

## HARNESS RACING B.C. SOCIETY

S-0056247

### CONSTITUTION

1. The name of the society is Harness Racing B.C. Society (the "Society").
2. The purposes of the Society are to promote and advance the Standardbred Horse Industry in British Columbia, by:
  - a) providing services to members and the Industry,
  - b) promoting the Industry to the public, governments, the news media, and others,
  - c) raising the standards of the Industry,
  - d) representing members and the Industry to the public, governments, Racing Associations, the news media, and other horse breeding and racing associations,
  - e) improving the living and working conditions of members, their employees, and other Industry personnel,
  - f) providing for the care of disabled or destitute persons who are or were employed in or associated with the Industry,
  - g) acquiring, receiving, selling, leasing, disposing of and otherwise dealing in any way real and personal property of all types to further its purposes, and
  - h) doing all such things as may be incidental or ancillary to attaining these purposes.

**Pursuant to sections 190 and 191 of the Societies Act, the Society is not a member-funded society.**

### 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) "Authorized Representative" means a person who is appointed to represent a member that is a corporation, association, or partnership,
  - d) "Board" or "Board of Directors" means the directors of the Society for the time being, acting as a body,
  - e) "Breeder" means a person who is the registered owner or lessee of one or more Standardbred Horses, at least one of which has been bred or used for breeding within the two years immediately preceding the date on which the person applies for membership,
  - f) "director" means a director of the Society,
  - g) "Gaming Policy and Enforcement Branch" means the British Columbia Gaming Policy and Enforcement Branch, or any successor to it that regulates the Industry,
  - h) "general meeting" includes an AGM and a special general meeting,
  - i) "member" means a member of the Society,

- j) "Owner" means the owner of one or more registered Standardbred Race Horses or the manager of a Standardbred Race Horse syndicate, who is licensed by the Gaming Policy and Enforcement Branch and Standardbred Canada, or who was so licensed during the six months immediately preceding the date on which the person applies for membership,
- k) "Racing Association" means a business or association operating a Standardbred Horse racing facility in British Columbia,
- l) "Society" means Harness Racing B.C. Society,
- m) "Standardbred Horse" means a horse that is registered with or recognized as a standardbred horse by Standardbred Canada,
- n) "Standardbred Horse Industry" or "Industry" means all those persons, corporations, and associations that own, breed, train or race Standardbred Horses in British Columbia,
- o) "Standardbred Race Horse" means a Standardbred Horse which is two years of age or older, and which has not been retired from racing or breeding,
- p) "Trainer/Driver" means a person who is the trainer, the driver, or the trainer and driver of one or more Standardbred Race Horses, who is licensed as such by the Gaming Policy and Enforcement Branch and Standardbred Canada, or who was so licensed during the six months immediately preceding the date on which the person applies for membership,
- q) "registered address" means a member's address as recorded in the register of members,
- r) "constitution", "bylaws", "special resolution" and "ordinary resolution" have the meaning given to them in the Act,
- s) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and fax,
- t) the singular includes the plural and vice versa, and
- u) persons include corporations and associations.

**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 purposes and activities of the Society must be carried out without purpose of gain for its members, and any profits or other accretions must be used to promote its purposes. This clause was previously unalterable.

**1.6** In the event of the winding-up or dissolution of the Society, all assets of the Society remaining after payment of all its liabilities, including the remuneration (if any) of a liquidator, must be given to organizations which are registered charities as described in the Income Tax Act (Canada) and which are determined by the Board at the time of winding-up or dissolution. This provision was previously unalterable.

## ***Part 2 - Membership***

**2.1** 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.

**2.2** 1) There are three categories of members: Active, Associate, and Honourary.

2) An Active Member must be:

- a) a Breeder, an Owner, or a Trainer/Driver who is 18 years of age or older,
- b) a corporation, association, or partnership that owns and operates a breeding establishment for Standardbred Horses, or
- c) a non-resident of British Columbia that owns and operates a breeding establishment for Standardbred Horses that is located in British Columbia.

3) An Associate Member is a person who:

- a) is licensed as a groom by the Gaming Policy and Enforcement Branch, or
- b) is less than 18 years of age, or
- c) supports the purposes of the Society, but who is not eligible to be an Active Member.

4) An Honourary Member is:

- a) a person who has performed distinguished service to the Society or the Industry, and
- b) appointed by resolution of the Board.

5) The membership year is from January 1<sup>st</sup> – December 31<sup>st</sup>.

6) All members have the right to notice of, to attend, and to speak at general meetings. Only Active Members have the right to vote, and only Active Members who are Owners, Breeders, or Trainer/Drivers may be elected as directors.

**2.3** An application for membership must:

- a) be written and in a form approved by the Board,
- b) include the full name, address, e-mail address, and telephone number of the applicant,
- c) indicate the category the applicant wishes to belong to,
- d) in the case of an applicant that is a corporation, association, or partnership, appoint an Authorized Representative,
- e) provide such other information as the Board may reasonably require, and
- f) include annual membership dues and any other applicable fees.

**2.4** 1) A person may apply to the Board for membership, and becomes a member on:

- a) meeting the requirements of bylaws 2.2 and 2.3, and
- b) acceptance by the Board.

- 2) The Board may in its sole discretion approve, postpone, or refuse an application for membership, and determine the category to which a member belongs.
  - 3) The amounts of annual membership dues for all categories of members must be set by resolution of the Board. An Honourary Member is exempt from payment of annual membership dues.
  - 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.
- 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 each member a reasonable time before the date on which membership must be renewed.
- 2.6** Every member and director must comply with:
- a) the Act,
  - b) the constitution and bylaws,
  - c) all policies and regulations created by the Board, including a code of ethics and code of conduct, and
  - d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.7**
- 1) A member ceases to be a member on:
    - a) delivering a written resignation to the Society,
    - b) death,
    - c) in the case of a member that is incorporated, on dissolution,
    - d) having been a member not in good standing for 45 days, or
    - e) being expelled.
  - 2) An Active Member who is an Owner, a Breeder or a Trainer/Driver ceases to be an Active Member at the end of the calendar year in which the member ceases to be an Owner, a Breeder or a Trainer/Driver, but may then become an Associate Member.
- 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** A member may be suspended or expelled by resolution of the Board, provided that:
- a) a simple majority of the directors then in office are in favour of the resolution,
  - b) the suspension or expulsion is for substantive failure to comply with the constitution or bylaws, or for conduct prejudicial to the Society, notice of which in either case has been given to the member,
  - c) notice of the resolution is accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion, and
  - d) the member is given reasonable notice of the resolution, and an opportunity to be heard at the meeting before the resolution is voted on.

### ***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, Authorized Representative, 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 10% of the Active Members, but not less than 25 such members, personally 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 fourteen 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) The following members are voting members, and have the right to one vote each at a general meeting:

- a) An Active Member who is in good standing, and
- b) An Honourary Member who was an Active Member on the date of becoming an Honourary Member.

2) A member that is incorporated may vote by its Authorized Representative, who is entitled to speak and vote, and in all other respects exercise the rights of that member, and who must be reckoned as a member for all purposes with respect to a general meeting.

3) 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.

- 4) 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.
- 5) The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.
- 6) 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.
- 7) 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** 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.

- 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 twelve directors.

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

- a) an Active Member in good standing who is a Breeder, an Owner, or a Trainer/Driver, or
- b) an Honourary Member who was an Active Member on the date of becoming an Honourary Member,

or the Authorized Representative of such a member.



- 3) The numbers of directors who are Owners, Breeders, and Trainer/Drivers must at all times be equal. A member who earns income as a Trainer/Driver is not eligible to be a director as an Owner or a Breeder.
- 4) 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.
- 5) Two directors who are Owners, two who are Breeders, and two who are Trainer/Drivers must be elected at each AGM.
- 6) At the adjournment of the AGM:
  - a) six directors, or so nearly to six directors as is reasonably practicable, must have remaining terms of two years, including two directors who are Breeders, two who are Owners, and two who are Trainer/Drivers, and
  - b) six directors, or so nearly to six directors as is reasonably practicable, must have remaining terms of one year, including two directors who are Breeders, two who are Owners, and two who are Trainer/Drivers.

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

- 7) In an election, each Active Member has as many votes as there are positions to be filled. A voter must not cast more than one vote for a candidate.
- 8) Where an election is for positions of different terms, those candidates with the greatest number of votes are elected to the longer terms.
- 9) Where the number of candidates is equal to or fewer than the number of vacant positions, the candidates must be declared elected.
- 10) A director takes office at the adjournment of the AGM, or when appointed.

#### **6.4**

- 1) 45 days before the AGM, the Board must:
  - a) set the dates on which nominations must be received or made, ballots will be sent to members, ballots must be received, and ballots will be counted,
  - b) appoint a Nominations Committee, made up of six Active Members, none of whom is a candidate, and
  - c) inform members by such means as the Board deems effective as to the procedures and dates for nominations and elections.
- 2) Two members of the Nominations Committee must be Owners, two must be Breeders, and two must be Trainer/Drivers.
- 3) Subject to the direction of the Board, the Nominations Committee must nominate, and solicit the nomination of, sufficient candidates to fill the vacancies.
- 4) A candidate must comply with bylaw 6.3 (2), and must:
  - a) be nominated by the Nominations Committee or two Active Members,
  - b) consent to the nomination, in writing or in person,
  - c) declare at the time of nomination whether the candidate is a Breeder, an Owner, or a Trainer/Driver, but a member who earns income as a Trainer/Driver is not eligible to be a candidate as a Breeder or an Owner,
  - d) have been ordinarily resident in British Columbia for at least one year,

- e) not be a director, officer, employee or shareholder of a Racing Association, and
  - f) be qualified to be a director pursuant to section 44 of the Act,
- 5) The Nominations Committee must ensure that candidates comply with bylaw 6.4 (4).
- 6.5**
- 1) If, at date set for the close of nominations, there are more candidates than there are positions to be filled for directors who are Breeders, who are Owners, who are Trainer/Drivers, or any combination thereof, an election must be conducted by mail ballot, and the Board must forthwith appoint a returning officer.
  - 2) The returning officer must prepare a ballot with the names of all candidates printed in alphabetical order, and mail an election package to each Active Member.
  - 3) The election package must contain:
    - a) a ballot,
    - b) an unmarked sealable ballot envelope, in which the ballot must be placed,
    - c) a return envelope addressed to the returning officer, which must be markable so that the returning officer can verify the voter's name and membership status, and in which the ballot envelope must be placed,
    - d) where permitted by the Board, an autobiographical statement from each candidate,
    - e) any other information which the Board deems useful or necessary, and
    - f) clear instructions for voting, including the date by which the return envelope must be received by the returning officer.
  - 4) A candidate in an election has the right to appoint a scrutineer, who has the right to attend when ballots are verified, opened, and counted.
  - 5) The returning officer must, within seven days after the date set for return of the ballots, and in the presence of any appointed scrutineers:
    - a) receive the return envelopes, and verify that each was received by the date set and was cast by an Active Member in good standing,
    - b) open the return envelopes and remove the ballot envelopes,
    - c) open the ballot envelopes and remove the ballots,
    - d) count the ballots, and
    - e) report the results of the election to the Board and to the Chief Executive Officer not less than seven days before the AGM.
  - 6) The returning officer must certify to the Board:
    - a) that the bylaws have been complied with,
    - b) the number of ballots cast,
    - c) the number of spoiled or illegible ballots,
    - d) the names of the candidates, the number of votes received by each, and the names of those who are elected.
  - 7) Ballots, ballot envelopes, return envelopes, and tally sheets must be retained by the returning officer for 30 days or, in the event of a protest, until the protest is determined.

- 8) The Board must notify all members of the result of a ballot so soon as is practicable after it is concluded, by such means as the Board deems effective.
- 6.6** A candidate can only campaign by circulating a biographical statement, and by orally soliciting votes, and must not campaign or solicit votes in any other manner which is not previously approved in writing by the Board. A candidate who contravenes this bylaw may, by resolution of the Board, have his or her candidacy disallowed.
- 6.7** 1) Nominations from the floor of the AGM are prohibited, unless there are fewer candidates for directors who are Breeders, who are Owners, or who are Trainer/Drivers than there are positions to be filled, in which case candidates who comply with bylaw 6.4 (4) may be nominated by two Active Members.
- 2) An election at the AGM must be by secret ballot, unless the number of candidates is equal to or fewer than the number of positions to be filled, or the members present unanimously agree that the election be by show of hands.
- 6.8** 1) 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 an Active Member in good standing, an Honourary Member, or the Authorized Representative of such a member,
  - 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.
- 2) A director who ceases to be an Active Member and who immediately becomes an Associate Member does not cease to be a director until the next following AGM, but is not then eligible to be re-elected.
- 6.9** 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.
- 6.10** The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 6.11** 1) The Board must appoint a person who is qualified under bylaw 6.4 (4) as a director, to fill a vacancy in the Board.
- 2) A director so appointed holds office only until the adjournment of the next AGM, at which time an election must be held to fill the remainder of the term (if any). The appointed director is eligible to be elected.
- 6.12** A director must not be remunerated for being or acting as a director, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- 6.13** A director and a senior manager must comply with the provisions of the Act with regard to disclosure and to conflicts of interest.
- 6.14** 1) A director must not be an employee or contractor of the Society for a period of one year after ceasing to be a director.

2) An employee or contractor of the Society must not be a director for a period of one year after ceasing to be an employee or contractor.

**6.15** 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 five.

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 mail 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) 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.

6) The Board must meet at least once in each quarter of the calendar year.

**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** 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 Board must at its first meeting following the AGM elect from amongst the directors a President, a Vice-President, and a Secretary-Treasurer, who are the elected officers, and who have a normal term of office ending at the adjournment of the next following AGM.
- 2) The President must have been a director for the year immediately preceding the date on which the President is elected or appointed.
- 3) The Board may:
- a) dismiss an elected officer at any time, and elect another director to take that person's place, and
  - b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.
- 4) An elected officer ceases to be an elected officer on:
- a) ceasing to be a director,
  - b) being dismissed pursuant to bylaw 8.1 (3)(a), or
  - c) resigning in writing.
- 8.2** The President must:
- a) chair all meetings of the Board and all general meetings,
  - b) supervise the other officers in the execution of their duties, and
  - c) perform such other duties as may be directed by the Board.
- 8.3** The Vice-President must:
- a) perform the duties of the President, in the President's absence or inability to act, and
  - b) perform such other duties as may be directed by the Board.
- 8.4** The Secretary-Treasurer 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,
  - d) filing the annual report and making any other filings with the Registrar pursuant to the Act,
  - e) receiving and banking all monies received by the Society,
  - f) keeping accounting records in respect of the Society's financial transactions,
  - g) preparing the Society's financial statements, and
  - h) making the Society's filings with respect to taxes.
- 8.5** In the absence of the Secretary-Treasurer from a meeting, the Board must appoint another individual to act as secretary.

**8.6** The Board may delegate performance of the duties of the Secretary-Treasurer to an employee.

**8.7** 1) The Board may appoint a Chief Executive Officer, and set the remuneration and terms and conditions of employment of that person.

2) The Chief Executive Officer:

- a) is an appointed officer, and may also be titled the executive director or general manager,
- b) must, subject to resolutions of the Board, manage the operations of the Society,
- c) reports to the Board, and
- d) is entitled to notice of, to attend, and to speak at, but not to vote at, meetings of the Board.

### ***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 authorized to do so 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 – Committees***

**10.1** 1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee. The Board must determine the name, members, chair, duties, authority, and responsibility of a committee.

2) A member of a committee must be a member, and the chair of a committee must be a director.

3) 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.

4) Subject to a resolution of the Board, a committee may meet and determine its procedures as it deems fit.

- 5) The President is a member of all committees, but may appoint the Vice-President to attend, to speak at, and to vote at a meeting of a committee in the President's place.
- 10.2** 1) The members of the Executive Committee are the President, Vice-President, Secretary-Treasurer, and Chief Executive Officer.
- 2) Subject to the direction of the Board, the Executive Committee is responsible for:
- a) managing the affairs of the Society, or supervising its management, between Board meetings,
  - b) contracts with Racing Associations, the horsemen's purse pool, and Teletheatre B.C., and
  - c) such other duties as may be required by the Board.
- 10.3** 1) The Owner Committee must be made up of:
- a) the four directors who are Owners, and
  - b) such other members as they may nominate, for appointment by the Board.
- 2) Subject to the direction of the Board, the Owner Committee is responsible for:
- a) advising the Board with regard to matters of concern to Owners,
  - b) race purses, race conditions, and open stakes, in cooperation with the Trainer/Driver Committee,
  - c) benevolent and backstretch conditions, in agreement with the Board,
  - d) marketing and promotion of the Standardbred Race Horse, and
  - e) such other duties as may be required by the Board.
- 10.4** 1) The Trainer/Driver Committee must be made up of:
- a) the four directors who are Trainer/Drivers, and
  - b) such other members as they may nominate, for appointment by the Board.
- 2) Subject to the direction of the Board, the Trainer/Driver Committee is responsible for:
- a) advising the Board with regard to all matters relating to training and driving of Standardbred Race Horses,
  - b) rules of racing,
  - c) race purses, race conditions and open stakes, in agreement with the Board,
  - d) benevolent and backstretch conditions, in cooperation with the Owner Committee,
  - e) marketing and promotion of the Standardbred Race Horse, and
  - f) such other duties as may be directed by the Board.
- 10.5** 1) The Breeder Committee must be made up of:
- a) the four directors who are Breeders, and
  - b) such other members as they may nominate, for appointment by the Board.

- 2) Subject to the direction of the Board, the Breeder Committee is responsible for:
- a) advising the Board with regard to all matters related to breeding of Standardbred Horses,
  - b) Standardbred Horse Industry Breeders stakes and programs, in co-operation with the Board,
  - c) marketing and sale of yearling Standardbred Horses, and
  - d) such other duties as may be directed by the Board.

***Part 11 – 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.