

Alberta Quarter Horse Racing (1984) Association Bylaws

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Alberta Quarter Horse Racing (1984) Association

Bylaw No. 1: Governance and Operations

1. Bylaw number 1: A bylaw relating to the governance and operation of the affairs of Alberta Quarter Horse Racing (1984) Association (the "**Association**"), a private, non-profit society that promotes Quarter Horse ownership, racing, and breeding, as well as horse racing track development. This bylaw was revised on June 27, 2024.

Definitions and Conventions

2. In this bylaw, unless the context otherwise specifies or requires:
 - a. "**Act**" means the Alberta Societies Act including the Regulation made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - b. "**AGM**" means the Annual General Meeting of the members of the Association;
 - c. "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association;
 - d. "**Board**" means the board of directors of the Association;
 - e. "**bylaw**" means this bylaw and any other bylaws of the Association as amended and which are, from time to time, in force;
 - f. "**director**" means a member of the board of directors of the Association;

- g. "**fiscal year**" means the 12 months ending December 31;
 - h. "**good standing**" means having all fees paid in full for the current fiscal year and not having resigned nor been expelled;
 - i. "**individual**" means a single human being, and does not include bodies corporate;
 - j. "**member**" means any person that has been accepted by the Board to membership of the Association;
 - k. "**officer**" means the President, Vice-President, Secretary, or Treasurer;
 - l. "**ordinary resolution**" means a resolution passed by a simple majority of not less than 50% plus 1 of the votes cast on the resolution;
 - m. "**organization**" means a company, partnership, syndicate, trust, society, association, ranch, farm, stable, organization, racing club, and any number or aggregate of individuals and bodies corporate;
 - n. "**Quarter Horse**" means the American Quarter Horse breed of horses;
 - o. "**Regulation**" means the regulation made under the Act, as amended, restated or in effect from time to time; and
 - p. "**special resolution**" means a resolution passed by a majority of not less than 75% of the votes cast on that resolution.
3. In this bylaw:
 - a. all terms defined in the Act or the Regulation, have the meanings given to such terms in the Act or the Regulation;
 - b. headings and paragraph numbers are inserted for reference, and do not form part of, nor modify or define, the terms of the bylaw;
 - c. the singular includes the plural, and the plural includes the singular; and
 - d. the neuter gender is used and includes all genders.

Not-for Profit Operation

4. The Association operates on a not-for-profit basis. All income generated by the Association is used to further the Association's objectives.
5. The Association is not permitted to issue shares, nor pay any dividends. No part of the property, income, or resources of the Association are payable to, or otherwise available for, the personal benefit of any member, director, or employee of the Association, or of any individual or entity concerned in the organization or administration of the Association or its activities.

Offices

6. The Association maintains its registered office in Leduc, Alberta.

Membership

Eligibility

7. Membership in the Association is restricted to individuals aged 18 years or older and organizations.
8. There are two classes of membership in the Association, as follows:
 - a. "full" or "voting" membership, which is restricted to individuals who own, have owned, trained, or bred a racing Quarter Horse that is, or was, eligible to run on the Alberta Horse racing Circuit; and
 - b. "associate" or "non-voting" membership, which is open to individuals that do not qualify for full membership and organizations.
9. An individual or organization wishing to become a member of the Association is required to complete an application form and pay fees prescribed by the Board. No individual or organization is a member of the Association until they have been accepted as a member by the Board, in its sole discretion. The Association decides on membership applications within 21 calendar days of receiving an application.

Register of Members

10. The Board keeps a register of Association members at its registered office. Upon request, any member is permitted to view the register of members at the Association registered office, on a day and time that is mutually convenient. Upon request, the Association will provide any member, at no cost to the member, a copy of the register of members, or requested excerpt, provided the intended use of the register complies with the conditions set out in the Act for the protection of personal information.

Fees

11. The Association reserves the right to charge its members fees, at the times and in the amounts determined by the Board.

Organizational Member Representatives

12. Each organizational member designates, in writing to the Board, an individual to act as its representative in all matters pertaining to its membership.
13. The Board, in its sole discretion, is permitted to disallow any individual from being the representative of an organizational member and require the organizational member designate another individual as its representative.

Rights and Obligations of Members

14. Members are required to:
 - a. pay Association fees when due;
 - b. comply with all Association bylaws, policies, procedures, rules, and directives;
 - c. comply with the Horse Racing Alberta Act, any rule made by Horse Racing Alberta; and
 - d. act with respect and civil decorum in all dealings with other members and the Board.
15. Members are not permitted to:
 - a. Speak or write publicly on behalf of the Association without written permission from the Board; or

- b. transfer their membership to another individual or organization.
- 16. Full members have the right to participate in the meetings of members of the Association and vote on the business matters presented at meetings; and
- 17. Associate members have the right to attend meetings of members but are not permitted vote on any matter.
- 18. No member is liable in their own capacity for any debt or liability of the Association.
- 19. Members are volunteers and are not remunerated by the Association.

Cessation of Membership

- 20. A membership ceases when a member:
 - a. fails to pay Association fees;
 - b. in the case of an individual member, dies;
 - c. in the case of an organizational member, winds up, dissolves, or otherwise ceases to exist,
 - d. resigns by providing notice in writing to the Board,
 - e. is listed on the suspended persons list of the American Quarter Horse Association; or
 - f. is expelled by a special resolution at a meeting of the Board.
- 21. Former members who have been expelled have no right of appeal. Expulsion is effective upon the passing of the special resolution by the Board.
- 22. Upon cessation of membership, all outstanding fees due to the Association by a former member become immediately due and payable. No fees previously paid by a member are refundable by the Association to the former member.
- 23. All rights of membership end upon cessation of membership in the Association.

Reinstatement of Membership

- 24. Any former member of the Association is permitted to reapply for membership once each calendar year.

Dispute Resolution

- 25. When a dispute arises between the Association and any member, or former member whose membership ceased no more than six (6) months prior, they are permitted to each appoint one representative who together will endeavor to settle the dispute by informal mediation. When such a dispute cannot be resolved, the parties agree to resolve the dispute in the Courts of Alberta, Canada.

Meetings of Members

- 26. Meetings of the members of the Association are held at any place in Alberta the Board may determine, and on such day and time as the Board appoints.
- 27. Meetings of members are live and synchronous. Meetings are held in-person, via electronic means, or via a combination of the two aforementioned methods of meeting.
- 28. The President, or in their absence the Vice-President, presides over all meetings of members.
- 29. Meetings of the members are private. Attendance at meetings of members is restricted to members in good standing and Board-invited guests.
- 30. The Board sets the agenda for each meeting of members. Full members are permitted to make motions to amend an agenda.
- 31. Quorum for any meeting of members is twenty (20) full members in good standing.

Annual General Meetings of Members

- 32. An annual general meeting of the members is held within 100 calendar days of the end of the Association's fiscal year. The purpose of an AGM is to:
 - a. approve the minutes of the previous AGM and the minutes of any special general meetings held in the interim;
 - b. receive the audited financial statements of the Association for the previous fiscal year of the Association;
 - c. receive an annual report from the Board; and

- d. transact any other business pertinent to the interests of the membership, and which may properly come before the members.

Special General Meetings of Members

- 33. Special general meetings of the members are permitted to be called at any time by the President, by an ordinary resolution of the Board, or by petition signed by at least one-third (1/3) of all full members in good standing. The business transacted at a special general meeting is limited to that specified in the notice calling the meeting.

Notice of Meetings

- 34. Members are notified of meetings by email at least twenty-one (21) calendar days in advance of such meeting. Notice of any meeting is required to contain sufficient information to permit members to form a reasoned judgement on the decisions to be taken.
- 35. An error or omission in giving notice of a meeting of members does not invalidate such meeting nor make void any proceedings taken thereat.
- 36. Any full member may at any time waive notice of any meeting and may ratify, approve, or confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of the member, director, or officer is their last email address recorded on the books of the Association.

Meeting Rules

- 37. For all matters regarding conduct of meetings of members that are not specifically addressed by this bylaw or by applicable legislation are conducted in accordance with the procedures contained in the latest edition of The Scott, Foresman Robert's Rules of Order, Newly Revised.
- 38. A full member that has a conflict of interest with a motion is required to declare that conflict to the meeting chairperson before debate begins. The full member is required to then act accordingly during the debate and abstain from the vote if

they so choose, or if directed to do so by the members present via an ordinary resolution.

- 39. No unauthorized electronic audio or video recording of any kind is permitted during a meeting of the members.

Voting

- 40. Full members who have been a member in good standing for at least thirty (30) calendar days prior to a meeting of members are permitted to vote in that meeting.
- 41. Each full member present at a meeting has the right to personally cast one vote on any given motion, except where they have a conflict of interest.
- 42. In meetings of members voting is conducted by a verbal roll-call, the use of an electronic voting application, or by a combination of these two voting methods. A vote using electronic means is permitted to be conducted over a fixed period of time, with the start and end dates and times specified.
- 43. Neither proxy voting nor mail-in ballots are permitted in any election, referendum, or any other voting process conducted by the Association.
- 44. A simple majority of the votes cast determines the questions in meetings, except where a greater number of full members voting for the motion is required by the Act or an Association bylaw.
- 45. In the event of a tie vote, the chairperson presiding at the meeting casts a second, deciding vote.

Adjournment

- 46. The chairperson of a meeting is, for just cause, permitted to adjourn the meeting to a fixed time and place. No notice of such adjournment is required to be given to the members.

Board of Directors

Mandate

47. The governance, operations, property, and business of the Association is directed by a board of directors.

Eligibility and Composition

48. The Board is comprised of no less than seven (7) no more than fifteen (15) directors, elected by the full members of the Association entitled to vote at the AGM.

49. The individuals permitted to stand for election to the Board is restricted to individual full members who have maintained membership in good standing for at least two (2) consecutive years.

50. The Board is permitted, via a special resolution, to change the number of directors and the composition of the Board.

51. Employees of the Association or their immediate family are not permitted to serve as a director.

Election and Term

52. Directors are elected to the Board by ordinary resolutions of the members, at their AGM.

53. Directors serve a term of two (2) years. Directors are permitted to serve consecutive terms, if so elected, without limit.

Requirements of Directors

54. Directors are required to:

- a. comply with all Association bylaws and policies; and
- b. act in good faith and with high ethical standards in the best interests of the Association.

55. Directors are volunteers and serve without remuneration. The Association is permitted to reimburse directors the reasonable expenses incurred by them in the performance of their duties.

56. Nothing in this bylaw precludes any director from serving the Association in another capacity and

receiving compensation for their service, as approved by an ordinary resolution of the Board.

57. A director can be expelled from the Board, via a special resolution of the Board, for acts or omissions incompatible with Board membership, including, but not limited to:

- a. failing to comply with the Horse Racing Alberta Act or any rule made by Horse Racing Alberta;
- b. failing to comply an Association bylaw, policy, or directive; or
- c. missing three (3) consecutive Board meetings without Board approval.

Vacating of Office

58. The office of a director is automatically vacated when:

- a. the director resigns office by delivering a written resignation to the Secretary of the Association;
- b. the director is expelled by the Board, by a special resolution of the Board; or
- c. the director dies.

59. When a vacancy on the Board occurs, the Board, by ordinary resolution, is permitted to appoint a member of the Association to temporarily serve as an interim director until a successor director is elected by the members.

Board Authority

60. The Board is authorized to:

- a. administer the affairs of the Association;
- b. set and manage financial budgets;
- c. prescribe policies and procedures relating to the governance, management, and operation of the Association, as it deems required, in its sole discretion;
- d. hire, manage, and terminate employees; and
- e. approve and pay expenditures on behalf of the Association.

Board Meetings

61. The Board meets at least four times each fiscal year, on a more or less quarterly schedule, at times and places determined by the Board.
62. The President calls a meeting of the Board:
 - a. as required by an Association bylaw;
 - b. when, in their sole discretion, they deem it necessary; or
 - c. when any three (3) directors jointly request a meeting by writing to the President and stating the business to be considered.
63. Board meetings are private; only directors and Board-invited guests are permitted to attend.
64. Board meetings are live and synchronous. Meetings are held in-person, via electronic means, or via a combination of the two aforementioned methods.
65. No unauthorized electronic audio or video recording of any kind is permitted during a Board meeting.

Notice of Meetings

66. Directors are notified of Board meetings by email, at least seven (7) calendar days in advance of such meeting. In emergency circumstances, a shorter notice period is permitted.
67. No error or omission in giving notice of any meeting of the Board, or any adjourned meeting of the Board, invalidates such meeting or makes void any proceedings taken thereat.
68. Any director may at any time waive notice of any Board meeting and may ratify, approve, or confirm any or all proceedings taken or had thereat.

Quorum

69. Half (i.e. 50%) or more of the directors in office constitutes a quorum for meetings of the Board. Any meeting of the Board at which a quorum is achieved is permitted to exercise all or any of the authorities, powers, and discretions by or under the bylaws of the Association. Should a director or directors leave a meeting where quorum has

been established the Board is permitted to continue to meet as if quorum had been maintained.

Motions and Voting

70. In meetings of the Board, any director that has a conflict of interest with any motion is required to declare that conflict to the chairperson before debate begins. The director is then required to then act accordingly during the debate and abstain from the vote if they so choose, or if directed to do so by the directors present via an ordinary resolution.
71. In meetings of the Board, only directors present are permitted to vote. Directors unable to attend a meeting are not permitted to vote via a proxy.
72. In meetings of the Board, each director is permitted to exercise one vote on each motion. In the event of a tie vote, the chairperson of the meeting casts a second, deciding vote.
73. In meetings of the Board, voting is conducted by a show of hands, by an electronic voting application, by email, or by a combination of these voting methods.
74. A vote conducted solely via an electronic voting application or via email, and with all the directors casting a vote or stating their abstention, is valid and effectual as if it had been passed at a meeting of the Board duly called and constituted, and it is recorded as such.

Minutes

75. The minutes of Board meetings are internal to the Association. Board meeting minutes are not made available to the public, except where required by law.

Indemnities to Directors and Others

76. Every director of the Association and their heirs, executors and administrators, and estate and effects, respectively, is from time to time and at all times, indemnified and saved harmless out of the funds of the Association, from and against:
- a. all costs, charges, and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced, or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
 - b. all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.
77. Directors are not protected against their acts of fraud, dishonesty, or bad faith.

Officers of the Board

78. The officers of the Board are President, Vice-President, Secretary and Treasurer and any such other officers as the Board may determine. No two offices are permitted be held by the same individual.
79. Officers are elected via an ordinary resolution of the Board.
80. An officer serves a term of one (1) year or until:
- a. they resign from office;
 - b. they are removed from office by a special resolution of the Board; or
 - c. their term expires and their successor is elected or appointed in their stead.
81. Officers are volunteers and serve without remuneration. The Association is permitted to reimburse officers the reasonable expenses incurred by them in the performance of their duties.

Duties of Officers

President

82. The President is responsible to:
- a. Act as the Chief Executive Officer of the Association;
 - b. supervise the affairs of the Board;
 - c. speak publicly on behalf of the Association;
 - d. when present, chair all meetings of the Association and the Board;
 - e. present an annual report of Association operations to members at each AGM;
 - f. be an ex officio member of all committees; and
 - g. perform other duties assigned by the Board.

Vice-President

83. The Vice-President is responsible to:
- a. assist the President with the performance of their duties;
 - b. preside at all meetings in the absence of the President; and
 - c. assume such other duties as the President delegates from time to time.

Secretary

84. The Secretary of the Board is responsible to:
- a. give or cause to be given notices for all meetings of the Membership and all meetings of the Board of Directors when directed to do so;
 - b. keep or cause to be kept accurate minutes of all meetings of the Association;
 - c. supervise all correspondence;
 - d. ensure the proper maintenance of all records of the Association;
 - e. keep control of and maintain the custody of corporate seal of the Association;
 - f. ensure all Association documents are appropriately maintained in the Association's registered office; and

- g. file the Association's Annual Return.

Treasurer

85. The Treasurer of the Board is responsible to:
- a. exercise general supervision of the financial affairs of the Association;
 - b. oversee the proper accounting of all funds of the Association;
 - c. provide a full account of receipts and disbursements to the Membership and Board of Directors as required; and
 - d. provide for presentation at the AGM a duly-audited statement of the financial position of the Association and submit a copy of same for the records of the Association.

Committees

86. The Board is permitted to appoint committees, whose members will hold their offices at the will of the Board. The Board determines the duties of such committees. Committee members need not be members of the Board or the Association. The Board is permitted to set by ordinary resolution any remuneration to be paid to a committee's members.
87. All Board committees report to the Board. No committee or person so appointed has the power to bind the Association, or expend any funds of the Association, or pledge credit of the Association, or represent the Association except as expressly authorized in writing to do so by the Board.

Seal of the Association

88. The corporate seal of the Association is maintained at its registered office, in the custody and control of the Secretary. The Association is permitted, but not required, to affix the seal to contracts, documents, or other instruments executed by the Association. The Secretary is the sole person authorized to use the corporate seal when it is to be affixed to a document, contract, or other instrument.

Insurance

89. The Association is required to maintain insurance appropriate to the nature, scale, and risks of its operations.

Banking

90. The bank account of the Association is maintained at a reputable Canadian bank, trust company, or Treasury Branch, as designated by the Board by ordinary resolution. All banking business, or any part thereof, is required to be transacted on behalf of the Association by any two of the signing officers designated by ordinary resolution of the Board.

Borrowing Powers

91. For the purposes of carrying out its objects, the Association is permitted to:
- a. borrow funds upon the credit of the Association, from any reputable Canadian financial institution, upon such terms, at such times, in such sums, to such an extent, and in such manner as the Board in its sole discretion deems required;
 - b. limit or increase the amount to be borrowed; and
 - c. secure any such loan by mortgage, hypothec, charge, or pledge of all or any currently owned or subsequently acquired property of the Association.
92. In no case is the Association permitted to issue a debenture without a special resolution of the members, as required by the Act.

Loans

93. The Association is not permitted to make any loan to any individual or entity, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for any purpose.

Books and Records

94. The Board sees that all necessary books and records of the Association required by the bylaws of the Association or by any applicable statute or law are regularly and properly kept.
95. Upon request, the Association will provide any member with a copy of a book or record that has previously been presented, provided, or made available to all members of the Association. With the exception of officers and directors and in the course of their duties, or where provided for elsewhere in this bylaw, no member has the right to access or inspect any other Association book or record.

Auditors

96. The Board appoints an auditor to audit the accounts and annual financial statements of the Association. The auditor is required to be a professional accounting firm registered under the Chartered Professional Accountants Act and who is authorized to perform an audit engagement. The auditor remains the auditor of record of the Association until they are replaced by the Board.

Execution of Documents

97. Contracts, documents, or any instruments requiring the signature of the Association are signed by the President and one other officer. All contracts, documents, and instruments so signed is binding upon the Association without any further authorization or formality.
98. Documents are permitted to be signed by hand or via a reputable, secure document signing software application.
99. The Board is permitted to give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association.

Amendment of Bylaws

100. The Association is permitted to amend, alter, edit, add to, repeal, or replace any bylaw by a special resolution of the members. A bylaw so amended takes effect upon its acceptance by the Registrar of Corporations of the Province of Alberta.

Dissolution

101. Upon dissolution of the Association its assets, if any exist after the payment of all liabilities, are distributed among the persons by law entitled to them.