting.
  - (I) keeps on file a recorded record of all meetings, as a back up for all written minutes. If a recorder is not available the meeting continue.
- (e) Ceasing to be an Officer
  - (i) An Officer shall cease to be an Officer:
    - (A) if the Officer resigns his office by delivery of a written resignation to the Secretary of the Association;
    - (B) if he or the company he represents, as the case may be, ceases to be a Full Member;
    - (C) if the Officer is petitioned or makes an assignment into bankruptcy for the benefit of her or his creditors;
    - (D) if he becomes of unsound mind;
    - (E) on death; or
    - (F) if a resolution for the removal of such Officer is passed by a majority of the Directors.
  - (ii) If a Director is charged with a criminal offence, the Director shall be suspended as a Director until such time as he/she is acquitted of the offence. If the Director is not acquitted of the offence within six (6)

months of being charged, or is convicted of the offence, he/she shall cease to be a Director at the Boards discretion.

#### 4.3 **Standing Committees**

The Board shall establish the following standing committee:

- (a) **Executive Committee**
  - (i) Consists of the Chair, Vice-Chair, Secretary, Treasurer;
  - (ii) Is responsible for planning agendas for Board meetings, carrying out emergency and unusual business between Board meetings, reporting to the Board on actions taken between board meetings, and carrying out other duties as assigned by the Board.

The Board may establish any one or more of the following standing committees:

- (b) **Personnel Committee**
  - (i) Consists of the Vice-Chair, who is the Chairperson, and two (2) other Members appointed by the Board;
  - (ii) Is responsible for recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits, and carrying out other duties assigned by the Board.
- (c) **Finance Committee**
  - (i) Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board;
  - (ii) Is responsible for recommending policies pertaining to budget, funds and property acquisitions, investments and disbursements, Board and committee expenditures, annual audits and any other duties assigned by the Board.
- (d) **Legal Committee**
  - (i) Consists of three (3) Members appointed by the Board;
  - (ii) Is responsible for recommending policies pertaining to the Association's bylaws, contracts, leases and any other duties assigned by the Board.
- (e) **Special Projects**
  - (i) Consists of three (3) Members appointed by the Board;

- (ii) Is responsible for the development, implementation and ongoing management of Board approved projects and any other duties assigned by the Board.
- (f) Operational Policies Committee
  - (i) Consists of three (3) Members appointed by the Board;
  - (ii) Is responsible for the development, implementation and maintenance of policies and procedures for programs operated by the Association and any other duties assigned by the Board.
- (g) Marketing and Promotions Committee
  - (i) Consists of three (3) Members appointed by the Board;
  - (ii) Is responsible for recommending policies pertaining to the marketing, promoting and visual identity of the Association and any other duties assigned by the Board.
- (h) Fundraising Committee
  - (i) Consists of three (3) Members appointed by the Board;
  - (ii) Is responsible for recommending policies pertaining to fundraising programs for the Association and any other duties assigned by the Board.

## **ARTICLE 5 - FINANCE AND OTHER MANAGEMENT MATTERS**

### **5.1 The Registered Office**

The Registered Office of the Association is located at Box 13, Site 503, RR#5 Stony Plain, Alberta T7Z 1X5

### **5.2 Finance and Auditing**

- (a) The fiscal year of the Association ends on Nov. 30, 2011, and on Nov. 30<sup>th</sup> of every year thereafter.
- (b) An audit of the Association's financial records will occur every year. The audit will be undertaken by two (2) Members of the Association as selected by the Board of Directors. The audit will consist of a procedure list as approved by the Board Of Directors.
- (c) At each Annual General Meeting of the Society, the Treasurer submits a complete statement of the audited financial records for the previous year.

### **5.3 Seal of the Society**

The Board may adopt a seal for the Association. The seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers. The seal shall be kept at all times at the Registered Office or such other location as may be approved by the Board. The seal will be kept by an authorized Officer.

#### **5.4 Cheques and Contracts of the Association**

- (a) Any two (2) of the Directors and Officers will have authorization to sign cheques drawn on the accounts of the Association. Two signatures are required on all cheques.
- (b) Any two (2) of the Directors and Officers must sign all contracts of the Association or other persons authorized to do so by resolution of the Board.

#### **5.5 The Keeping and Inspection of the Financial and Other Records of the Association**

- (a) All financial and other records of the Association are to be kept at all times at the Registered Office or at such other location as may be approved by the Board.
- (b) The Secretary keeps a copy of the minute books and records minutes of all meetings of the Members and of the Board.
- (c) The Secretary keeps the original minute books at the Registered Office. This record contains minutes from all meetings of the Association, and the Board.
- (d) The Board keeps and files all necessary books and records of the Association as required by these Bylaws, the Act, or any other statute or laws.
- (e) A Full Member wishing to inspect the books or records of the Association must give reasonable notice to the Chair, Vice-Chair or the Secretary of the Association of his intention to do so.
- (f) Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours.
- (g) All financial records of the Association are open for such inspection by the Full Members. Full Members requesting this information must contact the Association executive committee and permission will be granted at the discretion of the committee.
- (h) Other records of the Association are also open for inspection by the Full Members, except for records that the Board designates as confidential.

#### **5.6 Borrowing Powers**

The Association may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise the money, including by mortgaging or otherwise creating a security interest in real or personal, movable or immovable, property of the Association to secure any debenture, note or other evidence of indebtedness or obligation of the Association, providing that any such debenture may not be issued except by way of special resolution.

#### **5.7 Payments**

- (a) No Member, Director or Officer of the Association may receive any payment for his services as a Member, Director or Officer.
- (b) Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

#### **5.8 Protection and Indemnity of Directors and Officers**

- (a) Each Director or Officer holds office with protection from the Association. The Association defends, indemnifies and saves harmless each Director or Officer from and against all judgments, claims, causes of action, damages, costs, charges and expenses that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- (b) No Director or Officer is liable for the acts of any other Director or Officer. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.
- (c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

### **ARTICLE 6 - AMENDING THE BYLAWS**

#### **6.1 Cancellation of Bylaws**

These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Association.

#### **6.2 Notice to Change Bylaws**

Members will be given no less than thirty (30) days notice of the Annual General Meeting or Special Meeting specifying the details of the proposed resolution to rescind, alter or add to these Bylaws.

### **6.3 Bylaws Taking Effect**

The amended bylaws take effect after approval by Special Resolution at the Annual General Meeting or Special Meeting and registration of the amended bylaws by the Registrar.

## **ARTICLE 7 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

### **7.1 Dividends**

The Society shall not pay any dividend or distribute its property among its Members.

### **7.2 Dissolution of Society**

If the Society is dissolved, after payment of all debts and liabilities, all remaining assets will be given to a qualified donee described in subsection 149.1(1) of the *Income Tax Act*

## **ARTICLE 8 – RESCISSION OF PREVIOUS BYLAWS**

These Bylaws, having been approved by Special Resolution, shall be effective upon the same having been registered with the Registrar under the Act, and by the fact of such registration all previous bylaws of the Society shall be rescinded.