

APPLICATION

WE, the undersigned, hereby declare that we desire to form a Society under the Societies Act and that:

1. The name of the Society is The Welsh Pony and Cob Society 1999 Alberta.
2. The objectives of this organization shall be:
 - (a) To promote, foster and encourage the breeding, raising, and development of Welsh Ponies and Cobs in Alberta.
 - (b) To encourage the excellence of the standard of breeding of the Welsh Ponies and Cobs in Alberta.
 - (c) To co-operate with all other organizations having similar aims. (d) To give assistance and direction when requested.
 - (e) To hire such people as may from time to time be necessary to carry out the objects of the Society.
 - (f) To sell, manage, lease, mortgage, dispose of or otherwise deal with the property of the Society.
3. The operations of the Welsh Pony and Cob Society 1999 Alberta through its own organization or through such affiliated groups or Branch Societies as may decide, are to be chiefly carried on in the Province of Alberta.

**BY-LAWS OF
THE WELSH PONY AND COB SOCIETY 1999 ALBERTA**

1. (a) In these by-laws where the singular person is used it shall include plural and the masculine gender shall include the feminine unless the context shall otherwise require.
- (b) Person shall include any body corporate or politic or incorporate association and the Executors or Administrators of a person to whom the context can apply according to law.
- (c) Board shall mean the Board of Directors constituted as herinafter specified.

MEMBERSHIP

2. (a) Membership shall be opened to any Person applying for same in writing upon payment of the annual membership fee as hereinafter provided. All applications shall be approved by the Board of Directors.
 - (b) Application for membership shall be in writing and shall be presented to the Secretary of the Society and by him referred to the Board at its first meeting after receipt thereof and upon the application being passed by the Board the applicant shall become and be a member of the Society and be liable for the membership fee for the current year (if not paid with application) and for all subsequent years until such time as he shall cease to be a member by resignation, forfeiture or otherwise in accordance with the by-laws of the Society not in contravention of the law.
3. Any member not in arrears of dues or annual fees or not indebted to the Society in respect of any fine or other thing, may be writing made under his membership in the Society and thereafter shall be subject to any liabilities for dues or annual fees to the Society.
 4. The annual fees or dues of the Society shall be such amount as may be fixed from time to time by the Society in a general meeting, provided that no resolution to alter any existing fee shall be made or considered at any general meeting unless such change is first recommended by the Board and notice of such resolution is incorporated in the notice calling the meeting.

5. Until such time as the annual fee is altered in the manner herein provided for the same shall be payable in advance and falling due on the 31st day of December.
6. Voting – Only members 18 years of age and over shall be eligible to cast one (1) vote in person at any general or special meeting.

GENERAL/SPECIAL MEETING

7. a GENERAL meeting of the Society to be called the Annual Meeting shall be held once in each calendar year at such time and place as the Board may from time to time determine, but so that the same shall be held before the 31st of March each year.
8. A special meeting shall be called by either the president or secretary upon receipt of a petition signed by one-third (1/3) of members in good standing, setting forth the reason for calling such a meeting which shall be sent by letter to the last known address of each member delivered by mail eight (8) days prior to the meeting.
9. Other general or special meetings may be called at any time that the Board may deem expedient, and shall be called by the President or Secretary if requested in writing by ten (10) members of the Society. A quorum for any general or special meeting shall be five (5) members and every member shall be entitled to one vote.
10. The business to be transacted at the Annual Meeting shall be the consideration of the reports of the Board and its officers, the election of officers and such special business as it may be expedient to bring before the meeting of which notice has been incorporated in the notice calling the meeting or given subsequently thereto at least three (3) days before such meeting.
11. NO business shall be considered at any Annual Meeting unless notice of the same has been given at least three (3) days prior thereto to the manner hereinafter provided except that in the case of emergency any business may be considered on the unanimous recommendation of the Board or shorter notice or without notice.

12. Any meeting shall be duly called and notice of any business to be transacted at any meeting shall be duly given if a notice of such meeting or of such business shall be mailed to the members of the Society at least seven (7) days before the time for which the meeting is called.

MANAGEMENT

13. The management of the Society shall be vested in the Board of Directors, who in addition to all the powers and authority which are by these presents expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Society except such as are Statute or by these By-laws expressly required to be done or exercised by the Society in General meeting.

ELECTION OF OFFICERS

14. (a) The Board shall consist of not less than five and not more than seven members elected at the Annual Meeting of the Company from members of the Society who have been a member of the Society for a period of not less than one year prior to nomination, nominated at such meeting and who shall agree to act.

(b) All retiring members of the Board shall be eligible for re-election.

15. (a) In case there are more than sufficient nominations to fill the vacancies there shall be an election by ballot and those receiving the highest number of votes to the number of vacancies shall be declared elected.

(b) In case there are only sufficient nominations to fill the vacancies the chairman of the meeting shall declare the persons nominated elected.

16. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may from time to time determine the quorum necessary for the transaction of business. Until otherwise determined three (3) Directors shall constitute a quorum.

17. The Directors at their first meeting shall appoint one of their number to be President, one to be Vice-President, one to be Secretary and one to be Treasurer or one position as Secretary/Treasurer and may appoint others to such offices as they deem expedient.

18. The Board may from time to time appoint such other persons as directors as they deem expedient.
19. Until the election of the Board for the year the signatories to the Application for Incorporation shall constitute the Board.
20. Two Directors may at any time and the Secretary or Secretary/Treasurer at the request of the Directors convene a meeting of the Directors.
21. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws for the time being vested in or exercisable by the Board.

DUTIES OF DIRECTORS

22. The Board may delegate any or all their powers to committees consisting of one or more member(s) of the Society or any act or thing done by such committee in pursuance of the authority delegated by the Board shall be valid and binding as if done by the Board.
23. A resolution in writing signed by a majority of the Board shall be valid and binding as if it had been passed at a meeting of the Board duly called and constituted.
24. The Directors shall cause accounts of all the business of the Society and minutes of their proceedings and of the proceedings of all general meetings to be duly entered in a book or books provided for that purpose, and any such minutes signed by the Chairman of the next succeeding meeting shall be received as prima facie evidence of the matters therein stated as against or for the Society and between the members thereof and shall be kept at the office of the Society for the time being.
25. The Board may from time to time fill any vacancy created in the Board in any manner by appointing any member of the Society to be Director.
26. The continuing Directors may act notwithstanding any vacancy in the Board and shall in any case hold office until their successors are elected.

27. The President shall preside over the meeting of the Board and the Society and may be the general executive officer thereof and perform such other duties as may from time to time be directed.
28. The Vice- President shall preside over all meetings and

perform the duties of the President as his senior officer at all meetings in case of his absence or inability to act.

29. In case of absence of all the last mentioned officers at any meeting, the meeting shall select a Chairman from the members present.

FINANCES

30. The Directors shall not be entitled to any remuneration for their services as such but may be reimbursed any money expended by them in the performance of their duty as the Board may direct.

31. All cheques drawn upon any moneys of the Society shall be signed as the Board may from time to time direct and until such direction shall be signed --by the President or Vice-President and the Secretary/trreasurer or Treasurer.

32. All money shall be paid to the Treasurer and shall be deposited by him or her in a chartered Bank or Trust Company authorized to receive deposits and be withdrawn only by cheque.

33. The accounts of the Society shall be presented to the membership at least once a year and audited at the discretion of the Board from time to time.

34. The Board shall adopt a corporate seal, and may from time to time change the same, which shall be kept in the custody of the Secretary and affixed to such documents as may be authorized by the Board or a duly authorized committee thereof and be attested by the hands of the Treasurer and President or such Director as may be authorized to make the instrument to be sealed and one other.

BOOKS AND RECORDS

- 35 The books and records of the Society shall be open to the inspection of any Director at any reasonable time and may be inspected by members of the Society under the order of the Board or any Director thereof.
- 36 Any Director may be removed by special resolution of the society.
- 37 The By-laws of the Society shall not be rescinded, altered or added to except by special resolution of the Society.