

Society Bylaw Change - Proof of Filing

Alberta Amendment Date: 2021/05/28

The Bylaws are filed as of 2021/05/28

Service Request Number: 35564152

Corporate Access Number: 5016355322

Business Number: 732266929

Legal Entity Name: NORTHERN ALBERTA REINED COW HORSE CLUB

Legal Entity Status: Active

Annual returns are outstanding for the 2020 file year(s).

Annual Return

File Year	Date Filed
2019	2020/03/31
2018	2019/06/21
2017	2019/06/21

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Consent	10000507111554379	2011/10/06
Bylaws	10000707111554378	2011/10/06
Notice of Address	10000307111554380	2011/10/06
Nuans	10000107111554381	2011/10/06
Application	10000907111554377	2011/10/06
Audited Financial Statement	10000407114951705	2012/12/03
Annual Return Form	10000807114951708	2012/12/03
Notice of Address	10000307114951701	2012/12/03
Audited Financial Statement	10000207117283118	2013/12/04
Annual Return Form	10000407117283117	2013/12/04
Audited Financial Statement	10000307120077902	2014/12/01
Annual Return Form	10000607120077905	2014/12/01
Audited Financial Statement	10000707123623614	2016/03/07

Notice of Address	10000407123623620	2016/03/07
Annual Return Form	10000007123623617	2016/03/07
Audited Financial Statement	10000407125798274	2017/02/03
Annual Return Form	10000707125798277	2017/02/03
Notice of Address	10000607129703817	2019/01/14
Bylaws & Special Resolution	10000107130244529	2019/04/16
Annual Return Form	10000507130297257	2019/06/21
Audited Financial Statement	10000307130297258	2019/06/21
Audited Financial Statement	10000707130297256	2019/06/21
Annual Return Form	10000907130297255	2019/06/21
Annual Return Form	10000007134539325	2020/03/31
Audited Financial Statement	10000807134539326	2020/03/31
Bylaws & Special Resolution	10000207134557115	2021/05/28

Registration Authorized By: SHAWNA HUSTED
AGENT OF NON-PROFIT ENTITY

The Registrar of Corporations certifies that the information contained in this proof of filing is an accurate reproduction of the data contained in the specified service request in the official public records of Corporate Registry.

Special Resolution



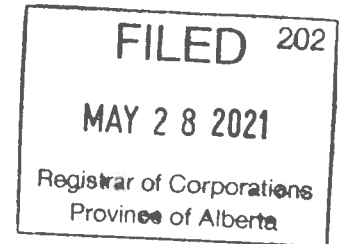
10000207134557115

I hereby certify that the following special resolution was passed at a meeting of the members of the Northern Alberta Reined Cow Horse Club on April 10, 2021.

The By Laws were changed as follows:

The existing By Laws are repealed, they are replaced by the attached By Laws

By Laws **Article II** is changed to read:



1. There will be one class of regular membership and each regular member will have one vote. The vote of regular members will not be transferable by proxies or otherwise. There will be one class of junior membership for persons eighteen (18) years of age or younger on January 1 of the current year. Junior members will have all the rights and privileges of regular members except the right to vote.

- 1. The Society shall have (3) categories of membership:

- a) Regular Members;
- b) Junior Members;
- c) Non-Voting members.

2. Membership is non-transferrable.

3. Once a member has signed the waiver and paid annual dues, the receipt is a Member of the Society and is deemed to be bound to the requirements and terms set out in these by-laws.

4. Only Members in Good Standing shall be allowed to compete in events hosted by the Society.

5. Regular Members:

- a) must be 18 years of age, be Alberta residents, and do not receive compensation for services provided to the Society (eg. Judge, clinician);
- b) shall pay the required dues as determined by the Board and approved by Members' Resolution of the Members;
- c) shall be the only category of membership entitled to vote at meeting of the Society.
- d) may, subject to their payment of dues and other requirements set out in the Rule Book, compete in events held by the Society;
- e) may withdraw their membership at any time by tendering their withdrawal in writing to the Board; and
- f) shall be the only members eligible to stand for nomination and election for board positions.

6. Junior Members:

- a) must be 18 years of age or younger;
- shall be subject to the same rights and obligation as Regular Members except they will not hold the right to vote at General Meeting of the Society.

7. Non- Voting Members:

- a) at the Board's discretion, Non-Voting memberships may be bestowed on persons in recognition of their contributions to the objects of the Society or services provided to the Society;
- b) shall not vote at General Meeting of the Society; and
- c) shall pay the required dues as determined by the Board and approved by Member's Resolution of the Members

8. Good Standing.

- a) Determination of Good Standing in the Society rests solely in the discretion of the Board. In determining Good Standing the Board shall consider:

- I) payment of annual dues;
- II) the conduct of the person towards other members of the Society and the public; and
- III) the conduct of the person with respect to the objects of the Society.

9. Any member in good standing may have access to the books and records of the Society at the Annual General Meeting, or at any time by making written request to the NARCHC Board of Directors.

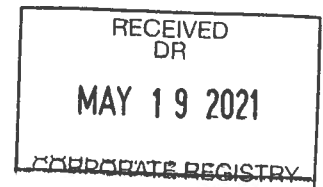
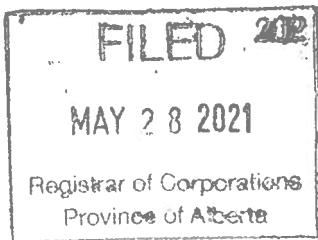
Article V #14 is deleted and replaced with:

Remuneration: Directors will not be compensated for their services in their capacities as Directors or members. In addition, no members or office will receive payment for services. They may be reimbursed for reasonable disbursements made in the name of the Society upon submission of a proper receipt and the approval of the disbursement by the Board.

A handwritten signature in black ink, appearing to read "Shawna Husted". The signature is fluid and cursive, with the first name being more prominent.

Shawna Husted

Northern Alberta Reined Cow Horse Club Executive Assistant



NORTHERN ALBERTA REINED COW HORSE CLUB
BY-LAWS

ARTICLE I NAME

1. The Society shall be known as the Northern Alberta Reined Cow Horse Club
2. The principal place of business of this society shall be the home of the Executive Director selected by the Board of Directors of the Society

ARTICLE II MEMBERS

1. There will be one class of regular membership and each regular member will have one vote. The vote of regular members will not be transferable by proxies or otherwise. There will be one class of junior membership for persons eighteen (18) years of age or younger on January 1 of the current year. Junior members will have all the rights and privileges of regular members except the right to vote.
 - 1. The Society shall have (3) categories of membership:
 - a) Regular Members;
 - b) Junior Members;
 - c) Non-Voting members.
2. Membership is non-transferrable.
3. Once a member has signed the waiver and paid annual dues, the receipt is a Member of the Society and is deemed to be bound to the requirements and terms set out in these by-laws.
4. Only Members in Good Standing shall be allowed to compete in events hosted by the Society.
5. Regular Members:
 - a) must be 18 years of age, be Alberta residents, and do not receive compensation for services provided to the Society (eg..Judge, clinician);
 - b) shall pay the required dues as determined by the Board and approved by Members' Resolution of the Members;
 - c) shall be the only category of membership entitled to vote at meeting of the Society.
 - d) may, subject to their payment of dues and other requirements set out in the Rule Book, compete in events held by the Society;
 - e) may withdraw their membership at any time by tendering their withdrawal in writing to the Board; and
 - f) shall be the only members eligible to stand for nomination and election for board positions.
6. Junior Members:
 - a) must be 18 years of age or younger;shall be subject to the same rights and obligation as Regular Members except they will not hold the right to vote at General Meeting of the Society.
7. Non- Voting Members:
 - a) at the Board's discretion, Non-Voting memberships may be bestowed on persons in recognition of their contributions to the objects of the Society or services provided to the Society;
 - b) shall not vote at General Meeting of the Society; and
 - c) shall pay the required dues as determined by the Board and approved by Member's Resolution of the Members
8. Good Standing.
 - a) Determination of Good Standing in the Society rests solely in the discretion of the Board. In determining Good Standing the Board shall consider:
 - I) payment of annual dues;
 - II) the conduct of the person towards other members of the Society and the public; and
 - III) the conduct of the person with respect to the objects of the Society.

9. Any member in good standing may have access to the books and records of the Society at the Annual General Meeting, or at any time by making written request to the NARCHC Board of Directors.
2. Each regular member and each junior member shall pay those dues that, from time to time, shall be determined by the Board and ratified by the general membership. Said dues shall become due and payable on January 1 on each year. Members failing to pay the annual dues shall be considered delinquent.
3. Each member shall receive an annual membership card upon payment of his dues and such membership card shall be non-transferable. The membership card shall be in the form prescribed by the Board of Directors and each member, by accepting the membership card, shall be deemed to have agreed to comply with all of the provisions of the By-Laws and the Rules and Regulations of this Society.
4. Any member wishing to withdraw from membership may do so in writing to the Board. Any member may be suspended or expelled by a two-thirds majority vote of the Board of Directors.
5. Any member in good standing may have access to the books and records of the Society at the Annual Meeting, or at any time by making written request to the Northern Alberta Reined Cowhorse Club.
6. Membership in the society is open and accessible to anyone interested in furthering the objectives of the society and on payment of membership fee, if any, as determined by the Board of Directors. Any person paid for services rendered to the society shall not have voting privileges.

ARTICLE III MEETINGS

1. The society shall hold an Annual Meeting on or before December 31 in each year of which meeting due written notice shall be given to all members. At this meeting there shall be elected six (6) Directors, each to serve a two (2) year term. The Directors so elected shall form a Board and shall serve until their successors are elected or installed.
2. Meetings of the Board of Directors shall be called by at least ten (10) days notice in writing mailed to each member or by three (3) days' notice by telephone.
3. A special meeting may be called on the instructions of any two (2) Board members provided they request the President in writing to call such meeting and state the business to be brought before the meeting. Alternatively, a special meeting shall be called by the President upon receipt of a petition signed by at least ten (10) members in good standing, setting forth the reasons for calling such meeting. Notice of said special meeting shall be by letter ten (10) days previous to the meeting.
4. General meetings of the Society may be called at any time, by notice in writing ten (10) days previous to the meeting.
5. Members will normally vote by a show of hands.
6. Eight (8) members or 1/3 of the regular membership in good standing may constitute a quorum at any meeting

ARTICLE IV OFFICERS

1. The Officers of the Society shall consist of a President, Vice President, Secretary and Treasurer, all elected by the Board of Directors. The President, Vice President, Secretary and Treasurer shall be members of the Board of Directors and shall be elected for a period of one (1) year or until their successors are duly elected or qualified. These four (4) designated officers shall form the Executive Committee.
2. The President shall:
 - Preside at all meetings of the society and at the meetings of the Board of Directors

- Appoint all committees and committee chairman
- Have bank-signing authority
- Perform such duties and exercise such powers as are usually incident to such office.

The President may:

- Create certain positions, including but not limited to Parliamentary and Historian, that he may deem necessary to advise the office of President or the Board of Directors. Said positions will run concurrently with the term of said President.

3. The Vice President shall:

- Perform said duties of the President whenever the President is absent from any meeting. The Vice President shall act as Chairman of the Finance Committee.

4. The Secretary shall be responsible for:

- Keeping and safeguarding a complete and accurate record of all proceedings of the society, its Board of Directors and standing committees
- Proper publication of all reports
- Conducting official correspondence
- Attesting documents and performing such duties as are usual to such office or as may be required by the society
- Issuing notice on call to Directors and members
- Keeping the membership roll and issuing membership cards
- Conducting, supervising, counting and recording the balloting of all elections.

The Secretary shall:

- Be a member of the Finance Committee
- Have bank-signing authority.

5. The Treasurer shall be responsible for:

- Having custody of all monies of the society
- Keeping regular books of accounts
- Disbursement of society funds in payment of just demands against the society
- Receiving all monies paid to the Society and depositing of same in whatever bank the Board may order
- Rendering to the Annual Meeting, the Board of Directors and the Finance Committee, from time to time as may be required, a written accounting of all financial transactions and of the financial condition of the society

The Treasurer shall:

- Be a member of the Finance Committee
- Have bank-signing authority

6. The society will not possess nor use an official seal for any of its correspondence or official documents

ARTICLE V BOARD OF DIRECTORS

1. The management of the affairs, property, business and control of policy is vested in the Board of Directors.

2. The Board of Directors of the Society shall consist of a minimum of (8) eight members to a maximum of twelve (12) members in good standing elected by the general membership.

3. The terms of the Board of Directors shall be as follows: (a) minimum of four (4) to a maximum of six (6) members elected for a term of two (2) years in the even years and (b) minimum of four (4) to a maximum of six (6) members elected for a two (2) year term in the odd years

4. The Board of Directors shall meet annually immediately following the Annual Meeting before December 31. At this time they will elect Officers for the coming year and conduct other business deemed necessary for the continued functioning of the Society. No notice thereof need be given.

5. Meetings of the Board of Directors may be called by the President, or eight (8) members of the Board of Directors, on at least ten (10) days prior notice, preferably in writing.
6. Any member in good standing may audit any meeting of the Board of Directors.
7. Six (6) or $\frac{1}{2}$ of the Directors shall constitute a quorum at any meeting of the Board of Directors. A quorum may decide any question which comes before the meeting.
8. As a member of the Board of Directors, each Director shall accept the responsibility of attending all board meetings. In the event that a Director fails to attend two (2) consecutive meetings without a valid excuse, that fact shall be brought before the Board of Directors for what ever action is deemed appropriate by the Board.
9. Any vacancy on the Board of Directors may be filled by the Executive appointing a member in good standing who has been approved by quorum of the members of the Board of Directors.
10. The immediate Past President shall sit as an ex-officio member of the Board of Directors.
11. A retiring Director may be eligible for re-election or re-appointment at any time.
12. It is within the powers of the Board of Directors to borrow money in the name of the Society.
13. The Board of Directors will require an audit of the books, accounts and annual financial statement. Said audit may be conducted by two (2) members in good standing or a qualified auditor
14. Renumeration: Directors will not be compensated for their services in their capacities as Directors or members. In addition, no members or office will receive payment for services. They may be reimbursed for reasonable disbursements made in the name of the Society upon submission of a proper receipt and the approval of the disbursement by the Board.
15. A Director may be removed from office if, at a Board of Directors' meeting, a resolution is passed by a two-thirds majority of the Board.

ARTICLE VI EXECUTIVE POSITIONS

1. To aid and assist in the orderly growth of the Society, the Board of Directors may, as it deems necessary, establish certain executive positions to assist its officers in carrying out their appointed duties.
2. Remuneration of said executive positions shall be as set forth by the Board of Directors from time to time.

ARTICLE VII RULES AND REGULATIONS

1. From time to time the Board of Directors shall establish Rules and Regulations for the presentation and judging of Northern Alberta Reined Cow Horse Club approved events. Any change in the Rules and Regulations adopted by the Board of Directors during the year prior to the next Annual Meeting, will be effective fifteen (15) days after said Annual Meeting, provided that forty-five (45) days written notice of said changes is given in the Newsletter.
2. Any infraction of the Rules and Regulations of the Association shall be referred directly to the Board of Directors.
3. Every member of this Association shall receive a current complete set of Rules and Regulations each year. The cost of printing and mailing shall be passed onto the membership at the discretion of the Board of Directors.
4. Show management will receive a current set of Rules and Regulations in the show package provided them each year by the Association. The cost of this service will be absorbed by the Association.

ARTICLE VIII COMMITTEES**1. Standing Committees**

- a) The Finance Committee shall consist of the Vice President (Chairperson), Secretary, Treasurer and one member of the Board of Directors who shall be appointed by the President. The Finance Committee shall be responsible for the direction of all fiscal policy and matters pertaining to the Society.
- b) The Rules and Show Committee shall be appointed by the President and shall be responsible for advising the Board of Directors on the enactment and enforcement of all the Rules and Regulations pertaining to the Northern Alberta Reined Cow Horse Club approved shows.
- c) The Awards Committee Chairperson shall be appointed by the President for the purpose of establishing, promoting and directing the annual awards program for the Society. The program proposed by the Committee, including any expenditures to be made by it, must be approved by the Board of Directors prior to its enactment.

ARTICLE IX ELECTIONS

1. The President will appoint a Nominating Committee to solicit, review and report to the Board of Directors its findings on candidates seeking election to the Board of Directors.
2. No less than sixty (60) days prior to the Annual Meeting, the general membership shall be given notice through the Newsletter of the pending election.
3. Any member in good standing in the Society may request and receive from the Society Secretary a nomination form. Said form must be submitted to the Nominating Committee not less than thirty (30) days prior to the Annual Meeting in order for the Nominating Committee to consider the proposed nomination.
4. At the Annual Meeting, nominations will be accepted from the floor.

ARTICLE X AMENDMENTS

1. The By-Laws may be rescinded, modified or amended by special resolution a three/quarters vote of all voting members present, and new By-Laws may be adopted by the same vote at any regular meeting of the members of the Society. Notice of said modifications must be released to the membership thirty (30) days prior to the meeting through the Newsletter.
2. Alternately, the By-Laws may be changed or amended by special resolution by the Board of Directors by giving notice of the proposed changes to the members through the Newsletter. Said changes shall be effective thirty (30) days after they have been published, unless prior to that time the Secretary has received objections in writing by at least ten (10) members in good standing. Said objections shall be in the form provided in the Newsletter.

ARTICLE XI DISSOLUTION

1. Subject to the Act, the Society may be wound up by a unanimous decision of its Board or by a decision of one-thirds ($1/3$) of all of its members.
 - a. On dissolution of the society, all assets remaining after paying debts and liabilities shall be disbursed to eligible charitable or religious groups or purposes as approved by the Board of Directors.

#---7115

Revision March 9, 2021