

MEMORANDUM OF ASSOCIATION  
OF  
MARITIME BARREL RACING ASSOCIATION

1. The name of the Society is Maritime Barrel Racing Association.
2. The objects of the Society are:
  - a) to promote the sport of "Barrel Racing", "Pole Bending" and other gymkhana events in the Maritime region and to continue the activities of the unincorporated association known as the "Maritime Barrel Racing Association";
  - b) to provide instructional help for those interested, especially the younger riders;
  - c) to establish a circuit of show known as the Atlantic Cup Circuit, which will provide a high level of competition and entertainment in the Maritimes;
  - d) to provide an outlet or avenue of advertisement for serious, interested sponsors;
  - e) to acquire by way of grant, gift, purchase, bequests, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society; and
  - f) to buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

PROVIDED that nothing herein contained shall permit the Society to carry on any trade, industry or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

PROVIDED, further, that if for any reason the operations of the Society 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 objects similar to those of the Society.

3. The activities of the Society are to be carried on within the Maritime Provinces of Nova Scotia, New Brunswick and Prince Edward Island.

4. The registered office of the Society is at Burchell, MacDougall & Gruchy, 710 Prince St., P. O. Box 1128, Truro, N.S. B2N 5H1.

We the several persons whose names, addresses and occupations are subscribed, desire to be formed into a Society, in pursuance of this Memorandum of Association.

DATED at Oxford, <sup>N.S.</sup> this 20<sup>th</sup> day of May, A.D., 1990.

NAMES

ADDRESSES AND OCCUPATIONS

  
Ed Grant

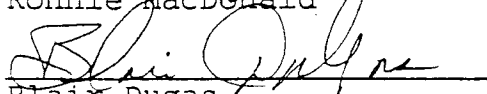
Steam Plant Operator, St. P.X.U.,  
R.R.#5 Glen Rd.,  
Antigonish, N.S. B2G 2L3

  
Marion MacDonald

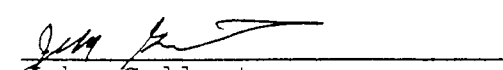
P. O. Box 207, Brookfield, N.S.  
B0N 1C0, Title Searcher, Burchell,  
MacDougall & Gruchy

  
Ronnie MacDonald

P. O. Box 1149, Antigonish, N.S.  
B2N 2L6, businessman

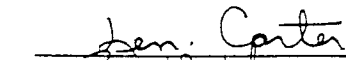
  
Blair Dugas

R.R.#2 North Sydney, N.S. B2A 3L8  
Mechanic

  
John Gallant

R.R.#6 Amherst, N.S. B4H 5Y4  
Department of Agriculture

Witness to the above signatures:

  
of Brookfield in the County of  
Colchester, Province of Nova  
Scotia.

Machine Operator, Dept. of Transportation  
Occupation

I HEREBY CERTIFY that this is a true copy of a document filed in the office of the Registrar of Joint Stock Companies on the 13th day of September 1990

*[Signature]*  
Registrar of Joint Stock Companies

LIST OF FIRST DIRECTORS

Dated 14th day of September 1990

OF

MARITIME BARREL RACING ASSOCIATION

The following are to serve as First Directors from the date of Incorporation until the first annual meeting of the Association held in accordance with the attached by-laws

DATED at Oxford , Nova Scotia, this 20<sup>th</sup> day of May , A.D., 1990.

NAMES

ADDRESSES AND OCCUPATIONS

*[Signature]*  
Ed Grant

Steam Plant Operator, St. F.K.U.,  
R.R.#5 Glen Rd.,  
Antigonish, N.S. B2G 2L3

*[Signature]*  
Marion MacDonald

P. O. Box 207, Brookfield, N.S.  
B0N 1C0, Title Searcher, Burchell,  
MacDougall & Gruchy

*[Signature]*  
Ronnie MacDonald

P. O. Box 1149, Antigonish, N.S.  
B2N 2L6, businessman

*[Signature]*  
Blair Dugas

R.R.#2 North Sydney, N.S. B1A 3L8  
Mechanic

*[Signature]*  
John Gallant

R.R.#6 Amherst, N.S. B4H 3Y4  
Department of Agriculture

*[Signature]*  
Signed

BY-LAWS  
OF  
MARITIME BARREL RACING ASSOCIATION

1. In these by-laws unless there be something in the subject or context inconsistent therewith
  - a) "Society" or "Association" means The Maritime Barrel Racing Association.
  - b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
3. For the purposes of registration the number of members of the Society is unlimited.

I HEREBY CERTIFY that this is a true copy  
of a document filed in the office of the  
Registrar of Joint Stock Companies on the  
13th day of September 1960  
  
Registrar of Joint Stock Companies  
Dated 14th day of September 1960

4. Every member in good standing of the Society shall be entitled to attend any meeting of the Society and all members over the age of 16 years shall be entitled to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting. Non-voting members shall consist of youths under the age of 16 years included in the Society. All voting members shall have one vote per member.
5. Membership in the Society shall not be transferable.
6.
  - a) Membership to this association shall be attained by purchasing a Maritime Barrel Racing Association Individual or Family Membership. Family memberships to be twice the annual Individual fee.
  - b) To compete for Maritime Barrel Racing Association year end awards, the membership in the association is required.
7. The following shall be admitted to membership in the Society:
  - a) Any person may become a member of this association upon payment of the annual membership fee.
  - b) Each member in good standing shall be entitled to all rights and privileges of this association, subject to the aforementioned voting restrictions on youth members.
  - c) Any member considered not conducting themselves in a manner deemed acceptable by the Board of Directors or acting in a manner detrimental to the society shall be subject to disciplinary action, including but not

limited to, being suspended or expelled from the society by the Board of Directors of the Maritime Barrel Racing Association.

8. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
9. Membership in the Society shall cease upon the death of a member or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.

#### FISCAL YEAR

10. The fiscal year of the Society shall be the period from November 1 in any year to October 31 in the year next following.

#### MEETINGS

11. a) The ordinary or annual general meeting of the Society shall be held in November each year;
- b) An extraordinary general meeting of the Society may be called by the President or by a majority of the directors at any time, and shall be called by the directors if requisitioned in writing by at least thirty per centum (30%) in number of the members of the Society.

12. Notice shall be given in the form of a notice in the MBRA Newsletter 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 the members. Any notice shall be deemed to have been given at the time when the newsletter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

13. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of preceding general meeting;

Consideration of the annual report of the directors;

Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;

Election of directors for the ensuing year;

Appointment of auditors.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

14. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.
15. 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 other case, it shall stand 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.
16.
  - a) The President of the Society shall preside as Chairman at every general meeting of the Society;
  - b) If there is no President or if at any meeting he is not present at the time of holding the same, the Vice-President shall preside as Chairman;
  - c) If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairman.
17. The President shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.
18. The President may, with the consent of the meeting, adjourn any meeting from time to time and from place to place but no 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 the members.

19. At any general meeting, unless a poll is demanded by at least three members, a declaration by the President that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
20. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the President may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

#### VOTES OF MEMBERS

21. All members in good standing who are 16 years of age or over shall be entitled to one vote on all matters at the annual or any general meeting. A simple majority of those members present constitutes a quorum.

#### DIRECTORS

22. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than ten with at least one from each of the following regions: New Brunswick, Nova Scotia, Prince Edward Island and Cape Breton. The

subscribers to the Memorandum of Association of the Society shall be the first directors of the Society and shall remain in office until the first annual meeting called in accordance with these by-laws.

23. Any voting member in good standing of the Society shall be eligible to be elected a director of the Society.
24. Directors shall be elected by the members at each ordinary or annual general meeting of the Society.
25. The members shall elect as a director, a representative nominated by each of the organizations which support the work of the Society and the remaining directors shall be elected by the members from among their number.
26. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
27. In the event that a director resigns his office or ceases to be a member of the Society, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
28. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint

another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.

29. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other 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.
30. No business shall be transacted at any meeting of the Board of Directors, unless at least one-third in number of the directors are present at the commencement of such business.
31. The President or, in his absence, the Vice-President or in the absence of both of them, any director appointed from among those directors present shall preside as Chairman at meetings of the Board.
32. The President shall be entitled to vote as a director and, in the case of an equality of votes, he shall have a casting vote in addition to the vote to which he is entitled as a director.

POWERS OF DIRECTORS

33. The management of the activities of the Society 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 Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a co-ordinator and to determine his duties and responsibilities and his remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide. The directors shall have the power to make rules and regulations not inconsistent with these by-laws to provide for the conduct of the orderly activities of the Society.

OFFICERS

34. The officers of the Society shall be a President, a Vice-President, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.
35. The directors shall elect one of their number to be the President of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the Board of Directors from time to time. Specifically, the President

shall be the chief executive officer of the association and shall preside at all Board of Director and General Membership meetings. He shall see that the by-laws and rules and regulations of the association are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. The President shall be an ex-officio member of all committees.

36. In the absence of the President, the Vice-President shall have the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.
37. a) There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and directors, be custodian for the safekeeping of all documents or records of the Society, handle correspondence, keep an up to date list of members and shall perform such other duties as may be assigned to him by the Board.
- b) The Treasurer shall receive money and disburse the same only upon demands by the Director or an Executive Committee. The Treasurer shall account for the same by presenting itemized statements at each annual meeting. The Board shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the Board may assign.

- c) If the directors think fit, the same person may hold both offices of Secretary and Treasurer. 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.

#### STANDING COMMITTEES

38. Directors may from time to time create or dissolve and empower such Standing Committees as they may deem necessary for the proper management of the activities of the Society. The present Standing Committees of the Society are as follows:

- public relations
- rule book and rules committee
- points committee
- futurity committee
- fund raising
- derby committee

#### AUDIT OF ACCOUNTS

39. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.
40. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account and, in every such report, he shall state whether, in his opinion, the balance sheet is a

full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

REPEAL AND AMENDMENT OF BY-LAWS

41. The Society has power to repeal or amend any of these by-laws by a resolution passed in the manner prescribed by law.

MISCELLANEOUS

42. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
43. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
44. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

45. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
46. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
47. Contracts, deeds, bills of exchange, cheques, promissory notes and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President together with the Secretary, or the Treasurer, or otherwise as prescribed by resolution of the Board of Directors.
48. The borrowing powers of the Society may be exercised by special resolution of the members.

#### AMENDMENTS

49. Amendments to the constitution may be made at the annual general meeting or at any general meeting, provided that changes have been included with a notice of the meeting in advance of that meeting.





Maritime Barrel Racing Association

(society name)

I certify that the attached is a true copy of a special resolution duly passed by not less than three-fourths of the members of the society entitled to vote as were present in person or by proxy at a general meeting of the members of the society, held on 2010-03-07

(yyyy/mm/dd)

of which notice of intention to pass the resolution as a special resolution was duly given.

Date: 2010/03/10  
(yyyy/mm/dd)

Secretary: Elaine MacLean  
(print or type name)

\_\_\_\_\_  
(signature)

## By Law Changes

6. a) Membership to this association shall be attained by ***making an application to purchase a Maritime Barrel Racing Association Individual or Family Membership and will be subject to approval by the Board of Directors in accordance with article 7 of these Bylaws.*** Family memberships to be twice the annual Individual fee.

***c) To compete for any sponsorship monies (such as but not limited to the Chrysler/Dodge money) for which the association is responsible for attaining, membership in the association is required.***

7. a) ***Anyone may make an application to become a member of this association by submitting a completed application form, accompanied by the annual fee, to the Board of Directors for approval. Membership cards will be issued to those applicants accepted as members of the association.***

c) Any member considered not conducting themselves in a manner deemed acceptable by the Board of Directors or acting in a manner detrimental to the Society shall be subject to disciplinary action, including but not limited to being suspended or expelled from the Society by the Board of Directors of the Maritime Barrel Racing Association. ***The Board of Directors shall be responsible for establishing a process for, and procedures to, govern disciplinary proceedings of the Society.***

8. ***Admission to membership in the Association is evidenced by the membership card issued by the Board of Directors.***

9. ***Membership in the Society is a privilege, not a right.*** Membership in the Society shall cease upon; the death of a member; a member giving notice in writing to the Society that he/she resigns his/her membership, ***the member ceasing to qualify for membership in accordance with these by-laws, or the member's membership is suspended or revoked by the Board of Directors.***

12. Notice shall be given in the form of a notice in the M. B. R. A. Newsletter, ***sent by regular post or to an email address supplied by a member on their annual application form; or on the official M. B. R. A. website*** 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 the members. Any notice shall be deemed to have been given at the time when the newsletter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office ***and in the case of email the absence of any electronic notification that the email was not delivered.*** The non-receipt of any notice, ***whether sent by regular post or email,*** by any member shall not

invalidate the proceedings at any general meeting.

13. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of preceding general meeting;

Consideration of the annual report of the directors

Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon

Consideration of all committees' reports or recommendations

***Review and/or discussing existing rules, regulations, and policies including changes thereto***

***Review shows and events***

Election of directors for the ensuing year

Appointment of auditors

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

22. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than ten ***and whenever possible have the following regions represented:*** New Brunswick, Nova Scotia, Prince Edward Island and Cape Breton. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society and shall remain in office until the first annual meeting called in accordance with these by-laws.

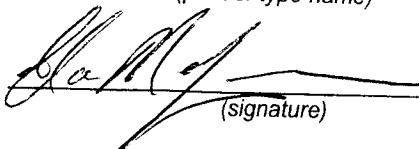
33. The management of the activities of the Society shall be vested in the directors who in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a co-ordinator and to determine his duties and responsibilities and his remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide. The directors shall have the power to make rules and regulations not inconsistent with these by-laws to provide for the conduct of the orderly activities of the Society, ***including establishing processes and procedures for the conduct of disciplinary proceedings involving members of the Society.***

Maritime Barrel Racing Association  
(society name)

I certify that the attached is a true copy of a special resolution duly passed by not less than three-fourths of the members of the society entitled to vote as were present in person or by proxy at a general meeting of the members of the society, held on 2010-05-28 (yyyy/mm/dd) of which notice of intention to pass the resolution as a special resolution was duly given.

Date: 2010/05/28  
(yyyy/mm/dd)

Secretary: Elaine MacLean  
(print or type name)

  
(signature)

By Law Changes May 28, 2010

12. Notice, ***sent a minimum of 10 days in advance***, shall be given by a notice in the M. B. R. A. Newsletter or, ***sent by regular post or to an email address supplied by a member on their annual application form, or on the official M. B. R. A. website*** 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 the members. Any notice shall be deemed to have been given at the time when the newsletter ***or notice*** containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office ***and in the case of email the absence of any electronic notification that the email was not delivered***. The non-receipt of any notice, ***whether sent by regular post or email***, by any member shall not invalidate the proceedings at any meeting.