

THE ALBERTA CARRIAGE DRIVING ASSOCIATION

(ACDA)

By-Laws

Article 1. Name

The name of the association is THE ALBERTA CARRIAGE DRIVING ASSOCIATION.

Article 2. Objects and Purposes

- 2.1 To foster and stimulate interest in the equestrian sport of Combined Driving.
- 2.2 To promote, encourage, and assist combined driving events, pleasure driving and all other types of driving competitions and the art of horsemanship generally.
- 2.3 To act as liaison with both the Provincial and Federal Governments and the Alberta Equestrian Federation in respect to furthering the interest and opportunities for its members to participate in the sport of combined driving, pleasure driving, and all other types of driving competitions.
- 2.4 To accept, receive and take by devise, bequest or gift and to hold, possess and enjoy, for the objects of the Association, donations, gifts, grants, devises and bequests of real and personal property of all kinds and upon such terms and conditions and upon such trusts as the donor or donors of any such property may prescribe.

Article 3. The operation of the Society will be carried on from such place within the Province of Alberta as will be determined from time to time by the membership.

Article 4. Board of Directors and Officers

- 4.1 The affairs of the Association will be managed by a board of Directors, each of whom will be a member of the Association and will be elected at the Annual General Meeting of each Chapter from amongst their Senior and Adult family members.
- 4.2 The Board will consist of two (2) members from each area Chapter as well as the immediate Past President of the Association if he/she is still resident in the province.
- 4.3 Election – In the first year of operation of the Association with the areas electing the Directors, two Directors will be elected by each area Chapter, one of which will serve a one year term and the other will serve a two year term. A retiring Director may stand for reelection. Subsequent to the first year one Director will be elected at the area Chapter Annual General Meeting to replace the Director whose term has expired.

4.4 Casual Vacancies - The Board will have the power to fill any casual vacancy in its numbers by appointing a person from amongst those qualified and such appointees will be a Director for the unexpired portion of the term of the member whose position on the Board is being filled.

4.5 Powers -

- a. The Board will manage the affairs of the Association subject to any direction properly given by the members and in that connection will have the right and power to do and perform all such acts, matters and things as are requisite and normal in the circumstance.
- b. The Board may establish committees and appoint and dismiss the Chairman and members thereof and define their duties.
- c. The Board may make such rules or regulations to govern the management of the Association and the conduct of its members as may be necessary. Any such rule or regulation may be altered or replaced by the members at an Annual Meeting or a Special General Meeting called for that purpose but notice in writing of such intention to alter or replace such rules or regulations must be handed in writing to the Secretary 30 days prior to the Annual Meeting or at the time of requesting a Special General Meeting, which later may be called upon a signed request by not less than 20 members
- d. The Board may from time to time hire or discharge a manager or such other employees as it deems necessary and define the terms of any such employment.
- e. The Board may by unanimous vote of all its members, other than a director to whom this clause may apply, dismiss any Director who without good reason has failed to fulfill his duties and obligations as a Director of the Association and in particular who has;
  - Failed to attend three consecutive meetings of the Board properly convened, without good reason or explanation to the Secretary of his impeding absence.
  - Declined activity in the affairs of the Association other than mere attendance at meetings of the Board.

4.6 Limitation of Powers

The Board may not without the consent of a General Meeting incur any indebtedness other than normal operating expenses whether by way of loan, mortgage, charge or otherwise.

4.7 Meetings

- a. The Board will meet at the call of the President but in any event not less than once in each year not including a Board meeting held within 30 days before or after the Annual General Meeting.
- b. The Board will meet at the request of any five of its members.

- c. Notice of each meeting of the Board will be forwarded by the Secretary by mail to each Director at least 15 days prior to such meeting.
- d. A majority of the Directors will constitute a quorum at any meeting of the Board,
- e. The President or in his absence, the vice-president, will chair the meetings of the Board, or, if neither is present, those Directors present will elect a Chairman.
- f. Meetings of the Board of Directors and/or the Executive Committee may be held in person or by conference telephone call or by electronic media, or the Board or Committee members may be canvassed by mail by the President.

#### 4.8 Voting

- a. Questions arising at any meeting of the Directors will be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting, in addition to his original vote, will have a second or casting vote.

All votes at any such meeting will be taken by ballot, if so demanded by any director present, but if no demand be made the vote shall be taken in the usual way by voice or a show of hands of assent or dissent. Proxies shall not be valid at meetings of Directors.

- b. All questions to be determined by vote of the Board will be in the form of a motion duly moved and seconded.
- c. A motion proposed and seconded and consented to in writing, or by electronic media, by the members of the Board will have the same validity as if it had been proposed, seconded and passed at a regular meeting. Such motion must be entered in the minute book and the duly signed consent in writing must also be retained therein.
- d. There will be no voting by proxy.

4.9 The Secretary will cause proper minutes to be kept of the proceedings of all meetings of the Board, which will be counter signed by the President.

4.10 Custody of Seal. The Board of this Association does not possess a seal.

## Article 5

### Classes of Membership

- 5.1
  - a. Family memberships is determined as a household of adults and such of their children as are less than 18 years of age, as of January 1<sup>st</sup> of the current year.
  - b. Adult membership will be individuals 18 years and over as of January 1 of the current year.
  - c. Junior membership will be those individuals who have not reached their eighteenth birthday as of January 1st of the current year and who pay

the prescribed membership fee, but who will not hold office or be entitled to vote on fiscal matters.

- d. Supporter members will be individuals, clubs and companies who pay the prescribed membership fee, but who will not hold office or be entitled to vote on fiscal matters.
- 5.2 Family membership will only entitle that family to one vote.
- 5.3 Application for Membership – Every application for membership in the Association will be made in such form as the Board may from time to time, prescribe and will be approved by the Board.
- 5.4 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- 5.5 A member in good standing is a member who has complied with the regulations herein set forth and who is not in arrears of membership or other fees or dues, or suspended.
- 5.6 No member will be entitled to any rights and privileges of the Association during any year until his annual fee for that year is paid. On December 30th in each year all members who paid for the preceding, but who have not paid for the current year, will be removed from the membership roll.
- 5.7 No applicant will be entitled to vote at an Annual General Meeting unless he has been a paid up member for a minimum of thirty (30) days prior thereto.
- 5.8 The Board of Directors will have the power to suspend or expel any member who fails to observe any rule herein set forth. The Board of Directors may also suspend members after due deliberation for continued infractions of Association rules. A member who is suspended will cease to have or exercise any of the rights or privileges of a member during the period of this suspension. A member so suspended may during the following calendar year again make application for membership.

#### Article 6 Election of Officers and Executive

- 6.1 The persons so elected or appointed will be known as the Executive and will hold office until immediately after the next ensuing Annual General Meeting.
- 6.2 The President and either of the two of the designated members of the Board will have fiscally signing authority for the Association.
- 6.3 Duties – The members of the Executive will perform such duties as are normal to the office and will hold and exercise such powers as are normal in the circumstances.

- 6.4 Limitations to the fiscal power of the Executive. – No member of the Executive may authorize or sign cheques or make transactions in excess of 500 hundred (\$500.00) dollars unless such transactions have the prior approval of the Board of Directors as evidenced by a minute of a motion made, seconded and carried by a majority of the Board.
- 6.5 Limitations to the Duration of Office of President – The office of President will be for a maximum period of two years after which he will retire, but may stand for reelection after 2 years out of that office.

## Article 7

### General Meetings

- 7.1 Annual General Meeting. – The Association will hold an Annual General Meeting each year at a place in the Province of Alberta as the Board may prescribe.
- 7.2 Agenda of Annual General Meeting
- To receive and consider the report of the President on behalf of the Board.
  - To receive and consider the report of the Association Treasurer.
  - To receive and consider the report of the Association's Auditors.
  - To elect new auditors for the year.
  - To elect Directors for the ensuing year to the number required.
  - To transact any special business properly brought before the meeting.
  - To transact such other business as is normally transacted at an Annual General Meeting.
  - To appoint the required number of representatives to Drive Canada for the ensuing year.
- 7.3 Notices – Written notice specifying the place, date and hour of the Annual or Special General Meeting will be given to all members of the Association not less than fifteen (15) days prior to the holding of the meeting. The non-receipt of such notice by a member will not invalidate the proceedings of such meeting.
- 7.4 Proceedings at Annual and Special General Meetings
- A quorum for the transaction of business will be twenty (20) members or 5% of the membership whichever is lesser.
  - If, after the expiration of 30 minutes from the time appointed for an Annual or Special general Meeting, a quorum is not present, it will stand adjourned to a date within the next 30 days to be named by the Chairman. In the case of a Special General Meeting it will stand adjourned indefinitely.
- 7.5 Minutes: The secretary will cause minutes of the proceedings of every meeting to be kept and such will be signed as correct by the Chairman.
- 7.6 Voting
- At all meetings of members every member entitled to vote will have one vote. All matters to be decided by the majority of votes cast save as to the amendments to these Bylaws which will require a  $\frac{3}{4}$  majority of the votes cast.
  - A change to the Bylaws may take place at an Annual General Meeting or a Special General Meeting called for that purpose. Notice of all proposed

amendments will be in the hands of the Secretary at least 75 days in advance of the Annual General Meeting or a Special General Meeting called for that purpose. The proposed amendments will be included in the Notice of Meeting to all members otherwise the meeting will have no power to deal with them.

• Proxies may be used at any Special or Annual General meeting of members. Use of proxies will be limited to such items as are outlined in the Agenda accompanying the Notice of Meeting. Proxies may only be submitted by members in good standing. They will be produced and checked by the Secretary and will be in form set out here below.

A.C.D.A. Proxy

I \_\_\_\_\_ hereby appoint \_\_\_\_\_

a member in good standing with the ACDA to present my vote at the Annual/Special Meeting to take place on the \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ (City)

\_\_\_\_\_ (Province).

Signed \_\_\_\_\_ Dated \_\_\_\_\_

Article 8 Financial

- 8.1 Financial year – The Association financial year will begin on the first day of October in each year and end on the last day of the succeeding September.
- 8.2 Books of Accounts – Proper books of account will be kept to reflect the financial transactions of the Association and such accounts will be audited within 20 days of the end of the fiscal year by the Association and/or its auditors and the correctness thereof or otherwise ascertained and certified by the signatures of at least 2 Directors in addition to the Auditors when used.

Article 9 Reimbursement

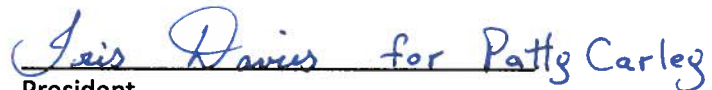
- 9.1 The Association will indemnify and hold harmless every member of the Board and the officers and servants of the Association from and against any and all claims or demands resulting directly or indirectly from the proper discharge of his duties to the Association.
- 9.2 Fees and Expenses: The Association may pay the reasonable and proper fees and expenses of a Director where the same have been earned or incurred at the request of the Board.
- 9.3 Membership Fees: Fees will be established by the Board of Directors. Memberships will be due at the date of the Annual General Meeting each year, but not later than November of the current year.

Article 10      Wherever the context permits in the Constitution the singular will include the plural and the masculine and the feminine.

Article 11      Dissolution Clause

In the event that the Alberta Carriage Driving Association is dissolved, all remaining gaming proceeds after payment of liabilities will be donated to a qualified non-profit equestrian organization

Dated this 9th day of November 2014.



President

Alberta Carriage Driving Association



Secretary

Alberta Carriage Driving Association