

Horse Trials New Brunswick

By-Laws

Adopted – March 2007

Horse Trials New Brunswick

Preamble

Whereas, Horse Trials New Brunswick is an organization established to promote and foster the equestrian sport of Horse Trials and Eventing in the Province of New Brunswick in conjunction with the New Brunswick Equestrian Association Inc. and shall work towards the goals of Canadian Eventing and Equine Canada.

Now therefore, Horse Trials New Brunswick does hereby repeal all previously drafted constitutions and by-laws of Horse Trials New Brunswick hereinbefore made.

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Article 1 – Definitions

Article 1 – Definitions

Section 1 – Definitions

In this document, the following definitions apply:

“**Annual General Meeting**” means a meeting of all members of the organization called pursuant to these by-laws.

“**Board**” means the Board of Directors of the organization elected pursuant to these by-laws.

“**Executive**” means the Executive of the organization elected pursuant to these by-laws.

“**Member**” means a person who has paid the membership fee, if applicable, or who falls with the membership classes, pursuant to these by-laws.

“**Member in Good Standing**” is a member who has paid their dues by the due date.

“**Organization**” means Horse Trials New Brunswick organization (HTNB)

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Article 2 – Name of the Organization

Article 2 – Name of the Organization

Section 1 – Name of the Organization

The name of this organization shall be HORSE TRIALS NEW BRUNSWICK hereinafter referred to as HTNB.

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Article 3 - Head Office of Horse Trials New Brunswick

Article 3 – Head Office of Horse Trials New Brunswick

Section 1 – Head Office of the Organization

The Head Office of HTNB shall typically be situated at the address of the current President, or his/her designate from year to year as the case may be in the Province of New Brunswick.

Adopted March 2007

Article 4 – Nature of the Organization

Article 4 – Nature of the Organization

Section 1 – Nature of the Organization

The purpose of HTNB shall be to:

- a) foster, stimulate, and promote interest, participation and enjoyment in the equestrian sport of Horse Trials and Three Day Eventing, consisting of the combined disciplines of Dressage, cross country riding and stadium jumping;
- b) to encourage individuals to obtain membership in the organization of HTNB and in Canadian Eventing and to encourage HTNB members to join and maintain membership in the Provincial and National Equestrian Sports Bodies;
- c) to promote safe and ethical horsemanship at all skill levels.
- d) HTNB is directly affiliated with Canadian Eventing and with Equine Canada and shall follow the rules and regulations set out by these bodies to govern the equine sports in Canada. HTNB also works in conjunction with the New Brunswick Equestrian Association which is the provincial association representing Equine Canada in the province of New Brunswick.

Section 2 – Not-for-Profit Organization

HTNB can:

- a) accept, receive, and take by device, bequest or gift and to hold, possess and enjoy, for the objects of HTNB, donations, gifts, grants, devises and bequests of real and personal property of all kinds and upon such terms and conditions and upon such trusts as the donor or donors of any such property may prescribe.
- b) provide further that if for any reason the operations of HTNB are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objectives similar to those of HTNB.

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Article 5 - Membership

Article 5 - Membership

Section 1 – Classes of Membership

- a) Senior Membership – Those persons who have reached their eighteenth birthday prior to January 1st of the current competitive year. Such members shall be entitled to one (1) vote per person at any HTNB annual or special meeting and may participate in all programs.
- b) Junior Membership – Those persons who have not reached their eighteenth birthday before January 1st of the current competitive year. Such members shall receive the same benefits as individual senior members with the exception of not having the right to vote at Annual General Meetings or Special General Meetings of HTNB.
- c) Family Membership - 1 or 2 adults and any children who have not yet reached the age of 18 years at the start of the current calendar year who are cohabiting. Each adult in the family shall be entitled to one (1) vote at any HTNB Annual General Meeting or Special General Meeting and all members of this class may participate in all programs.
- d) Honorary Membership – Person who, at the discretion of the Board of Directors has made a substantial contribution to HTNB and as such shall be elected to this position by the Board of Directors. They shall be required to pay no dues and shall be appointed for life as a member of HTNB. Such members shall be entitled to one (1) vote per person at any HTNB Annual General Meeting or Special General Meeting.
- e) Non-Competitive Supporting Member – Any person who themselves are not a competitor or who does not represent a family membership shall be entitled to join HTNB. They shall receive all literature and notices but shall not be entitled to any vote at any meeting of HTNB.
- f) Membership Application - shall be presented on a form prescribed by HTNB and made available to the membership by mail or on line at the HTNB website.

Adopted March 2007

Article 6 – Termination of Membership

Article 6 – Termination of Membership

Section 1 – Termination

Any member failing to pay his dues or other indebtedness to the organization by the dates specified by the Board of payment shall be deemed to have been suspended from membership until payment is made. If, at the end of 90 days' suspension, payment has still not been made, the membership shall terminate without further action by the Board.

Section 2 – Resignation

A member may resign by notifying the Secretary of the organization in writing.

Adopted March 2007

Article 7 - Dues

Article 7 - Dues

Section 1 – Dues

Each member shall pay such fees or dues as such times as are prescribed from time to time by resolution adopted by the membership at a general meeting.

- a) Dues shall be due on or before the 1st day of January of each calendar year.
- b) Dues shall be paid to HTNB on or before the 31st day of March of the current calendar year. Anyone registering for a membership renewal after this date will be required, in addition to the annual dues, submit a late fee. The amount of late fee required will be set from time to time by a resolution of the Board of Directors.
- c) Dues shall be paid by new members at any time during the current calendar year without the requirement to submit a late fee.

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Article 8 – Board of Directors

Article 8 – Board of Directors

Section 1 – Composition

The business, property and affairs of HTNB shall be managed by a Board of Directors which shall consist of the Immediate Past President, the Officers of HTNB and seven (7) Directors all of whom shall be members of HTNB.

Section 2 – Qualifications of a Director

Individuals may stand for office as Directors with the following provisions:

- a) only one family member serving on the Board at any one time;
- b) have had some involvement with the organization;
- c) all Directors must be current members, in good standing, in HTNB and shall be eighteen (18) or more years of age.

Section 3 – Nomination and Appointments

- a) Nominations for Directors are to be forwarded in writing to the Secretary of HTNB, accompanied by the nominee's written consent, three (3) weeks in advance of the date set for the Annual General Meeting. Nominations must be signed by one member of the organization and be on the approved Nomination Form.
- b) Nominations for Directors shall be accepted from the floor at the Annual General Meeting, providing the nominee is present and verbally assents or a written assent signed by the nominee is provided at the time of the nomination from the floor. Nominations from the floor must have two seconders.
- c) One Director may be appointed by the Directors of HTNB, from each of the horse trial competitive venues in the Province of New Brunswick in order to represent the interests of the venue at meetings of the Board of Directors.

Section 4 – Term of Office

- a) A Director shall hold office for a term of 2 years, or until their successors are elected or appointed and shall be eligible for re-election for up to 5 terms.
- b) Two-year positions shall be staggered in order to provide continuity.

Section 5 – Election of Officers

- a) Immediately following the elections at the Annual General Meeting, the officers of HTNB shall be elected by the Board of Directors from those individuals elected as Directors.

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- b) Nominations for the positions of President, Vice-President, Secretary and Treasurer shall be accepted providing the nominee verbally assents to the nomination.
- c) Voting shall be done by secret ballot.

Section 6 – Vacancies

The office of Director shall be vacated:

- a) if a Director shall resign his/her office by delivering a written resignation to the Secretary;
- b) if at a special meeting of Directors called for that purpose a resolution is passed by three-quarters of those present, which must represent at least a quorum of the Board of Directors, at the meeting that he/she be removed from office;
- c) upon death of the Director;
- d) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs.

Section 7 – Powers

Provided that nothing herein contained shall permit HTNB to carry on any trade, industry or business for the personal benefit of any proprietor, member, shareholder, trustee or settler of HTNB and HTNB shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of HTNB shall be solely for the purpose of HTNB and the promotion of its objects.

- a) The Board of Directors shall have the power to establish rules and regulations consistent with these By-Laws to govern HTNB organization, procedure and conduct.
- b) The Directors of the Association shall exercise all such powers of HTNB as are consistent with the objectives of HTNB and shall have powers to authorize expenditures on behalf of HTNB, and may delegate by resolution to an Officer or Director of HTNB to enlist, or employ and pay salaries requisite to enable HTNB to receive grants, donations, benefits, and establish trusts for the purposes of furthering the objectives of HTNB and to borrow needed sums of money in the name of HTNB.
- c) The Board may establish committees, appoint the Committee Chairman, and define the duties.
- d) The Board shall have the power to fill any casual vacancy in its numbers by appointing a person from amongst those qualified and such appointee shall be a Director for the un-expired portion of the term of the member whose position on the board is being filled.
- e) The Board may from time to time hire or discharge a manager and such other employees, as it deems necessary and define the terms of any such employment.
- f) The Board may delegate its powers, or any of them, to the Executive as it deems necessary or desirable.

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- g) The Board may by a unanimous vote of all its members, other than a Director to whom this clause may apply, dismiss any Director who without good reason has failed to fulfill his duties and obligations as a Director of the organization in particular one who has:
- i) failed to attend three consecutive meetings of the Board;
 - ii) performed acts or made statement discreditable to a fellow Director or to the organization;
 - iii) declined activity in any of the organization's affairs other than mere attendance at meetings of the Board.
- h) Directors, as such, shall not receive any remuneration for their services but may in proper cases be reimbursed for out-of-pocket expenses incurred on behalf of HTNB.
- i) Provided that nothing herein contained shall permit HTNB to carry on any trade, industry or business for the personal benefit of any proprietor, member, shareholder, trustee or settler of HTNB and HTNB shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of HTNB shall be solely for the purpose of HTNB and the promotion of its objects.
- j) The Offices of Vice President and Secretary may be combined and allocated to one person who will perform the duties outlined above. A Vice President/Secretary will be appointed by the Board of Directors in the event that the current Vice President is called upon to perform the role of President at any time.

Section 8 – Meetings

- a) Notice of Meetings - The President shall call meetings of the Board of Directors at any time and place, to be determined by the Directors, provided that seven (7) days notice of such meetings shall be sent in writing, or by email, to each Director. No formal notice shall be necessary for a meeting of Directors immediately following an Annual General Meeting of HTNB nor for any other meeting if all the Directors are present at the meeting and waive notice thereof by way of motion.
- b) Quorum of Directors Meetings - One-half of the members of the current Board of Directors plus one (+1) shall constitute a quorum.

Section 9 – Officers

The Officers of HTNB shall be made up of the following positions:

- a) President – The President shall be the chief executive officer of HTNB and shall preside at all meetings of HTNB and the Board of Directors. The President shall have the responsibility for the general and active management of the business of HTNB and shall perform such other duties as may be assigned to him/her by vote of the members of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and he/she shall sign all by-laws and other documents requiring the signature of the

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officers of HTNB. The President shall also reserve the right to exercise the tie-breaking vote in any event.

- b) Vice President – The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President and shall have such other powers and duties, if any, as may from time to time be assigned to him/her by vote of the members of the Board of Directors.
- c) Secretary – The Secretary shall attend all meetings of the Board of Directors and of the members and act as Clerk thereof and record all votes and minutes of all proceedings in the books kept for that purpose. He/she shall give or cause to be given, notice of all meetings of the members and of the Board of Directors and shall keep or cause to be kept all books and records required to be kept by the Association. He/she shall perform such duties as may be prescribed, from time to time, by the Board of Directors or by the President.

The books and records, kept by the secretary for HTNB, may be inspected by any member at any reasonable time at the registered office of HTNB.

- d) Treasurer – The Treasurer shall be responsible for establishing and maintaining a system of books, records and management practices to provide reasonable assurance that:
 - a) reliable financial information is produced at all times.
 - b) the assets of HTNB are safeguarded and controlled.
 - c) the transactions of HTNB are in accordance with the relevant regulations, by-laws, and other authorities of HTNB.
 - d) the resources of HTNB are managed efficiently and effectively.
 - e) the registry of members is kept up to date.

The Treasurer shall have custody of the funds of HTNB and keep full and accurate accounts of receipts and disbursements in books belonging to HTNB and shall deposit all money and other securities in the name and to the credit of HTNB in such depositories as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of HTNB upon the direction of the Board of Directors and its duly constituted committees. The Treasurer shall take proper vouchers for such disbursements and shall render to the President and the Board of Directors at regular meetings of the Board, or whenever the President or Board of Directors may require it, an account of the finances of HTNB and shall exhibit upon request the Treasurer books and accounts. Upon retirement or removal, from office, the Treasurer shall immediately restore to HTNB all books, papers, vouchers, money, and other records or property in his/her possession or under his/her control belonging to HTNB.

- f) Immediate Past President – shall be a member an Officer of the Board whose duties will be assigned by the Board.

Section 10 – Duties of Officers

The officers of the Board will form the Executive Committee which shall have such powers and duties subject to the authority of the Board of Directors to:

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- a) Conduct the day to day business of HTNB between meetings of the Board of Directors.
- b) Interpret the rules and regulations and to carry out such objectives of HTNB and to enforce them.
- c) Act as a hearing committee to investigate and review appeals and protest appeals from recognized members of HTNB and invoke such penalties as may be permitted by the rules and regulations of HTNB.

Section 11 – Quorum of Officers

Three (3) Officers of HTNB shall constitute a quorum for meetings of the Executive Committee. Each member of the Executive Committee shall have one vote each.

Section 12 – Meetings of Officers

The President shall call meetings of the Executive Committee at any time and place that is determined to be acceptable to the Executive Committee.

Section 13 - Remuneration

Officers shall not accept any salary or fee of any kind in respect to their position. They may, however, accept reimbursement for transportation, lodging, meals, and other proper expenses incurred by them in connection with their duties as legitimate representatives of HTNB.

Section 14 - Term of Office

Any Officer who has served in the same office for five (5) consecutive terms shall not be eligible for re-election to that office.

Adopted March 2007

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Article 9 – General Membership Meetings

Article 9 – General Membership Meetings

Section 1 – Annual and Special Meetings

- a) The Annual General Meeting of HTNB shall be held by March 31st of each year at such time and place as the President and/or the Board of Directors may designate.
- b) A Special General Meeting of the membership shall be called when requested in writing by not less than five (5) Directors or on receipt of a written demand signed by 10% of the members which sets out the nature of the business to be brought forward and upon the Secretary giving a maximum of twenty-one (21) days and a minimum of ten (10) days prior notice to the members. Notice may be given in writing, by email, or by both.

Section 2 – Notice of Meeting

- a) A maximum of thirty (30) days and a minimum of twenty one (21) days notice shall be given to each member of HTNB of the time and date of the Annual General Meeting and a maximum of twenty-one (21) days and a minimum of ten (10) days prior notice for Special Meetings.
- b) Notice may be given in writing, by email, or by both.
- c) At the Annual Meeting a notice of meeting shall be accompanied by tentative agenda and voting proxy form.
- d) The business of the Annual General Meeting shall be:
 - i) To receive the report of the President on behalf of the Board;
 - ii) To receive the report of the Treasurer;
 - iii) To elect Directors for the ensuing year to the number required;
 - iv) To transact any special business properly brought before the meeting; and
 - v) To transact such other business as is normally transacted at the Annual General Meeting.
 - vi) Ratification of the Actions of the Directors.
- e) Any member of HTNB shall be entitled to give notice of an item for inclusion on the agenda of an Annual General Meeting or Special General Meeting provided a notice in writing is received by the Secretary fourteen (14) days prior to the date of the Annual General Meeting or a Special General Meeting.
- f) The business at a Special General Meeting shall be as set forth in the demand for a special meeting.

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- g) The only persons entitled to attend a meeting of members shall be the members, the auditor(s) of HTNB and others who, although not entitled to vote, are entitled or required under provisions of the Companies Act of New Brunswick or the letters patent or By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

Section 3 – Omission of Notice of Meetings

The accidental omission to give notice to or non-receipt of any notice by any voting member, shall not invalidate any resolution passed or any proceedings taken at any meeting.

Section 4 – Proceedings at General Meetings

- a) At least seven (7) of the members in good standing and present in person shall constitute a quorum at all meetings of the membership whether it be the Annual General Meeting or a Special General Meeting, providing a quorum of Directors is present.
- b) The President, or in his absence the Vice-President, or in the absence of both, a member of the Board appointed by the Board shall preside at all general meetings.

Section 5 – Minutes

The Secretary shall cause minutes of the proceedings of every General Meeting to be kept.

Section 5 – Voting

- a) Each member shall have 1 vote at the Annual General Meeting and any Special General Meeting of HTNB. These members and their powers of voting are listed below for clarification:
- | | | |
|------|------------------------|--------------------------------|
| i) | Senior Member | 1 vote |
| ii) | Junior Member | 1 limited vote |
| iii) | Family Members | 1 vote per adult family member |
| iv) | Honorary Member | 1 vote |
| v) | Non-Competitive Member | 0 vote |
- b) The right to vote does not vest in any member until thirty (30) days after the acceptance of the applicant's application for membership in HTNB.
- c) Proxy Voting - Proxy voting will be permitted at the Annual General Meeting or any Special General Meeting of HTNB using the prescribed form which shall be provided by the Secretary with the notice of meeting. Proxy voting forms will also be made available on the HTNB website.
- i) The proxy form will be as prescribed by the Board of Directors from time to time.
- ii) All voting by proxy shall be done by members of HTNB in good standing, who are eligible to vote, and must be authenticated one-half (1/2) hour prior to the beginning

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of the meeting. Proxy votes will only be valid when submitted on behalf of members of HTNB in good standing, who are eligible to vote.

- d) At all Annual General Meetings or Special General Meetings of HTNB every motion shall be determined by a majority of votes unless otherwise specifically provided in the Constitution or By-Laws of HTNB. In the event of a tie at any Annual General Meeting or Special General Meeting of HTNB the Chair may cast a second vote in order to break the tie.

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Article 10 - Committees

Article 10 – Committees

Section 1 – Committees

- a) The Board of Directors may strike committees not inconsistent with this by-law relating to the management and operation of HTNB.
- b) Each such committee shall discharge the function described by the Board of Directors as its terms of reference. Appointments to the committees shall ensure that the membership of HTNB is represented on each committee on an equitable basis. Each committee shall report all actions, on a regular basis, to the Board of Directors for presentation to the Annual General Meeting of HTNB for consideration by members.
- c) Committee Chairpersons:
 - i) Must be a member of the Board of Directors.
 - ii) Shall be appointed by the President subject to approval by the Board of Directors.
- d) The-President is an ex-officio member of all committees and as such shall receive notice of all committee meetings and minutes of same.
- e) The Board of Directors may appoint annual standing committees as may be required year to year and shall have the power to appoint additional committees from time to time as it shall deem necessary and appropriate.

Adopted March 2007

Article 11 - Fiscal Year

Article 11 – Fiscal Year

Section 1 – Fiscal Year

The fiscal year of HTNB shall terminate on the thirty-first day of December of each year.

Adopted March 2007

Article 12 - Indemnification

Article 12 – Indemnification

Section 1 – Indemnification

The organization shall indemnify its Directors and Officers and former Directors and Officer and their heirs and legal representatives and volunteers against all costs, charges and expense, including an amount paid to settle an action or satisfy a judgment, reasonable incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made parties by reason of being Directors of Officers of the organization, including an action by or on behalf of the organization, if:

- a) They acted honestly and in good faith with a view of the best interests of the organization.
- c) They gave notice to the organization of the civil, criminal, or administrative action or proceeding immediately upon becoming aware of it and also cooperated with the organization in the defense of the action or proceeding to such extent as may be reasonable in the circumstances.

Section 2 – Limitation of Liability

No Director or Officer of HTNB shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to HTNB through the insufficiency or deficiency of title to property acquired by order of the Board for or on behalf of HTNB, or for the insufficiency or deficiency of any security in or upon which any of the moneys of HTNB shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of HTNB shall be deposited, or for any loss occasioned by any error of judgment or whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default.

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Article 13 - By-Law Amendments

Article 13 – By-Law Amendments

Section 1 – Amendments

These By-Laws may be amended at any Annual General Meeting or Special General Meeting of HTNB by a vote of not less than two-thirds (2/3) of the members present at the meeting; provided, however, that the amendments, have been submitted to the Secretary of HTNB to permit the Secretary of HTNB to give thirty (30) days notice in writing and/or by email of the proposed amendments to all members of HTNB.

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Article 14 - Auditor

Article 14 – Auditor

Section 1 – Auditor

- a) The members may at each Annual General Meeting or at a Special General Meeting appoint an auditor whose duty will be to audit the accounts of HTNB. The remuneration of the auditor shall be fixed by the Board of Directors.
- b) If an auditor so appointed is for any reason unable to act, a new auditor may be appointed at the next Annual General Meeting or at any Special General Meeting of HTNB.
- c) The auditor so appointed shall examine the books and accounts of HTNB and submit a report, in writing, to the Annual General Meeting of HTNB.

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Article 15 - Signature of Documents

Article 15 – Signature and Certification of Documents

Section 1 – Signature of Documents

Contracts, documents or any instruments in writing requiring signature of the HTNB, shall be signed by the President of HTNB and one other of the Officers of HTNB. All contracts, documents and instruments in writing so signed shall be binding upon HTNB.

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Article 16 - Privacy

Article 16 – Privacy

Section 1 – Privacy Officer

The organization shall appoint a Privacy Officer, under the terms and conditions of the *Personal Information Protection and Electronic Documents Act*, and the Privacy Officer shall maintain his/her post until such time as a successor is appointed.

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Article 17 – Rules of Order

Article 17 – Rules of Order

Section 1 – Rules of Order

Where not otherwise provided by these by-laws, the order of procedure at meetings of the Company shall be according to the latest edition of *Call to Order by Herb Perry*.

Adopted March 2007

Article 18 – Conflicts of Interest

Article 18 – Conflicts of Interest

Section 1 – Declaration

A Director must, at the earliest possible opportunity, declare their conflict of interest to the Board when:

- (a) A Director who has an interest in any party to a contract or proposed contract with the HTNB shall disclose in writing to the Board his/her conflict.
- (b) A disclosed conflict will be recorded in the minutes of the meeting at which the disclosure is made.

Section 2 – Participation at Meetings

A Director who declares a conflict of interest is entitled to remain at the meeting where the issue is discussed. However, the Director is not entitled to participate in the discussions or vote on any proposed resolution.

Adopted March 2007

Article 19 - Effective Date

Article 19 – Effective Date

Section 1 – Effective Date

This By-law shall come into force when confirmed by the membership at the Annual General Meeting of the members.

Adopted March 2007

DATED: _____

President

Vice-President/Secretary/Treasurer