



Jan 24, 2026

Alberta Registries  
Box 1007 Stn. Main  
Edmonton, AB

FILED 104  
FEB - 4 2026  
Registrar of Corporations  
Province of Alberta

Re: Alberta Stock Horse Association  
Corp Access: #5016355322

Jan 24, 2026  
Dear Denise Biamonte:  
Notice of Bylaw Repeal and Replace

I hereby certify that the following Special Resolutions were passed at a duly constituted General Meeting of the members of the Alberta Stock Horse Association on January 17, 2026.

The existing by-laws are repealed.  
They are replaced by the attached by-laws.

  
Authorized Signature

Jan 17, 2026  
Date

Brett Jones  
Name of Person Authorizing

ASHA President  
Title

RECEIVED  
FEB - 4 2026  
Corporate Registry

**FILED** 104  
**FEB - 4 2026**  
Registrar of Corporations  
Province of Alberta

## Special Resolution

I hereby certify that the following special resolution was passed at a meeting of the members of the Alberta Stock Horse Association on January 17, 2026

The By Laws were changed as follows:

The existing By Laws are repealed, they are replaced by the attached By Laws

By Laws for Alberta Stock Horse Association shall read as:

### ARTICLE 1 - NAME

1. The Society shall be known as the **Alberta Stock Horse Association**
2. The principal place of business of this society shall be as defined by the Board of Directors of the Society.

### ARTICLE 2 - DEFINITIONS

1. Society – Alberta Stock Horse Association and its members.
2. Board – Board of Directors of the Alberta Stock Horse Association.
3. Director – A member elected or appointed to the Board.
4. Executive – President, Vice-President, Secretary, Treasurer (or Secretary/Treasurer), elected from the Board.
5. Member – An individual in good standing as outlined in Article 4.
6. Junior Member – An individual under 18 years.
7. Good Standing – Payment of membership fee, compliance with bylaws, code of conduct, and not under suspension.
8. Special Resolution – A resolution requiring 75% of members present to pass, with proper notice.
9. Other definitions as required by legislation.

### ARTICLE 3 – MEMBERSHIP, RIGHTS & RESPONSIBILITIES

#### 3.1 Categories

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

#### 3.2 Definitions of Members

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

- b.) Junior Members:

- 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.

c.) Non- Voting Members:

- 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;
- shall not vote at General Meeting of the Society

**3.3 Application & Fees**

- Application requires consent to comply with bylaws, code of conduct, and payment of dues.
- Membership valid until next AGM.
- Each member shall pay dues in the amount that from time to time shall be determined by the Board. Said dues shall become due and payable on January 1 of each year. Members failing to pay annual dues shall not be able to vote at the Annual General Meeting and/or compete in any event until said dues are paid in full.
- 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 of the Board of Directors.
- Membership in the society is open and accessible to anyone interested in furthering the objectives of the society and on payment of the membership dues. Any person paid for services rendered to the society shall not have voting privileges.

**3.4 Rights**

- Attend and vote at meetings (Regular Members only).
- Access to Society events, reports, and benefits.
- Request to examine Society's non-confidential records.
- Stand for election (Regular Members).

**3.5 Responsibilities**

- Support mission, abide by bylaws and policies.
- Respectful, ethical conduct.
- Provide required contact info for membership register.

**3.6. Good Standing.**

- Determination of Good Standing in the Society rests solely in the discretion of the Board. In determining Good Standing, the Board shall consider:
  - payment of annual dues;
  - the conduct of the person towards other members of the Society and the public; and
  - the conduct of the person with respect to the objects of the Society.
  - Any member in good standing may, with at least ten (10) days' written notice to the Board of Directors, inspect the non-confidential books and records of the Alberta Stock Horse Association at a mutually agreed time during regular business hours at the Society's office. Such inspection will be supervised by a designated Board member. Access is limited to those records not designated as confidential by the Board (such as personnel files or information protected by privacy law). No copies or photographs may be made without explicit Board approval.

**ARTICLE 4 – MEETINGS (NOTICE, QUORUM, VOTING)**

#### **4.1 Annual General Meeting**

- a) The Society shall hold an Annual General Meeting on or before February 28 of the next fiscal year following the fiscal year ending October 31, with due written notice given to all members. At this meeting, up to six (6) Directors shall be elected, each to serve a two (2) year term. The Directors so elected shall form the Board and shall serve until their successors are elected or installed.

#### **4.2 Board of Directors Meetings**

- a) Regular Board Meetings will be set at the beginning of the year, with additional meetings requiring a three (3) days' phone, text, or email notice.
- b) Emergency Meetings of the Board require a 1-hour notice by phone to all Directors.

#### **4.3 Special Meetings**

- a.) 4. A Special Meeting dealing with Special Resolutions, requires (per the Act), a 21 day notice to the members via written notice (social media, email, club newsletter or website posting).

#### **4.4 Quorum**

- a.) A meeting of the members of the Society, such as at an AGM, require a total of 10 members, including directors.

#### **4.5 Voting**

- a.) One vote per eligible member present; no proxies; show of hands or secret ballot.

### **ARTICLE 5 – EXECUTIVE COMMITTEE (Positions & Duties)**

#### **5.1 Election**

- a.) Elected annually by the Board from among the directors at the meeting following the AGM
  - i. The Executive Committee 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.

#### **5.2 Positions**

- a.) President
- b.) Vice President
- c.) Secretary
- d.) Treasurer

#### **5.3 Duties**

- a.) The President shall:
  - i. Preside at all meetings of the society and at the meetings of the Board of Directors
  - ii. Appoint all committees and committee chairman.
  - iii. Have bank-signing authority.
  - iv. Perform such duties and exercise such powers as are usually incident to such office.
- b.) The President may:
  - i. Create certain positions, including but not limited to Parliamentarian 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.
- c.) The Vice President shall:
  - i. Perform said duties of the President whenever the President is absent from any meeting.
  - ii. The Vice President shall act as Chairman of the Finance Committee.

- d.) The Secretary shall be responsible for:

- i. Keeping and safeguarding a complete and accurate record of all proceedings of the society, its Board of Directors and standing committees
  - ii. Proper publication of all reports
  - iii. Conducting official correspondence
  - iv. Attesting documents and performing such duties as are usual to such office or as may be required by the society.
  - v. Issuing notice on call to Directors and members
  - vi. Keeping the membership roll and issuing memberships
  - vii. Conducting, supervising, counting, and recording the balloting of all elections.
  - viii. Be a member of the Finance Committee
- e.) The Treasurer shall be responsible for:
- i. Having custody of all monies of the society
  - ii. Keeping regular books of accounts
  - iii. Disbursement of society funds in payment of just demands against the society.
  - iv. Receiving all monies paid to the Society and depositing of same in whatever bank the Board may order.
  - v. 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.
  - vi. Be a member of the Finance Committee
  - vii. Have bank-signing authority.

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

**ARTICLE 6 - BOARD OF DIRECTORS (STRUCTURE, DUTIES, MEETING ATTENDANCE)**

- a. The management of the affairs, property, business, and control of policy is vested in the Board of Directors.
- b. 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.
- c. 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.
- d. The Board of Directors shall meet annually immediately following the Annual General Meeting and before March 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.
- e. 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.
- f. Any member in good standing may, upon written request and with prior approval of the Board, attend and observe a meeting of the Board of Directors as a non-participating, non-voting guest, except when the Board meets in camera to discuss confidential, personnel, legal, or other sensitive matters. The Board reserves the right to limit the number of member observers or deny access where necessary to preserve the orderly conduct of its business.
- g. Six (6) or ½ 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.
- h. 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 whatever action is deemed appropriate by the Board.

- i. 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.
- j. The immediate Past President shall sit as an ex-officio member of the Board of Directors.
- k. A retiring Director may be eligible for re-election or re-appointment at any time.
- l. It is within the powers of the Board of Directors to borrow money in the name of the Society.
- m. 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.
- n. 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.
- o. 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.
- p. The Board of Directors may, by ordinary resolution, appoint individuals to serve as a Non-Voting Member for a term specified at the time of appointment, not to extend beyond the next Annual General Meeting (AGM).
  - i. The responsibilities of this role are to provide expertise, act in an advisory capacity, and participate in Board discussions.
  - ii. **Non-Voting Members shall have the right to attend all Board meetings and participate in deliberations, but they:**
    - a) Do not count towards the establishment of a quorum for Board meetings.
    - b) Are not entitled to vote on any matters before the Board.
    - c) Do not assume the legal duties and liabilities typically associated with a voting "Director" under the *Societies Act* in their capacity as non-voting members of the board.

#### ARTICLE 7 - 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 8 - RULES AND REGULATIONS

- a. From time to time the Board of Directors shall establish Rules and Regulations for the presentation and judging of Alberta Stock Horse Association 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.
- b. Any infraction of the Rules and Regulations of the Association shall be referred directly to the Board of Directors.

- c. Every member of this Association shall be provided access to a current complete set of Rules and Regulations each year. The cost of printing and mailing, if required, shall be passed onto the membership at the discretion of the Board of Directors.
- d. 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 9 - COMMITTEES**

##### **a) Standing Committees**

- i. 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.
- ii. 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 Alberta Stock Horse Association approved shows.
- iii. 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 10 - ELECTIONS**

- a. 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.
- b. 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.
- c. 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.
- d. At the Annual Meeting, nominations will be accepted from the floor.

#### **ARTICLE 11 - AMENDMENTS**

- a) The By-laws shall be reviewed annually by the Board prior to the next AGM.
- b) Members may at the AGM (requiring a 14-day notice) or by Special Resolution at a Special Meeting (requiring 21-day notice), move to make, amend, or repeal bylaws of the Society. 75 % needed to pass.

#### **ARTICLE 12 - DISSOLUTION**

- a) 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.
- b) 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.

#### **ARTICLE 13 – CODE OF CONDUCT AND CONFLICT OF INTEREST**

- a) The society shall establish a Code of Conduct, including provisions relating to Conflicts of Interest for all directors and employees. Every director and employee of the Society shall comply with the Society's Code of Conduct.
- b) Every year, every director and employee shall read and sign the Code of Conflict and Conflict of Interest documents.
- c) Failure to adhere to the Code of Conduct and Conflict of Interest may result in a motion to bring the matter forward to the full Board for discussion and disciplinary action.

Appendixes: Code of Conduct                      Conflict of Interest

**ARTICLE 14 – ALL OTHER MATTERS**

- a) In the event that these regulations do not adequately cover any situation or time of concern to the executive, directors, or members, reference shall be made to the Act which shall be the supreme authority whereby the actions and activities of the Society are managed and controlled.

Acknowledgement of Bylaws

These bylaws were acknowledged and approved by the members of the Alberta Stock Horse Association via a Special Resolution presented to the memberships at the AGM or Special Meeting of the Society called for that purpose.

Date of approval: Jan 17, 2026

President: Brett Jones  
 Vice-President: Hal Schiffner  
 Director: Lawen Hall  
 Director: Christine Westersund

  
  
  
 Christine Westersund