

MEMORANDUM OF ASSOCIATION
OF
NEW BRUNSWICK APPALOOSA HORSE CLUB

1. *The name of the Society is the New Brunswick Appaloosa Horse Club.*
2. *The objectives of the Society are:*
 - a.) *To provide opportunities for the members to participate in any are or aspect of horse activity involving the Appaloosa breed in which they have an interest. Ownership is NOT a prerequisite for membership;*
 - b.) *To ENCOURAGE and CONTRIBUTE to the improvement of the Appaloosa breed by providing competition in the form of horse shows and futurities and/or any other incentive programs;*
 - c.) *To PROMOTE on the part of the public an interst in and an awareness fo the pleasures and possiblities that exist in the world of the Appaloosa;*
 - d.) *To ENCOURAGE participation and to develop and promote good sportsmanship, horsemanship, and friendship among our memebers;*
 - e.) *To PROMOTE the safe and intelligent use of the horse and to protect in so far as possible, the environment;*
 - f.) *To DEVELOP and ESTABLISH guideleines for horse shows, Youth and Amateur activities, Year-end awards any other activities of NBApHC.*
 - g.) *To ENCOURAGE and SUPPORT other equestrian organizations in OUR endeavours;*
 - h.) *To affiliate with the Appaloosa Horse Club of Canada in order to facilitate and further promote these objectives;*
 - i.) *To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and/or personal property and to use and apply such property to the realization of the objectives of the NBApHC;*

- j.) *To buy, own, hold, lease, mortgage and convey such real and/or personal property as may be necessary or desirable in the carrying out of the objective of the NBAPHC.*

PROVIDED THAT nothing herein contained shall permit the NBAPHC to carry on any trade, industry or business, an the NBAPHC shall e carried on without purpose of gain to any of the members and that any surplus or any accretion of the NBAPHC shall be used solely for the purposes of the NBAPHC and the promotion of its objectives.

PROVIDED, further, that if for any reason teh operation of the NBAPHC are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any proeprty whatsoever, the same shall be paid to some other charitable organization in Canada, having objectives similar to those of the NBAPHC.

3. *The activities of the NBAPHC are to be carried out in the Province of New Brunswick and surrounding areas as my be necessary or desirable for the attainment of its objectives, but nothing written herein shall be deemed to limit the area in which the members may seek to achieve their objectives.*

4. *The registered office of the NBAPHC is at the residence address of the President of the NBAPHC.*

**BY-LAWS OF THE
NEW BRUNSWICK APPALOOSA HORSE CLUB**

1. *In these by-laws unless there be something in the subject or context inconsistent therewith:*
 - a.) *"SOCIETY" means the New Brunswick Appaloosa Horse Club.*
 - b.) *"SPECIAL RESOLUTION" means a resolution passed by not less than three fourths of such members entitled to vote as are PRESENT IN PERSON at an annual meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.*
 - c.) *NBApHC means the New Brunswick Appaloosa Horse Club.*
 - d.) *"PUBLISHED" means distributed to all members of the NBApHC.*
2. *The subscribers to the Memorandum of Association and such other person as shall be admitted to membership in accordance to these by-laws, and none others, shall be members of the NBApHC, and their names shall be entered in the Registrar of Members accordingly.*
3. *For the purpose of registration, the number of members of the NBApHC is unlimited.*
4. *The types of membership in the NBApHC are those set out in Schedule "A" attached hereto and forming part of these by-laws.*
5. *Every member of the NBApHC shall be entitled to attend any meeting of the NBApHC. Every Senior Member and every Family Member nineteen years of age and over shall be entitled to vote at any general or annual meeting of the NBApHC. Youth Members and Honorary Members shall have no voting privileges. Only Senior Members of the NBApHC, having membership in the Appaloosa Horse Club of Canada may hold office.*
6. *Membership in the NBApHC shall not be transferable.*

7. *Any individual who meets the required membership as set out in Schedule "A" attached hereto and forming part of these by-laws shall be admitted to membership in the New Brunswick Appaloosa Horse Club, upon payment of membership fee.*
8. *The term of membership shall be deemed to be the calendar year.*
9. *Membership fees shall be payable on or before January 1 for the full ensuing year. Membership not paid shall be deemed to be lapsed 90 days after the due date, upon which time the lapsed members shall lose all membership privileges.*
10. *The amount of the Annual membership fees shall be determined at a General meeting before the ensuing year and approved by two-thirds of attending members eligible to vote.*
11. *No formal admission to membership shall be required and the entry of the name and address of any individual in the Registrar of Members by the Secretary shall constitute admission to membership in the NBAPHC subject to by-law 13B.*
12. *Membership in the NBAPHC shall cease upon the death of a member, or if, by notice in writing to the NBAPHC, he/she resigns her/her membership, or if he/she ceases to qualify for membership in accordance with these by-laws.*
- 13A. *A member may resign at any time by sending written notice to the Secretary except that no member may resign while in debt to the NBAPHC. No part of the annual dues shall be refunded to the resigning members.*
- B. *Membership voting privileges shall be accorded new members 30 (thirty) days after the secretary of the NBAPHC receives the membership application and appropriate fee of the New Brunswick Appaloosa Horse Club.*

FISCAL YEAR

14. *The Fiscal Year of the New Brunswick Appaloosa Horse Club shall be the calendar year.*
- 15A. *The annual meeting of the NBAPHC shall be held within four months after the end of each fiscal year.*

- B. *An EXTRAORDINARY MEETING of the NBAPHC may be called by the President or the Board of Directors at any time, and shall be called by the Directors if requisitioned in writing by at least 10 voting members of the NBAPHC.*
- C. *There shall be a minimum of 2 members meetings including the Annual meeting held per year.*
16. *Thirty days notice of the Annual meeting of the NBAPHC specifying the place, day, and hour of the meeting, and in the case of special business, the nature of such business, shall be given to members. Notice shall be given in writing and by sending it through the post in a prepaid letter to members at his/her last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary post in providing such service it shall be sufficient to prove that the envelope containing the notice by any member shall not invalidate the proceedings at the meeting.*
- 17A. *At each Annual Meeting of the NBAPHC, the following items of business shall be dealt with:*
- *Minutes of the preceding General and Annual Meetings;*
 - *Business arising from those minutes;*
 - *Annual report of the Directors;*
 - *Committee Reports;*
 - *Consideration of the Financial Statements, including balance sheet and operating statement, and the report of the Auditors;*
 - *Appointment of Auditors;*
 - *Selection of a Nominating Committee;*
 - *Resolutions;*
 - *Election of the Directors;*

All other business transacted at the Annual meeting shall be deemed to be special business.

- B. *At each general meeting of the NBAPHC the following items of business shall be dealt with:*
- *Minutes of the preceding general meeting;*
 - *Business arising from minutes;*
 - *Treasurer's report;*
 - *Old business;*
 - *New business;*

18. *No business shall be transacted at any meeting of the NBAPHC unless a quorum of members is present at the commencement of such meeting, and such a quorum shall consist of ten (10) voting members.*
19. *If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall be adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.*
- 20A. *The President of the NBAPHC shall preside as the Chairperson of all meetings of the NBAPHC and shall be Chairperson Ex Officio of all standing committees.*
 - B. *If there is no President present, or if at any meeting the president is not present at the time of holding the same, the Vice-President shall preside as Chairperson.*
 - C. *If there is no President or Vice-President or if at any meeting neither the President or Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.*
 - D. *The Chairperson will follow accepted Parliamentary procedures to conduct the meeting.*
21. *The Chairperson shall vote as a member and shall also vote in the case of a tie.*
22. *The Chairperson may, with the consent of the meeting adjourn any meeting, but no new business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to members.*
23. *At any meeting, unless a poll is demanded by a member, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of the proceedings of the NBAPHC shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.*

24. *If a poll is demanded in a manner aforesaid, the same shall be taken in such manner as the Chairperson may prescribe and results of such poll shall be deemed to be the resolution of the NBApHC meeting.*

VOTES OF MEMBERS

25. *Every member in good standing who is a Senior member or a family member aged nineteen years or over shall be eligible to vote, and every such member shall have one vote and no more. Youth members and Honorary members shall have no voting privileges as subject to by-law 13B.*

DIRECTORS

26. *The New Brunswick Appaloosa Horse Club shall have a Board of Directors consisting of minimum of six (6) and maximum of ten (10) members in good standing subject to 35B.*
27. *Any senior member of the NBApHC who is also a member of the Appaloosa Horse Club of Canada shall be eligible to be elected a Director of the NBApHC.*
28. *Directors shall be elected by the members of the NBApHC at the annual meeting.*
29. *Directors shall hold office for a term of two (2) years.*
30. *In the event that a Director's Office is vacated for any reason, the vacancy thereby created must be unanimously filled, for the unexpired portion of the current fiscal year, by the Board of Directors from among the members of the NBApHC.*
31. *Meetings of the Board of Directors shall be held as often as the business of the NBApHC requires and shall be called by the President or any three (3) of the members of the Board of Directors. Notice of all meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.*

32. *No business shall be transacted at any meeting of the Board of Directors unless at least one-half of the present number of Directors are present at the commencement of such meeting.*
33. *The President, or, in his/her absence, the Vice-President, or in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairperson at meetings of the Board of Directors.*
- 34A. *The Chairperson shall be entitled to vote as a director, and, in the case of a tie, the issue at hand must be resolved.*
- B. *In the event that the NBAPHC's Atlantic Regional Director is not a director of the NBAPHC than an additional non-voting participatory seat will be made available for that individual's term of office.*

POWERS OF DIRECTORS

35. *The management of the activities of the NBAPHC shall be vested in the Directors, who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the NBAPHC and are not hereby or by Statue expressly directed or required to be exercised or done by the NBAPHC in general meeting. The Directors may appoint an executive committee, consisting of the officers.*

OFFICERS

36. *The Officers of the NBAPHC shall be a President, a Vice-President, a Treasurer and a Secretary. The offices of Secretary and Treasurer may be combined.*
37. *The term of office shall be for one year.*
38. *The Directors shall elect one of their number to be President of the NBAPHC. The President shall have geneal supervision of the activities of the NBAPHC and shall perform such duties as may be assigned to him/her by the Board of Directors from time to time.*

39. *The Directors may also elect from their number one or more Vice-Presidents. The Vice-President shall, at the request of the Board of Directors and subject to its directions, perform the duties of the President during the absence, illness, or incapacity of the President, or during such period as the President may request him or her to do so.*
- 40A. *There shall be a Secretary of the NBAPHC who shall keep the minutes of the meetings of the members and Directors and shall publish same at least thirty (30) days to the next general or annual meeting, and shall perform such other duties as may be assigned to him or her by the Directors. The Directors shall appoint the Secretary and may also appoint the Treasurer of the NBAPHC to carry out such duties as the Directors may assign. The same person may, if the Directors see fit, act as both Secretary and Treasurer of the NBAPHC. Any Senior member of the NBAPHC in good standing shall be eligible to be appointed as Secretary and/or Treasurer of the NBAPHC.*
- B. *The Directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.*
- C. *The Secretary shall cause a book to be kept which shall contain a copy of the Memorandum of Association of the NBAPHC and a copy of the by-laws of the NBAPHC and amendments thereto. The Secretary shall ensure that every person on becoming a new member of the NBAPHC receives a copy of the by-laws and amendments thereto to that date.*
- D. *The Secretary of the NBAPHC shall be the custodian of all papers, correspondence, membership records, historical paraphernalia.*
- E. *The Treasurer shall be the custodian of the funds of the NBAPHC and shall keep correct records thereof, and shall upon request at any meeting present a statement of the financial position of the NBAPHC. All monies shall be paid out by him/her on the approval of the Executive. The Treasurer will establish a Petty Cash fund in the amount of \$200.00 (two hundred dollars) to use at his or her discretion, full accounting must be provided by the use of a petty cash Journal. Replenishment of the Petty Cash fund will be incumbent upon approval of the Board of Directors.*
- F. *The Treasurer of the NBAPHC shall keep all funds of the NBAPHC in a Chartered Bank or Credit Union and such funds may only be released by cheque signed jointly by any two (2) of the Treasurer, the President, the Secretary, or such other person as the Board of Directors may decide.*

41. *Any Director not attending TWO (2) consecutive Directors Meetings without due cause shall be asked to resign and may not be reelected as a director for two (2) years after the resignation is official.*
- 42A. *The Presidnet and/or the Board of Directors of the NBAPHC will call upon any member to participate in and/or form committees which will help the NBAPHC.*
- B. *Committees to be formed shall consist of but not be limited to:*
- *Promotion*
 - *Finance - Budget*
 - *Horse shows*
 - *Youth and Amateur*
 - *Rules and Regulations (Futurities)*
 - *Drug Committee*
 - *Year-end Awards*
 - *Liason Committee with Horse Industry*
 - *Constitution*
 - *Disciplinary*
 - *Ways and Means (Membership)*

SUSPENSION AND EXPULSION

43. *The Disciplinary Committee may recommend:*

A member may be suspended or expelled from the NBAPHC for conduct considered highly injurious to the NBAPHC or for cruelty to animals in any form, but such suspension or expulsion can only be made by a two-thirds vote of the members present at the regular or special meeting of the club, with a ten (10) day written notice to the member concerned and a full written statement of such charges with such notice. Said member shall have full opportunity to be heard at the meeting before the vote is taken. The written notice shall be sent by registered mail to the last known address of the member so charged.

AUDIT OF ACCOUNTS

44. *The Auditor of the NBAPHC shall be appointed annually by the members of the NBAPHC at the Annual meeting of the NBAPHC and, on failure of the members to appoint an Auditor, the Board of Directors shall do so. THE Auditor may be a member of the NBAPHC.*
45. *The NBAPHC shall make a written report to the members as to the financial position of the Club and the report shall contain a balance sheet and operating account and, in every such report, shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the NBAPHC and properly drawn up so as to exhibit a true and correct view of the Club's Affairs; and such report shall be read at the Annual Meeting. A copy of the balance sheet, showing the general particulars of its income and expenditures in the preceding year, audited by the Auditors, shall be filed within fourteen days (14) after the annual meeting each year, as required by law.*
46. *An audit shall be called before the Annual meeting of each year and shall be reported at such Annual meeting. Nothing, however, shall prevent a special audit provided that this special audit is approved by or requested by the Board of Directors.*
47. *The audit must be verified by the President of the NBAPHC.*

REPEAL AND AMENDMENTS OF BY-LAWS

48. *The NBAPHC has the power to repeal or amend any of these by-laws by special resolution published 30 days prior to the Annual meeting.*

MISCELLANEOUS

49. *The books and records of the NBAPHC may be inspected by any member of the NBAPHC at any reasonable time.*

50. *Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the NBAPHC by the President or Vice-President or Secretary, or otherwise as prescribed by resolution of the Board of Directors.*
51. *The borrowing powers of the NBAPHC can only be exercised by special resolution of the members.*

POLICY FOR DELINQUENT ACCOUNTS

52. *Monies owed because of N.S.F. cheques paid to the NBAPHC or any function sanctioned by the NBAPHC, will be covered on demand plus all costs incurred in collecting these funds. Failure to comply will result in the suspension of membership privileges of the NBAPHC. Membership privileges will be suspended from the time of office until the delinquent account is covered.*

SCHEDULE "A"

NEW BRUNSWICK APPALOOSA HORSE CLUB

Types of Membership in the NBApHC

1. **SENIOR MEMBER:** *Any member who has attained the age of nineteen (19) years as of January 1st of the current year.*
2. **YOUTH MEMBER:** *Any member who is eighteen (18) years of age or under as of January 1st of the current year.*
3. **FAMILY MEMBER:** *Any member and/or spouse and/or children eighteen (18) years of age or less.*
4. **HONORARY MEMBERS:** *The NBApHC may at any general meeting elect Honorary Members by majority vote of the members present, such honorary membership being granted for outstanding service to the NBApHC or for any other reason or reasons the members feel warrant this honor.*