

The Societies Act R.S.A 1955

BY LAWS OF

THE ALBERTA STANDARDBRED HORSE ASSOCIATION

AS AMENDED APRIL 12, 2003, APRIL 8, 2006, AND APRIL 18, 2015.

Note: See Appendix A dated April 12, 2003, Appendix B dated April 8, 2006, and Appendix C dated April 18th, 2015, attached, amending these by-laws of the Association.

1. NAME

The name of the Society shall be The Alberta Standardbred Horse Association and shall be referred to as “the Society” throughout these by-laws.

2. OBJECTS

The object of the Society shall be to encourage and ensure co-operative effort in all matters pertaining to the production and improvement of the Standardbred Horse in the Province of Alberta, and to co-operate with Associations and Societies of other Provinces in the Dominion of Canada and States in the United States of America and /or other Associations in other Countries.

3. MEMBERSHIP

- a) A membership fee shall be charged to all members of the Society with the amount of said fee being determined by the Board of Directors.
- b) There shall be two types of membership, full membership and associate membership

I. **Full Membership** - an applicant is eligible for full membership if that applicant or that applicant’s spouse is a registered owner or lessee of a registered Standardbred horse or driver currently licensed by the Alberta Racing Corporation.

Note: See Appendix C, amending clause 3. (b) I. effective April 18, 2015

II. **Associate Membership** - An applicant is eligible for an associate membership if that applicant is a groom currently licensed by the Alberta Racing Corporation or an individual who has indicated an interest in the Standardbred Horse.

- c) The Board of Directors shall have the right to accept or reject any application for membership, and to assign a membership to full or associate status. Any such decision of the Board of Directors may be appealed in accordance with the provisions of subsection 3 (g), provided that the Appeal Board has rendered a decision on any appeal, the decision of the Board shall remain in effect.
- d) All memberships expire on December 31st of each year.
- e) **Withdrawal:**
Any member wishing to withdraw from membership may do so by written notice to the Society in accordance with the provisions of this paragraph. No refund of membership shall be payable by the Society to any such member.

Such member's membership shall terminate on the date of delivery of such notice, or on such late date as may be specified in the notice.

f) Suspensions/Expulsions

If any member fails to pay his membership fees or any assessments in respect of any year, such member's membership shall expire. Such membership may be reinstated at the discretion of the Board of Directors, provided all outstanding fees and assessments are paid to the Society within sixty (60) days of such expiry. No person who is not a member of the Society in good standing shall hold office, be a member of the Board of Directors, be entitled to any membership privileges or benefits, or exercise any powers in the Society.

Any member of the Society may be suspended or expelled from membership for:

- i. Any infraction of the rules of racing, the show ring, or the registration of horses.
- ii. Changing the markings of a horse contrary to the rules of any body having jurisdiction over the registration or racing of horses;
- iii. Non-payment of amounts due to the Society or to any body having jurisdiction over the registration or racing of horses: or
- iv. Any conduct deemed by the Board of Directors to be detrimental to the best interests of the Society, its membership as a whole, or the Standardbred industry.

Prior to the suspension or expulsion of any member by the Board of Directors, the Board of Directors shall:

- i. Provide the member with at least three (3) days verbal notice of any action to be taken by the Board of Directors affecting said member.
- ii. Provide a hearing to take place at a meeting of the Board of Directors on a date so provided, such date to be no later than fourteen (14) days from the date of notice.
- iii. Provide the affected party with a decision of the Board of Directors in writing no later than three (3) days following the date of the hearing.
- iv. Service of all notices on a member may be made by sending the same by single registered mail to the last known address for the member on the rolls of the Society or by personal service of the notice to the member, If served by registered mail, the notice is deemed to have been made two (2) days from the date of mailing.

g) Appeals

Any member of the Society may appeal a decision of the Board of Directors expelling or suspending such a member, or assigning the status or type of membership, in the manner set out hereinafter.

- i. A party having the right to appeal a decision of the Board of Directors must deliver notice of said appeal to the President of the Society within fourteen (14) days following the date of receiving the decision of the Board of Directors.
- ii. The Board of Directors shall establish procedures for the filing and conduct of appeals, including payment of costs.
- iii. The Board of Directors, when an appeal is lodged shall appoint an Appeal Board of three (3) persons.
- iv. The Appeal Board shall hear the appeal in the home territory of the appellant as soon as practicable and shall regulate the convening of such appeal hearing, and the transaction and management of the appeal in accordance with generally accepted administrative appeal practises.
- v. The Board of Appeal shall hear and dispose of all appeals and report its decision to the President
- vi. All decision of the Board of Appeal shall be final and binding on the appellant and respondent.
- vii. The Board of Appeal shall generally have full power to take such action as may be necessary to do justice or to prevent injustice in all cases not specifically provided for.
- viii. Any witness who, being served with a notice to testify fails to do so, may be immediately suspended from the Society until the witness appears and testifies and, in the event of the nonattendance of a subpoenaed witness, the Appeal Board may adjourn the appeal until the witness has attended and testified.
- ix. Except as otherwise provided in the by-law, the legal rules respecting the admissibility of evidence on civil proceedings shall not apply to any appeal, and the said Appeal Board may conduct any hearing informally and according to its own discretion and judgment.
- x. The Appeal Board may vacate, modify, rescind or increase any penalty of any kind imposed at the hearing.
- xi. Any decision of the Board of Directors in applying or enforcing the by-laws of the Society may be appealed in accordance with the provisions of this subsection 3 (g) . Until the Appeal Board has rendered a decision on any appeal, the decision of the Board of Directors shall remain in effect.

- xii. All appeals, respecting questions of membership brought before the Board of Appeal, shall be in a form and manner prescribed by the Board of Directors.
- xiii. Service of all notices on a member may be made by sending the same by single registered mail to the last known address for the member on the rolls of the Society or by personal service of the notice to the member. If served by registered mail, the notice is deemed to have been received two (2) days from the date of mailing.
- xiv. All notices pursuant to the section to be served on the Society shall be made by single registered mail to the registered office of the Society or by personal service on any officer or director of the Society or by leaving same at the registered office of the society. Notices made by registered mail, shall be deemed to have been received two (2) days from the date of mailing.

4. MEETING OF THE ALBERTA STANDARD BRED HORSE ASSOCIATION

- a) All meeting of the Society shall be conducted by the Roberts Rules of Order.
- b) The Society shall hold an annual general meeting on or before April 30th in each calendar year with the proper notice given to its membership.
- c) At each annual general meeting elections shall be held to fill the positions of those members of the Board of Directors which are vacant or whose terms have expired in accordance with the provisions of these by-laws.
- d) A general meeting of the Society may be called at any time by the Secretary-Treasurer upon the instructions of the President by notice in writing to the last known address of each member delivered by ordinary mail and placed in the care of Canada Post Corporation at least thirty (30) days prior to the date of the meeting.
- e) A special meeting of the Society may be called by the President or Secretary-Treasurer upon receipt of a petition signed by twenty-five (25) members in good standing, setting forth the reason(s) for calling such meeting. Notice setting forth reason(s) for such meeting shall be by letter to the last known address of each member delivered to the Canada Post Corporation at least fourteen (14) days prior to such meeting.
- f) Thirty-five (35) full members in good standing shall constitute a quorum for any general or special meeting of the Society.

5. VOTING

- a) In order to be eligible to vote at any meeting of the Society, or in order to be appointed to, or run for any position on the Board of Directors, a person must have held full membership on the Society for a period of thirty (30) days prior to the date of such meeting, appointment or election.

Note: See Appendix B, amending clause 5 (a) effective April 8, 2006.

- b) At each annual general meeting elections shall be held to elect members to those positions on the Board of Directors whose terms expire on the date of such meetings in accordance with the provisions of these by-laws. Nominations for such positions shall be accepted from the floor of the annual general meeting. Such positions shall be filled as follows:
- i. President, who shall be elected as set out in Section 7 (a)
 - ii. Vice-President, who shall be elected as set out in Section 8 (a).
 - iii. Secretary-Treasurer, who shall be elected as set out in Section 9 (a).
 - iv. Chairman of the Breeders' Committee, who shall hold the position of Director, and who shall be elected by a majority vote of all Breeders present, for a term expiring at the annual general meeting in the second calendar year following his election. For the purpose of these by-laws, a "Breeder" is a full member who is the owner or lessee of a mare or stallion for breeding purposes in the Province of Alberta.
 - v. Chairman of the Drivers' and Trainers' Committee, who shall hold the position of Director and who shall be elected by a majority vote of all Drivers and Trainers present, for a expiring at the annual general meeting in the second calendar year next following his election. For the purpose of these by-laws, a "Driver" or "Trainer" is any full member who is currently licensed in that capacity by the Alberta Racing Corporation.
 - vi. Chairman of the Owners' Committee, who shall hold the position of Director and who shall be elected by a majority vote of all Owners present, for a term expiring at the annual general meeting in the calendar year next following his election. For the purpose of the by-laws, an "Owner" is any full member who is currently licensed in that capacity by the Alberta Racing Corporation or Standardbred Canada or who is the owner of a registered Standardbred Horse.

Note: See Appendix A, amending clause 5 (b)vi. effective April 12, 2003.

- vii. One (1) Director who:

at an annual general meeting where an individual is elected to the position of President who was not incumbent, shall be the Immediate Past President, for the term expiring at the annual general meeting in the calendar year next following his appointment; or

at an annual general meeting where either the incumbent President is re-elected or the incumbent President's term does not expire, shall be elected by a majority vote of all full members present, for a expiring at the annual general meeting in the calendar year next following his election.

- viii. Four (4) Directors who shall each be elected by a majority vote of all full members present, for a term expiring at the annual general meeting in the second calendar year following the date of their respective elections. The terms of such Directors shall be established to provide that two(2) such terms shall expire in alternate years.

6. BOARD OF DIRECTORS

- a) The Board of Directors of the Society shall consist of the President, Vice- President, Secretary- Treasurer and eight (8) Directors as set out in Section 5 of these bylaws.
- b) The Board of Directors shall, subject to the bylaws or directions given them by majority vote at any general meeting properly called and constituted, have full control, management and responsibility of the business and affairs of the Society, and meetings of the Board of Directors shall be held as often as the business of the Society shall require or, at least once every six months.
- c) A special meeting of the Board of Directors of the Society may be called upon the instruction of any two (2) members of said Board, provided they request the President in writing to call such a meeting, and state the business to be brought before said meeting. Notice of such meeting of the Board shall be called at least three (3) days' verbal and written notice to each Board member outlining the purpose for said meeting.
- d) Any six (6) members of the Board of Directors shall constitute a quorum of said Board.
- e) Service of all notices on a member may be made by sending the same by single registered mail to the last known address for the member on the rolls of the Society or by personal service of the notice to the member. If served by registered mail, the notice is deemed to have made two (2) days from the date of mailing.
- f) A director or officer may retire from office upon giving notice in writing to the Society of his intention to do so and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Board of Directors. The Board of Directors shall have the power from time to time and any time to appoint a qualified person as a director or officer to fill a casual vacancy and the person so appointed shall hold office during such time only as the director or officer in whose place he is appointed would have held office if he had not resigned.
- g) The Society in general meeting may, by a resolution passed by a majority of the votes of such members as are entitled to vote, at any time remove a director or officer before the expiration of his period of office and appoint another or other qualified person in his stead and the person so appointed shall hold office during such time only as the director or officer in whose place he is appointed would have held the office if he had not been removed, provided that at least thirty (30) days' notice of such meeting, and of the resolution proposed to be passed thereat, shall be given to the director or officer it is proposed to remove. Such notice may be made by sending the same single registered mail to the last known address for the director or officer shown on the rolls of the Society or by personal service of the notice to the director or officer. Notices made by registered mail shall be deemed to have been received two (2) days from the date of mailing. Any director or officer named in such notice is entitled to be heard on the resolution at the general meeting.

- h) The Board of Directors shall set annually the stipend to be paid to members of the Board and ad hoc committee members for services on behalf of the Society.
 - ix. A Director may participate in a meeting of Directors or of a committee of the Society by means of telephone or other communication facility that permits all persons participating in the meeting to hear each other.

7. PRESIDENT

- a) The President shall be elected at an annual general meeting of the Society for a period of two (2) years. If more than two members of the Society contest the Presidency of the Society, the winner must receive a clear fifty-one (51) percent majority of the vote. In the event that the President is unable to complete his term of office, he shall be replaced by the Vice-President until the next annual general meeting of the Society at which time a new President shall be elected to complete the term. In the event that the Vice-President is unable to assume the duties of the President, the Board of Directors shall elect a member of the Board of Directors to assume the duties of President until the next annual general meeting.
- b) The President shall be an ex officio member of all committees of the Society.

8. VICE-PRESIDENT

- a) The Vice-President shall be elected at the annual general meeting of the Society for a period of two (2) years in alternate years to the election of the President. In the event that the Vice-President is unable to complete his term in his term in office, he shall be replaced by a member of the Board of Directors elected by them at a special meeting of the Board of Directors.
- b) The Vice-President shall assist the President and represent the President where required at the discretion of the President.

9. SECRETARY-TREASURER

- a) The Secretary-Treasurer shall be elected at the annual general meeting of the Society for a term of two (2) years in alternate years to the election of the President. In the event that the Secretary-Treasurer is unable to complete his term in office, he shall be replaced by a member of the Board of Directors elected by them at a special meeting of the Board of Directors.
- b) It shall be the duty of the Secretary-Treasurer to attend all meetings of the society, of the Board of Directors of the Society and to keep accurate minutes of same. The Secretary-Treasurer shall have charge of the seal of the Society which seal, whenever used, shall be authenticated by the signature of a member of the Board of Directors.
- c) The Secretary-Treasurer shall have charge of all the correspondence of the Society and be under the direction of the President and the Board of Directors.

- d) The Secretary-Treasurer shall maintain a register of all its members and associate members of the Society pursuant to the Societies Act and all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Society.
- e) The Secretary-Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same at whatever financial establishment the Board of Directors may order.
- f) The Secretary-Treasurer shall properly account for all of the funds of the Society, and keep such books and records as may be directed. He shall present full detailed account of receipts and disbursements to the Board of Directors at their request, and shall prepare for submission to the annual general meeting a statement duly audited of the financial position of the Society, and shall submit a copy of the same to the President for the records of the Society.
- g) In all official communications, the Secretary-Treasurer shall state expressly that same were made by the direction of the board of Directors after obtaining said direction.
- h) The Secretary-Treasurer shall cause all accounts to be paid in the following manner:
 - i. All accounts over Three Thousand Dollars (\$3,000.00) shall be submitted to the Board of Directors for approval.

Note: See Appendix A, amending clause 9 (h)i. effective April 12, 2003.

- ii. All accounts under Three Thousand Dollars (\$3,000.00) shall be submitted to the Secretary-Treasurer for approval.

Note: See Appendix A, amending clause 9 (h)ii. effective April 12, 2003.

- i) The Secretary-Treasurer shall have the responsibility for the care and control of all books, accounts and records of the Society and shall have custody of the library of the Society, and shall keep all books and pamphlets for any member of the Society.
- j) The Secretary-Treasurer and all full time employees of the Society shall be subject to bonding by the Society in an amount determined by the Board of Directors of the Society.

10. EXPENSES

The Board shall establish a rate for bona fide expenses of members of the Board of Directors of the Society and/or ad hoc committee members of the Society and shall pay such expenses or portion thereof to such members to offset legitimate expenses incurred on behalf of the Society. Such members prior to receiving such payments shall submit itemized statements and receipts of their expenses for approval to the Secretary-Treasurer. Itemized statements of expenses incurred by any member shall be available to the Society and reported to the Society at each annual general meeting.

Note: See Appendix A, amending clause 10 effective April 12, 2003.

11. SEAL OF THE SOCIETY

The Society shall have a Seal with the words “Alberta Standardbred Horse Association” impressed thereon and the Secretary-Treasurer shall have custody thereof.

12. AUDITING

- a) The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such accountant at the annual general meeting of the society. December 31st in each year shall be the end of each fiscal year of the Society.
- b) The books and records of the Society may be inspected by any member of the Society at each annual general meeting or at any given time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

13. AUDITING

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it deem necessary, and particular by issue of debentures, but in no case shall debentures be issued without sanction of a special resolution of the Society as a general meeting or a special meeting called pursuant to these bylaws.

14. INDEMNITY AND PROTECTION OF DIRECTORS, OFFICER AND EMPLOYEES

- a) Subject to the Act and these bylaws, the Directors shall cause the Society to indemnify a Director or former Director of the Society and a Director or former Director of a corporation which is or was a subsidiary of the Society or (if he acted as such at the request of the Society) of any other corporation of which the Society is or was a shareholder and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred by him or them, including an amount paid to settle an action or satisfy a judgement in a civil, criminal or administrative action or proceeding to which he is or they are made a party, by reason of his being or having been a Director of the Society or a Director of such corporation including any action brought by the Society or any such corporation. If and to the extent that the Act requires court approval of any such indemnity, the Society shall apply to the Court for all approvals of the Court which may be required to make any indemnity referred to in this Section effective and enforceable. The Society shall be deemed to have contracted, on the terms of the foregoing indemnity, with each Director of the Society and each such Director of such corporation on his being elected or appointed.
- b) Subject to the Act and these by-laws, the Directors shall cause the Society to indemnify:
 - i. Any officer or former officer (but in the case of an officer of a corporation other than a subsidiary of the Society only if he acted as such at the request of the Society); and

- ii. Any employee, former employee or agent or former agent designated by the Directors of the Society or of a corporation which is or was subsidiary of the Society or of any other corporation of which is the Society is or was a shareholder (notwithstanding that he is also a Director) and his heirs and personal representatives against all costs, charges and expenses whatsoever (including, without limiting the generality of the foregoing, those specifically referred to in Section 14(a) above), incurred by him or them and resulting from his acting as an officer, employee or agent of the Society or such corporation.

The Society shall be deemed to have contracted, on the terms of the foregoing indemnity, with each officer or former officer on his appointment.

- c) The failure of a person to comply with the Act or these by-laws shall not, of itself, invalidate any indemnity to which such person is entitled under Section 14.
- d) The Directors may cause the Society to purchase and maintain insurance for the benefit of the Society and/or any other person referred to in this Sections 14 against liabilities and in such amounts as the Board may from time to time determine.
- e) If any provisions of this Section 14 shall be void, illegal or invalid, the remaining provisions of this Section 14 shall be construed and take effect as if the void, illegal or invalid provisions had been contained herein.
- f) The Society shall not be required to indemnify a person pursuant to this Section 14 if such person is not, with respect to the Act or matter giving rise to the proposed indemnification, act honestly and in good faith and with a view to the best interests of the Society or the corporation referred to therein, as the case may be, or, in the case of a criminal or administrative act or proceeding, if he did not have reasonable grounds for believing his conduct was lawful or duly authorized.

15. BYLAWS

- a) The bylaws may be rescinded, altered or added to by a special resolution passed by a majority of not less than three-fourths of such members entitled to vote at a general meeting of which at least thirty (30) days' written notice specifying the intention to propose the special resolution has been duly given.
- b) These bylaws repeal any former bylaws or amendments of bylaws of the Alberta Standardbred Horse Association.

Note: See Appendix A, attached, dated April 12, 2003 amending these bylaws of the Association.

APPENDIX A - April 12, 2003

Recommended ASHA by-law amendments for consideration at the 2003 Annual General Meeting:

The following amendments to the by-laws of the Alberta Standardbred Horse Association **were approved as required** by these by-laws at the 2003 Annual General Meeting of the Association held at Coast Hotel, Edmonton South, on April 12, 2003.

1. We recommend a change in the by-law filling the position of an ASHA Director, as Chairman of the Owners' Committee. The current by-law reads in part:

“By-law #5 (b) vi: Chairman of the Owners' Committee, who shall hold the position of Director and who shall be elected by a majority vote of all Owners present, for a term expiring at the annual general meeting in the calendar year next following election.”

The recommended change, as underlined, is as follows:

“Chairman of the Owners' committee, who shall hold the position of Director and who shall be elected by a majority vote of all owners present, for a term expiring at the annual general meeting in the second calendar year next following his election.”

Approved: This amendment was approved by a majority of the members present at the 2003 Annual General Meeting of the Association.

2. We recommend a change in the current procedure and the authorized signing limits of the Association. The current by-law reads in part:

“By-law #9 (h): The Secretary-Treasurer shall cause all accounts to be paid in the following manner:

- i. All accounts over Three Thousand Dollars (\$3,000.00) shall be submitted to the Board of Directors for approval.
- ii. All accounts under Three Thousand Dollars (\$3,000.00) shall be submitted to the Secretary-Treasurer for approval.

The recommended change, as underlined, is as follows:

- i. All accounts over Fifteen Thousand Dollars (\$15,000.00) shall be submitted to the Board of Directors for approval.
- ii. All accounts over Six Thousand Dollars (\$6,000.00) shall be submitted to the Secretary-Treasurer for approval.
- iii. All accounts up to Six Thousand Dollars (\$6,000.00) may be approved by the Executive Director.

Approved: This amendment was approved by a majority of the members present at the 2003 Annual General Meeting of the Association.

3. We recommend a change in the current procedure for the approval and processing of Association expenses. The current by-law reads in part:

“By-law 10: The Board shall establish a rate for bona fide Expenses of members of the Board of Directors of the Society and/or ad hoc committee members of the Society and shall pay such expenses or portion thereof to such members to offset legitimate expenses incurred on behalf of the Society. Such members prior to receiving such payments shall submit itemized statements and receipts of their expenses for approval to the Secretary-Treasurer.”

The recommended change, as underlined, is as follows:

“By-law #10: The Board shall establish a rate for bona fide expenses of members of the Board of Directors of the Society and/or as hoc committee members of the Society and shall pay such expenses or portion thereof to such members to offset legitimate expenses incurred on behalf of the Society. Such members prior to receiving such payments shall submit itemized statements and receipts of their expenses for approval and payment according to approval signing levels and authorizations.”

Approved: This amendment was approved by a majority of the members present at the 2003 Annual General Meeting of the Association.

APPENDIX B - April 8, 2006

The following amendment to the by-laws of the Alberta Standardbred Horse Association **was approved as required** by these by-laws at the 2006 Annual General Meeting of the Association held at the Edmonton Agricom, Northlands Park, on April 8, 2006.

5. VOTING – EXISTING ARTICLE:

- a) In order to be eligible to vote at any meeting of the Society, or in order to be appointed to, or run for any position on the Board of Directors, a person must have held full membership in the Society for a period of thirty (30) days prior to the date of such meeting, appointment or election.

5. VOTING – NEW ARTICLE, AS ADOPTED:

- a) **In order to be eligible to vote at any meeting of the Society, or in order to be appointed to, or run for any position on the Board of Directors, a person must have held full membership in the Society or held membership in the Society as a groom currently licensed by Horse Racing Alberta, for a period of thirty (30) days prior to the date of such meeting, appointment or election.**

APPENDIX C - April 18, 2015

The following amendment to the by-laws of the Alberta Standardbred Horse Association **was approved as required** by these by-laws at the 2015 Annual General Meeting of the Association held at the Radisson Inn, Calgary Alberta, on April 18, 2015.

3. MEMBERSHIP

a) A membership fee shall be charged to all members of the Society with the amount of said fee being determined by the Board of Directors.

b) There shall be two types of membership, full membership and associate membership

I. **Full Membership** - an applicant is eligible for full membership if that applicant or that applicant's spouse is a registered owner or lessee of a registered Standardbred horse or driver currently licensed by the Alberta Racing Corporation.

3. MEMBERSHIP– NEW ARTICLE, AS ADOPTED:

I. **Full Membership** -an applicant is eligible for full membership if that applicant or that applicant's spouse is a registered owner or lessee, or a trainer, driver, groom or breeder of a registered Standardbred horse currently licensed by Horse Racing Alberta. Full Membership is also available to Veterinarians, Farriers, and Trades people licensed by Horse Racing Alberta, associated with Standardbred racing.