



2021 ANNUAL GENERAL MEETING

Saturday January 15, 2022

10:00am to Noon

Zoom (details below)

AGENDA

- 1. Call to Order**
- 2. Agenda** Approval of the Agenda
- 3. Minutes** Approval of the minutes of 2019 AGM
- 4. Remarks from Board President, Annie Brothwell**
- 5. Remarks from the Executive Director, Mike Waters**
- 6. Financials and Audit Findings, Treasurer, Matt McNeil**
- 7. Special Resolution discussion**
- 8. Remembering VTRA volunteers and friends**
- 9. Election of Board Members**
- 10. Adjournment**
- 11. AGM Presentation – “Looking back as we move forward”** 8 min video presentation

VTRA Staff is inviting you to a scheduled Zoom meeting.

Topic: 2021 VTRA AGM

Time: Jan 15, 2022 10:00 AM

VTRA 2021 AGM Zoom Meeting Link

<https://us06web.zoom.us/j/81564257800?pwd=aHNJV3lFazZhSER6ZFozUXJuUUk5QT09>

Meeting ID: 815 6425 7800 Passcode: 820029

Minutes of the Annual General Meeting

Saturday, May 29, 2021
Online via Zoom



- Call to Order** Annie Brothwell, President, called the meeting to order at 10:06 a.m. and welcomed everyone. Karen Diederichs, Secretary, recording.
- Quorum** A quorum was established and the meeting deemed to be in order.
- Agenda** **Motion** proposed to accept agenda: Sue Paterson. Seconded: Heather Love. Approved
- Minutes** **Motion** proposed to approve the Minutes of the November 2019 AGM: Sherry Niles. Seconded: Dave Paterson. Approved
- Remarks from the Board President** This meeting covers the time period 2019 to 2020. The 2020 AGM meeting was originally scheduled to be held in November 2020; however, was postponed due to COVID-19 restrictions. We anticipate the 2020-2021 AGM will be held in-person in November 2021.
- Sadly, many charities have not been able to survive during the COVID-19 pandemic. VTRA has emerged stronger than ever due to the amazing job from staff to implement strict COVID protocols and to create a safe space for all participants; from volunteers collectively working a huge number of hours and demonstrating the epitome of safe space and inclusivity and, from the Board who kept us moving forward.
- VTRA has built new partnerships and connections to help us grow our programs – e.g. by expanding the exercise rider program, led by Liesl Fulton, which has hugely benefited our horses and enabled them to do their jobs better and by piloting an adaptive driving program.
- Remarks from the E.D.** Mike Waters began by thanking the contributors who helped draft the 2020 Annual Report – Liz Gabel, Lauren Colborne, Annie Brothwell and Audrey Cooper.
- This is Mike’s first AGM and first full year at VTRA and it was not the year he thought it would be. The COVID lockdown meant that this was a year of change – programs were cancelled and the clubhouse had to be made COVID friendly; but there was an opportunity to work through our long ‘to do’ list. We reopened for programing in September 2020 under strict protocols.
- Thank you to all who contributed in so many ways over the course of the last 15 months.
- Mike Waters and Liz Gagel reviewed program highlights from the past year including:

Minutes of the Annual General Meeting

- Every program is thriving – more registrations; more participants. Other groups were invited to use our facilities. There are several instructors-in-training.
- Number of people served: 212 adaptive riding, 40+ stable management, 5 barn buddies, 1 adaptive driver, 10 stable mates, 12 virtual learners. All supported by 200 volunteers who collectively worked than 7,500 hours.
- Mike thanked all of the funders both historic and new for their generous support as VTRA switched from core funding the emergency/crisis funding.

Remarks from the Treasurer

Matt McNeill reported that although VTRA lost its main fundraising months due to COVID and with program revenue significantly reduced, we were able to finish the year in a small surplus. Also, to enable VTRA to apply for larger grants and funding, we transitioned to audited financial statements.

Motion proposed to approve the audited financial statements for the year ended August 31, 2020: Heather Love, Seconded: Sue Paterson. Approved

Motion proposed to elect KPMG as auditors for 2021: Anne Silver, Seconded: Heather Love. Approved

Recognition

Annie Brothwell paid a warm tribute to Bob Climie whose compassion and professionalism were pivotal to VTRA's early success. He was a true gentleman.

Annie and Mike recognized the many people and organizations connected to VTRA who enable our ongoing success:

- Sue and Dave Paterson have been amazing friends to VTRA
- Anne Waterhouse has been an amazing benefactor and incredible presence
- Audrey Cooper has returned to share her expertise
- The volunteers who have worked countless hours and provided ideas and support throughout the year
- The VTRA Staff Team: Liz Gagel, Head Instructor; Lauren Colborne, Program & Volunteer Coordinator; Jess Game, Mary Vincent, Hayley Johnson, Instructors; and, Mike Waters, Executive Director
- Our Funders: The Victoria Foundation, The Vancouver Foundation, The Vandekerkhove Foundation, The Charlton L. Smith Foundation, The Public Employees Community Services Fund, the McAdams Foundation, The United Way of Greater Victoria, The Westshore Rotary Club, CFAX Santas Anonymous, CIBC Miracle Day, BC Gaming, Kidsport, Jumpstart, Telus, BCTRA
- Our Partners: Lions Club of Central Saanich, Sidney Knights of Columbus, Saanich Rotary Club, Heart Lake Farm, One Ability, CANTRA, BCTRA, BCODN

Minutes of the Annual General Meeting

- The VTRA 2020 Board of Directors: Annie Brothwell, President; Karen Jackson, Vice-President; Matt McNeil, Treasurer; Karen Diederichs, Secretary; Anne Silver, Bonnie Campbell, Sherry Niles, Anne Waterhouse, Heather Love

Election of Board Members

To provide continuity of representatives on the Board, the terms of directors do not all expire in the same year.

Two directors resigned this year: Isobel Doyle whose leadership and professionalism shaped board policy and Britta Henly who brought her expertise to the programs committee. Thank you for your many contributions.

Three board members were presented for re-election for another 2-year term: Annie Brothwell, Sherry Niles and Anne Silver

Three new members were presented for election for a 2-year term: Bonnie Campbell, Karen Diederichs and Heather Love

Proposal was made to elect Annie Brothwell, Bonnie Campbell, Karen Diederichs, Heather Love Sherry Niles and Anne Silver to a two-year term serving on the VTRA Board of Directors.

Annie made three calls for nominations. The proposed slate of candidates approved by the Board were voted on and accepted. 14 votes yes.

Executive positions will be announced after the next Board meeting in June 2021.

Adjournment

Annie adjourned the meeting at 10:55 a.m.

Presentation

Attendees are invited to view a pre-recorded presentation by Andrea Carey, Director, Inclusion Incorporated at <https://www.vtra.ca/post/agm-presentation>

Financial Statements of

**VICTORIA THERAPEUTIC
RIDING ASSOCIATION**

And Independent Auditors' Report thereon

Year ended August 31, 2021



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INDEPENDENT AUDITORS' REPORT

To the Members of Victoria Therapeutic Riding Association

Opinion

We have audited the financial statements of Victoria Therapeutic Riding Association (the Entity), which comprise:

- the statement of financial position as at August 31, 2021
- the statement of operations and changes in net assets for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at August 31, 2021, and its results of operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management



either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Report on Other Legal and Regulatory Requirements

As required by the Societies Act (British Columbia), we report that, in our opinion, the accounting policies applied in preparing and presenting the financial statements in accordance with applicable financial reporting framework have been applied on a basis consistent with that of the preceding period.

KPMG LLP

Chartered Professional Accountants

Victoria, Canada

December 17, 2021

VICTORIA THERAPEUTIC RIDING ASSOCIATION

Statement of Financial Position

August 31, 2021, with comparative information for 2020

	2021	2020
Assets		
Current assets:		
Cash	\$ 102,279	\$ 116,079
Investments and marketable securities	54,472	46,646
Accounts receivable	3,758	20,901
	<u>\$ 160,509</u>	<u>\$ 183,626</u>

Liabilities and Net Assets

Current liabilities:		
Accounts payable and accrued liabilities (note 2)	\$ 14,977	\$ 16,377
Unearned revenue	2,813	15,710
Deferred revenue (note 3)	7,558	2,958
	<u>25,348</u>	<u>35,045</u>
Canada Emergency Business Account loan (note 4)	40,000	30,000
Net assets	95,161	118,581
Commitments and contingencies (note 4)		
Impact of COVID-19 (note 7)		
	<u>\$ 160,509</u>	<u>\$ 183,626</u>

See accompanying notes to financial statements.

On behalf of the Board:

VICTORIA THERAPEUTIC RIDING ASSOCIATION

Statement of Operations and Changes in Net Assets

Year ended August 31, 2021, with comparative information for 2020

	2021	2020
Revenue:		
Program revenue	\$ 143,011	\$ 46,470
Grants	93,230	130,949
Donations	57,026	52,656
Fundraising and sponsorships	48,411	52,986
Membership and fees	1,750	2,785
Other	388	610
	<u>343,816</u>	<u>286,456</u>
Expenses:		
Program wages and subcontractors	127,007	107,740
Office wages	114,487	67,524
Horse costs	100,416	82,193
Office and general	21,617	9,897
Other program costs	19,789	1,234
Professional fees	9,322	10,000
Facility repairs and maintenance	6,099	15,758
Fundraising	5,361	7,360
Bank charges and interest	3,290	2,325
Insurance	1,808	1,790
	<u>409,196</u>	<u>305,821</u>
Deficiency of revenue over expenses before the undernoted items	(65,380)	(19,365)
Other income:		
Investment income	7,826	5,079
COVID-related grants and subsidies (note 7)	34,134	27,889
	<u>41,960</u>	<u>32,968</u>
Excess (deficiency) of revenue over expenses	(23,420)	13,603
Net assets, beginning of year	118,581	104,978
Net assets, end of year	<u>\$ 95,161</u>	<u>\$ 118,581</u>

See accompanying notes to financial statements.

VICTORIA THERAPEUTIC RIDING ASSOCIATION

Statement of Cash Flows

Year ended August 31, 2021, with comparative information for 2020

	2021	2020
Cash provided by (used in):		
Operations:		
Excess (deficiency) of revenue over expenses	\$ (23,420)	\$ 13,603
Items not involving cash:		
Forgivable portion of Canada Emergency Business Account loan recognized in income	(10,000)	(10,000)
Unrealized gain on investments	(7,826)	(4,159)
	(41,246)	(556)
Changes in non-cash operating working capital:		
Accounts receivable	17,143	954
Accounts payable and accrued liabilities	(1,400)	10,521
Unearned revenue	(12,897)	15,372
Deferred revenue	4,600	(23,299)
	(33,800)	2,992
Financing:		
Proceeds from Canada Emergency Business Account loan	20,000	40,000
Investing:		
Purchase of investments	-	(3,615)
(Decrease) increase in cash	(13,800)	39,377
Cash, beginning of year	116,079	76,702
Cash, end of year	\$ 102,279	\$ 116,079

See accompanying notes to financial statements.

VICTORIA THERAPEUTIC RIDING ASSOCIATION

Notes to Financial Statements

Year ended August 31, 2021

Nature of operations:

Victoria Therapeutic Riding Association (the "Association") is incorporated under the Societies Act (British Columbia) and is exempt from the requirement to pay income taxes as a registered charity with Canada Revenue Agency. Its mission is to enrich the lives of children and adults with disabilities through the provision of therapeutic horse-back riding programs and related activities.

1. Significant accounting policies:

These financial statements are prepared in accordance with Canadian accounting standards for not-for-profit organizations. The Association's significant accounting policies are as follows:

(a) Cash and cash equivalents:

Cash and cash equivalents include cash on hand and short-term deposits, which are highly liquid with original maturities of less than three months from the date of acquisition.

(b) Revenue recognition:

The Association follows the deferral method of accounting for contributions. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount received can be reasonably estimated and collection is reasonably assured.

Sessional fees are recognized when the lesson takes place.

Sponsorships are recognized as revenue when the event takes place.

Memberships and dues are recognized as revenue in the year they are earned and collection is reasonably assured.

(c) Contributed services:

Donated materials and services are recognized in the financial statements when a fair value can be reasonably established and when the materials and services are used in the normal course of operations and would otherwise have been purchased.

Volunteers contribute time and expertise across the Association's operations. Because of the difficulty of determining their fair value, contributed services are not recognized in the financial statements.

VICTORIA THERAPEUTIC RIDING ASSOCIATION

Notes to Financial Statements (continued)

Year ended August 31, 2021

1. Significant accounting policies (continued):

(d) Capital assets:

In accordance with the ASNPO Handbook section 4433, Tangible Capital Assets held by Not-for-profit Organizations, the Association has met the criteria to be considered a small organization and as such has not capitalized any expenditures. Capital assets owned by the Association but which have not been capitalized under this accounting policy include horses, equipment and computer hardware. There were \$4,150 in capital assets expensed in the year ended August 31, 2021 (2020 - \$nil).

(e) Financial instruments:

Financial instruments are recorded at fair value on initial recognition. Equity instruments that are quoted in an active market are subsequently measured at fair value. All other financial instruments are subsequently recorded at cost or amortized cost, unless management has elected to carry the instruments at fair value. The Association has not elected to carry any such financial instruments at fair value.

Transaction costs incurred on the acquisition of financial instruments measured subsequently at fair value are expensed as incurred. All other financial instruments are adjusted by transaction costs incurred on acquisition and financing costs, which are amortized using the straight-line method.

Financial assets are assessed for impairment on an annual basis at the end of the fiscal year if there are indicators of impairment. If there is an indicator of impairment, the Association determines if there is a significant adverse change in the expected amount or timing of future cash flows from the financial asset. If there is a significant adverse change in the expected cash flows, the carrying value of the financial asset is reduced to the highest of the present value of the expected cash flows, the amount that could be realized from selling the financial asset or the amount the Association expects to realize by exercising its right to any collateral. If events and circumstances reverse in a future year, an impairment loss will be reversed to the extent of the improvement, not exceeding the initial carrying value.

(f) Use of estimates:

The preparation of the financial statements in conformity with ASNPO requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from those estimates.

VICTORIA THERAPEUTIC RIDING ASSOCIATION

Notes to Financial Statements (continued)

Year ended August 31, 2021

2. Accounts payable and accrued liabilities:

Included in accounts payable and accrued liabilities as at August 31, 2021 are government remittances payable of \$nil (2020 – \$217) relating to workers' safety insurance.

3. Deferred revenue:

	2021	2020
Bursaries	\$ 3,058	\$ 2,958
Grants for the purchase of capital assets	4,500	-
	<u>\$ 7,558</u>	<u>\$ 2,958</u>

4. Canada Emergency Business Account loan:

In response to the COVID-19 pandemic, the Government of Canada launched the new Canada Emergency Business Account ("CEBA"). This program provides interest-free loans that are guaranteed and funded by the Government of Canada in the form of lines of credit of up to \$60,000 (2020 - \$40,000) to businesses with payrolls of less than \$1 million. The loan proceeds are to be used for operating expenses that cannot be deferred, such as payroll, rent, utilities, insurance and property taxes.

During the year, the Association received the maximum available expansion of \$20,000 so now has a total repayable balance of \$60,000 (2020 - \$40,000). If the Association repays the balance of the loan on or before December 31, 2022, it will result in loan forgiveness of 33 percent. The additional \$10,000 forgivable portion has been recognized in other income (2020 - \$10,000). Should the criteria for loan forgiveness not be met, the full \$60,000 will become repayable.

5. Employee, director and contractor remuneration:

Under the Societies Act (British Columbia) there is a requirement to disclose the remuneration paid to all directors, to the ten highest paid employees who are paid at least \$75,000 annually, and to all contractors who are paid at least \$75,000 annually.

During the year, there was one employee (2020 - none) paid in excess of \$75,000 for total remuneration of \$113,609. There were no contractors paid in excess of \$75,000 and no directors were paid remuneration in 2021 or 2020.

VICTORIA THERAPEUTIC RIDING ASSOCIATION

Notes to Financial Statements (continued)

Year ended August 31, 2021

6. Related party transactions:

During the year, the Society paid a director \$67,968 (2020 - \$71,269) for horse boarding and reimbursement of expenses.

7. Impact of COVID-19:

On March 12, 2020, there was a global outbreak of a new strain of Coronavirus ("COVID-19") that prompted certain responses from government authorities. Such responses have included mandatory temporary closure of, or imposed limitations on, the operations of certain nonessential businesses. Global equity and capital markets have also experienced significant volatility and weakness. The Association is taking direct action to lessen the risk of exposure to staff and community by following recommendations from Public Health officials, which has in turn caused the Association to incur additional costs in order to remain open to the public, albeit at a much reduced capacity.

The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the financial effect on the business is not known at this time. The current challenging economic climate may lead to adverse changes in cash flows, working capital levels and/or debt balances, which may also have a direct impact on the operating results and financial position of the operations in the future.

In an effort to manage the impact of COVID-19 on the on-going operations, the Association continues to apply for government subsidies and grants. During the year, the Association received \$34,134 (2020 - \$27,889) in Canada Emergency Wage Subsidy and Canada Emergency Business Account grants.

8. Comparative information:

The financial statements have been reclassified, where applicable, to conform to the presentation used in the current year. The changes do not affect prior year excess of revenue over expenses.

Victoria Therapeutic Riding Association

Board Resolution to Alter VTRA Constitution and By-laws

January 13, 2021 (Last Updated: November 1, 2021)

The directors of the Victoria Therapeutic Riding Association (VTRA) hereby vote to approve the following resolutions:

Resolved that:

The VTRA By-laws be altered as follows: **Red – text to be removed**, **Green – text to be added**, **Purple – Notes for the reader**

a	Amend definition of director Reference: Part 1 – Interpretation	Type: Clarification	Rationale: Broaden the definition of director to include situations in which an individual can be added to the Board outside the AGM vote process to address vacancies or specific capacity issues that might arise. <i>(Aligns with the Societies Act definitions and s.42 Designation, election and appointment of directors)</i>	Current Wording: “Director” means an individual who has been elected as a member of the Board of Directors of the Society	Proposed Wording: “Director” means an individual who has been elected or appointed as a member of the Board of Directors of the Society
b	Amend definition of ordinary resolution Reference: Part 1 – Interpretation	Type: Administrative efficiency	Rationale: Housekeeping to align with addition of 5.20 Voting by proxy is not permitted.	Current Wording: 1.1 (a) ordinary resolution ...cast by the voting members, whether cast in person or by proxy.	Proposed Wording: 1.1 (a) ordinary resolution ...cast by the voting members, whether cast in person or by absentee ballot.
c	Amend definition of special resolution Reference: Part 1 – Interpretation	Type: Administrative efficiency	Rationale: Housekeeping to align with addition of 5.20 Voting by proxy is not permitted.	Current Wording: 1.1 (a) special resolution ...whether cast in person or by proxy.	Proposed Wording: 1.1 (a) special resolution ...whether cast in person or by absentee ballot.
d	Remove details of membership renewal notice from the By-laws	Type: Administrative efficiency	Rationale: (1) Under current provisions, membership lapses after August 31 each year. If members wait until the AGM to renew, the impact is	Current Wording: 2.11 Membership: (a) is not transferable; and (b) applies from September	Proposed Wording: 2.11 Membership: (a) is not transferable; and (b) applies annually as the Board

	<p>Reference: Part 2 – Membership</p>		<p>that VTRA would have few members in good standing in the (up to) 3-month period between Sep 1 and the AGM (2) This change will allow VTRA to be more agile in adapting to future requirements. The timeline for updating Board Policy is much shorter than that for updating the By-laws and (3) Ensure that the majority of members are permitted to vote prior to the AGM to streamline administration of the meeting. Note: Board policy will be updated to reflect the timing and method of notice.</p>	<p>1st to August 31st each year.</p> <p>2.12 The following applies to renewal of Memberships:</p> <p>(a) the Board must give notice of renewal by mail, fax, or e-mail to all members no later than July 1st each year;</p> <p>(b) members are expected to pay the membership fee prior to or at the AGM; and</p> <p>(c) a member who is renewing must comply with section 2.5.</p>	<p>determines.</p> <p>2.12 The following applies to renewal of Memberships:</p> <p>(a) The Board must give notice of renewal;</p> <p>(b) Members are expected to pay the membership fee prior to or at the AGM; and</p> <p>(c) A member who is renewing must comply with section 2.5</p>
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e	Remove reference to director Reference: Part 2 – Membership	Type: Clarification	Rationale: Remove redundancy in current wording. By definition, directors are members of society.	Current Wording: 2.13 Every member and director must comply with: (a) the Act; (b) the constitution and bylaws; (c) policies and regulations created by the Board; and (d) any rules of order governing the conduct of general meetings and of meetings of the Board.	Proposed Wording: 2.13 Every member and director must comply with: (a) the Act; (b) the constitution and bylaws; (c) policies and regulations created by the Board; and (d) any rules of order governing the conduct of general meetings and of meetings of the Board.
f	Add clause to prohibit voting by proxy Reference: Part 5 – Proceedings at General Meetings	Type: Risk reduction	Rationale: (1) Comply with s11(1)(c)(ii) of the BC <i>Societies Act</i> with regard to provision for proxy voting, (2) Eliminate the possibility that a single voting member might create a voting block as this is detrimental to VTRA’s interests; (3) Remove administrative burden from VTRA that would be required to comply with requirements for proxy voting stated in s85 of the <i>Societies Act</i> ; and (4) <i>Aligns with s3.15 of the Model Bylaws (BC Societies Regulation 2015, Schedule 1)</i>	Current Wording: n/a	Proposed Wording: 5.20 Voting by proxy is not permitted.
g	Amend wording to focus on nominations committee Reference: Part 6 – Board of Directors	Type: Clarification	Rationale: Notification of members re: election is covered in Part 4 – Notice to Members and Part 5 – Proceedings at General Meetings. Clause 6.8 refers to appointing a nominating committee thus item C should not refer to notifying members of an election.	Current Wording: 6.8 Not less than sixty (60) days before the AGM, the Board must: (a) appoint a Nominations Committee to nominate, and solicit the nomination of, candidates for election as directors;	Proposed Wording: 6.8 Not less than sixty (60) days before the AGM, the Board must: (a) appoint a Nominations Committee to nominate, and solicit the nomination of, candidates for election as directors; (b) set a date for the close of nominations; (c) notify all members of the election

				(b) set a date for the close of nominations; (c) notify all members of the election .	nominations period.
h	Amend wording regarding director nominations from the floor of the AGM Reference: Part 6 – Board of Directors	Type: Risk Reduction Type: Clarification	Rationale: Eliminate the risk of potential directors circumventing the vetting process for potential board members (which includes a criminal record check and matching of a person’s skill set(s) to the operational needs of the Board). Note: Board policy will specify that the number of nominees at the AGM is not fewer than the number of board positions to be filled.	Current Wording: 6.10 Nominations from the floor of the AGM are prohibited, unless there are fewer candidates than there are positions to be filled, in which case nominations are permitted.	Proposed: Wording 6.10 Nominations from the floor of the AGM are prohibited. ,unless there are fewer candidates than there are positions to be filled, in which case nominations are permitted.
i	Amend wording to differentiate between proxy and absentee voting Reference: Part 6 – Board of Directors	Type: Clarification	Rationale: (1) The GNC proposes to remove proxy voting from the By-laws, therefore, this section needs to be updated, and (2) Align wording in section 6.11 with the wording in section 5.19 (which defines the requirements for absentee voting)	Current Wording: 6.11 Each Annual or Life Member present in person or by proxy at the AGM has a number of votes equal to the number of directors to be elected but must not cast more than one vote for a candidate.	Proposed Wording: 6.11 Each Annual or Life Member present in person or by proxy absentee ballot at the AGM has a number of votes equal to the number of directors to be elected but must not cast more than one vote for a candidate.
j	Eliminate maximum term for a director Reference: Part 6 – Board of Directors	Type: Risk reduction	Rationale: (1) Limiting a director’s term to 10 years presents a risk to VTRA from the loss of knowledge and experience, and (2) There is no reference in the <i>Societies Act</i> in relation to a maximum term for a director. Note: In place of these clauses, we propose that a director’s tenure on the board be tied to a periodic evaluation that is described in Board Policy .	Current Wording: 6.13 A director must not be a director for more than ten (10) consecutive years. 6.14 A director who has been a director for ten (10) consecutive years ceases to be a director, and must not be elected or appointed as a director for one year.	Proposed Wording: Remove these clauses and eliminate the requirement for a director to step down after 10 years and wait one year before standing for election.



GOVERNANCE DOCUMENTS

Volume 2 of 7

VTRA CONSTITUTION AND BY-LAWS

REVISION NUMBER: 02

REVISION DATE: 29 November 2018

CONSTITUTION

- I. The name of the Society is Victoria Therapeutic Riding Association herein called the Society.
- II. The purposes of the Society are:
 - (a) To provide a therapeutic horseback riding program for children and adults with disabilities that promotes and enriches their physical, psychological and social well-being;
 - (b) To enlist the co-operation and support of riding groups and societies throughout British Columbia;
 - (c) To enlist the practical support of the general public by providing them with relevant information, films, and lectures, to encourage them to volunteer their services; and,
 - (d) To solicit, receive and accept funds by gift, bequest or otherwise and apply these funds to the functioning of the Society.

BYLAW

Part 1 – Interpretation

1.1 In the constitution and this bylaw:

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“Act” means the *Societies Act* [SBC 2015] Chapter 18 of British Columbia;

“AGM” means an annual general meeting;

“Annual Report” means the report filed with the registrar by the secretary in accordance with s. 73 of the Act;

“Board” or **“Board of Directors”** means the directors of the Society for the time being, acting as a body;

“director” means an individual who has been elected as a member of the Board of Directors of the Society;

“director’s resolution” means a resolution authorized by the Board of Directors, that is either

- (a) in writing and signed by a majority of directors; or
- (b) passed by a quorum of directors of the Board at a meeting held with the purposes of approving the resolution;

“eligible party” means an individual who is or was a director or senior manager of the Society or who holds or held an equivalent position in a subsidiary of the Society;

“Executive Director” means an employee appointed by the Board, the most senior staff and an ex officio member of the Board, who is responsible for, and accountable to the Board, for the general administration of the Society’s activities;

“financial statement” means the report of the period determined under s. 35(2) of the Act, presented alongside the financial statement of the preceding period for comparison, in the form of a balance sheet, detailing the particulars of the Society’s liabilities, assets, income and expenditures;

“general meeting” means an AGM or a special general meeting;

“member” means a member of the Society;

“ordinary resolution” means any of the following:

- (a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by proxy;
- (b) a resolution consented to in writing, after being sent to all of the voting members, by at least 2/3 of the voting members;
- (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, a resolution passed by a simple majority of the votes cast, in accordance with the bylaws, on the resolution;

“records” means the records to be kept by the Society pursuant to s. 20 of the Act;

“registered address” means a member’s address as recorded in the register of members;

“regulation” means any regulation made pursuant to the Act from time to time;

“Society” means Victoria Therapeutic Riding Association;

“special resolution” means any of the following:

- (a) except for a resolution passed pursuant to section 6.17, a resolution passed at a general meeting by at least 3/4 of the votes cast by the voting members, whether cast in person or by proxy;
- (b) a resolution consented to in writing by all of the voting members;
- (c) if the bylaws authorize indirect or delegate voting or voting by mail or another means of communication, including by fax, email or other electronic means, except for a resolution passed pursuant to section 6. 17, a resolution passed by at least 3/4 of the votes cast, in accordance with the bylaws, on the resolution;

1.2 In this bylaw:

- (a) the singular includes the plural and vice versa; and
- (b) person includes corporations and associations.

1.3 The definitions in the Act apply to this bylaw, except as otherwise stated in this bylaw.

1.4 A member of the Society is entitled to receive, without charge, one copy of the current constitution and bylaws of the Society and the most recent financial statements.

1.5 Upon request by a member, the Society may give a member more than one copy of the current constitution and bylaws and the most recent financial statements upon payment of a reasonable fee determined by the Board, but that fee must be calculated in accordance with the Societies Regulation.

1.6 The constitution and bylaws can only be amended by special resolution.

1.7 In the event of a conflict between this bylaw and the Act or regulations, the latter prevails.

Part 2 – *Membership*

- 2.1 The members of the Society are the applicants for incorporation and those persons who subsequently become members in accordance with this bylaw and who, in either case, have not ceased to be members.
- 2.2 There are two categories of members:
- (a) an Annual Member is:
 - (i) an individual who supports the objects of the Society and who has paid the regular membership fee; or,
 - (i) a rider who is a client and has paid the regular membership fee; and
 - (b) a Life Member is a person who:
 - (i) has paid the life membership fee; or,
 - (ii) has rendered outstanding service to the Society and is appointed by director's resolution.
- 2.3 All members are entitled to notice of, to attend, and to speak at general meetings, and are entitled to speak at special meetings.
- 2.4 Every member who is 18 years of age or older is a voting member and has the right to vote.
- 2.5 An application for membership or renewal of membership must be written and in a form approved by the Board, and
- (a) include the full name, address, e-mail address, fax number, and telephone number of the applicant, as available;
 - (b) provide such other information as the Board may reasonably require;
 - (c) indicate the category of member the applicant wishes to belong to; and
 - (d) include annual membership dues as required.
- 2.6 A person may apply to the Board for membership, and becomes a member on:
- (a) doing those things required by sections 2.2 and 2.5;
 - (b) approval by the Board; and
 - (c) payment of annual or life membership dues, if required.
- 2.7 The Board may in its sole discretion approve, postpone, or refuse an application for membership.

- 2.8 The amount of annual membership dues for each category of members must be set by the Board. The Board may:
- (a) reduce or waive a member's dues where it is just and equitable to do so; and
 - (b) decide not to charge annual membership dues for Life Members.
- 2.9 Except where determined by the Act or the bylaws, the privileges and responsibilities of members of each class must be determined by a director's resolution.
- 2.10 Annual membership dues for new members must not be pro-rated.
- 2.11 Membership:
- (a) is not transferable; and
 - (b) applies from September 1st to August 31st each year.
- 2.12 The following applies to renewal of Memberships:
- (a) the Board must give notice of renewal by mail, fax, or e-mail to all members no later than July 1st each year;
 - (b) members are expected to pay the membership fee prior to or at the AGM; and
 - (c) a member who is renewing must comply with section 2.5.
- 2.13 Every member and director must comply with:
- (a) the Act;
 - (b) the constitution and bylaws;
 - (c) policies and regulations created by the Board; and
 - (d) any rules of order governing the conduct of general meetings and of meetings of the Board.
- 2.14 A member ceases to be a member on:
- (a) delivering a written resignation to the Society;
 - (b) death;
 - (c) having been a member not in good standing for thirty (30) days; or
 - (d) being expelled.
- 2.15 A member becomes a member not in good standing on failing to pay:
- (a) a debt due and owing to the Society; or
 - (b) annual membership dues by or before the date set for their payment.

- 2.16 A member may be disciplined or expelled by special resolution, provided that:
- (a) the Society has sent to the member written notice of the proposed discipline or expulsion, including reasons, prior to the general meeting where the special resolution disciplining or expelling the member is put to a vote; and,
 - (b) the member has been given a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion at the general meeting before the resolution is put to a vote.
- 2.17 A member may be suspended or expelled by director's resolution, provided that:
- (a) at least 3/4 of the directors present at the meeting are in favour of the resolution;
 - (b) the suspension or expulsion is for a substantive failure to comply with the constitution or bylaws, or for conduct prejudicial to the Society, notice of which in either case has been given to the member;
 - (c) notice of the proposed resolution is accompanied by a brief written statement of the reason or reasons for the proposed suspension or expulsion; and
 - (d) the member is given reasonable notice of the proposed resolution, and an opportunity to make representations to the Board at the meeting before the resolution is voted on.
- 2.18 A suspension under this bylaw ends not later than the adjournment of the next following general meeting and cannot be renewed.

Part 3 - *Meetings of Members*

- 3.1 The Board may, when it thinks fit, convene a general meeting.
- 3.2 General meetings must be held at the time and place, in accordance with the Act and this bylaw, that the Board decides.
- 3.3 An AGM must be held at least once in every calendar year.
- 3.4 The Board, on the requisition of 10% or more of the voting members, must convene a general meeting without delay.
- 3.5 The requisition referred to in bylaw 3.4:
- (a) may consist of several documents in similar form, each signed by one or more requisitionists;
 - (b) must state the purpose of the general meeting in no more than 200 words;
 - (c) must be signed by the requisitionists; and
 - (d) must be delivered or sent by registered mail to the address of the Society.

- 3.6 If, within 21 days after the date of the delivery of the requisition referred to in bylaws 3.4 and 3.5, the Board does not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within 60 days after the date of delivery of the requisition.
- 3.7 A general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

Part 4 - *Notice to Members*

- 4.1 Notice of a general meeting must:
- (a) specify the place, day and hour of meeting, and, in case of special business, the general nature of that business;
 - (b) include any special resolution to be proposed at the meeting; and
 - (c) be given to all members not less than fourteen (14) days before the meeting.
- 4.2 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.3 The only persons entitled to receive notice of a general meeting are:
- (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if any.
- 4.4 A notice may be given to a member either personally, by mail, by fax, or by e-mail to the member at the member's address, fax number, or e-mail address, as shown in the register of members.
- 4.5 A member must promptly and in writing notify the Society of any change in the member's name, home address, e-mail address, fax or telephone numbers, or authorized representative.
- 4.6 A notice sent from the Society's office is deemed to have been received:
- (a) two days after being sent by mail, if to an address in Victoria and surroundings; or
 - (b) five days after being sent by mail, if to any other address; or
 - (c) twenty-four (24) hours after being sent by fax or e-mail.

Part 5 - *Proceedings at General Meetings*

- 5.1 The business at an AGM is:

- (a) the adoption of rules of order, if required;
- (b) review and approval of the minutes of the last AGM;
- (c) the report of the Board;
- (d) consideration of the financial statements;
- (e) the report of the auditor, if any;
- (f) appointment of the auditor, if any;
- (g) election of directors;
- (h) resolutions, if any; and
- (i) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

5.2 The business at a general meeting is limited to:

- (a) adoption of rules of order, if required; and
- (b) that determined by the Board under section 3.1; and,
- (c) that set out in a requisition under sections 3.4 and 3.5, if applicable.

5.3 Subject to the Act and this bylaw, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

5.4 Quorum at a general meeting is no fewer than fifteen (15) of the Annual and Life Members, personally present at all times.

5.5 No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.

5.6 If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated in accordance with these bylaws.

5.7 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen (14) days later.

5.8 If, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Board may do either of the following:

- (a) call a new meeting; or

- (b) deem that the voting members present constitute a quorum for the purposes of that meeting.
- 5.9 A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.10 When a meeting is adjourned for more than fourteen (14) days, notice of the adjourned meeting must be given as for the original meeting.
- 5.11 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.12 The President must chair each general meeting unless the President is absent, or unwilling or unable to chair a meeting, in which case the Vice-President must chair the meeting.
- 5.13 If at a general meeting both the President and the Vice-President are absent, unable or unwilling to chair the meeting, the members present must elect a director who is present to chair that meeting.
- 5.14 The chair will not vote at a general meeting unless there is an equality of votes, in which case the chair will then have a vote to determine the outcome of the resolution.
- 5.15 A resolution proposed at a general meeting must be seconded, but the chair must not move or propose a resolution.
- 5.16 Voting at general meetings is by show of hands, except where otherwise required, or is by secret ballot when a majority of the members present vote by a show of hands to request a secret ballot.
- 5.17 Questions arising at general meetings must be decided by a majority of votes, except where otherwise required.
- 5.18 Each voting member has the right to one vote.
- 5.19 Voting by email or other electronic means is accepted only when:
- (a) the member requests in writing to exercise an absentee vote;
 - (b) the instrument requesting to exercise an absentee vote is in the following form, or in any other form that the Board approves:

I _____, of _____, request permission to submit an absentee vote by email or other electronic means for the general meeting of the Victoria Therapeutic Riding Association to be held on the _____ day of _____, 20____, and for any adjournment thereof.

Signed at this day of _____, 20____; and

- (c) the request for an absentee vote is delivered to the office of the Society not more than forty-eight (48) hours after the notice of a general meeting is given to all members.

Part 6– Board of Directors

- 6.1 The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:
 - (a) the constitution and the bylaws; and
 - (b) all laws affecting the Society.
- 6.2 The Board shall consist of no more than twelve (12) directors and no fewer than three (3) directors, one of whom must be ordinarily resident in British Columbia.
- 6.3 At each AGM, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. Elections for the Board shall be staggered such that one-half the number of directors shall be elected in even years and the other one-half the number of directors shall be elected in odd years. If there are an odd number of directors, there can be one more or one less director elected in even years than in odd years.
- 6.4 A director has a term of office of two years.
- 6.5 Directors take office at the adjournment of the AGM at which they are elected, or when appointed under section 6.18.
- 6.6 A director, and a candidate for election as a director, must be an Annual Member or a Life Member who is eighteen (18) years of age or older.
- 6.7 Despite section 6.6, an individual is not qualified to be a director if the individual is:
 - (a) disqualified from being a director of a company under section 124 of the *Business Corporations Act*;
 - (b) not qualified to be a director under section 44 of the *Societies Act*; or
 - (c) employed by the Society or is a member of the family of an employee of the Society who ordinarily resides with the employee.
- 6.8 Not less than sixty (60) days before the AGM, the Board must:
 - (a) appoint a Nominations Committee to nominate, and solicit the nomination of, candidates for election as directors;
 - (b) set a date for the close of nominations;

- (c) notify all members of the election.
- 6.9 A list of candidates for the board of directors, together with a biographical statement of not more than five hundred (500) words written by each candidate, must be posted to the Society's website not less than fourteen (14) days before the AGM.
- 6.10 Nominations from the floor of the AGM are prohibited, unless there are fewer candidates than there are positions to be filled, in which case nominations are permitted.
- 6.11 Each Annual or Life Member present in person or by proxy at the AGM has a number of votes equal to the number of directors to be elected but must not cast more than one vote for a candidate.
- 6.12 An election must be by secret ballot, unless the members present unanimously agree that the election be by show of hands, or there is only one candidate for a position, in which case the candidate must be declared to be elected.
- 6.13 A director must not be a director for more than ten (10) consecutive years.
- 6.14 A director who has been a director for ten (10) consecutive years ceases to be a director, and must not be elected or appointed as a director for one year.
- 6.15 A director ceases to be a director on:
- (a) the end of the director's term of office, unless the director is re-elected;
 - (b) resigning in writing;
 - (c) ceasing to be a Member in good standing;
 - (d) death;
 - (e) becoming unable to perform the duties of a director due to physical or mental disability;
 - (f) failing to attend three consecutive meetings of the Board, unless there are extenuating circumstances, in which such circumstances will be determined by the Board; or
 - (g) if removed by special resolution of members per section 6.17.
- 6.16 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number allowed by section 6.2.
- 6.17 The members may, by special resolution passed by at least a 2/3 majority vote, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 6.18 The Board may, at any time, appoint an Annual Member over the age of eighteen, or Life Member who is qualified under sections 6.6 and 6.7 as a director to fill a vacancy that arises on the Board under section 6.15.

- 6.19 A director appointed to fill a vacancy under section 6.18 ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 6.20 A director, officer and a member of a committee must be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society but must not be paid or otherwise remunerated for being or acting as a director, officer or a member of a committee.
- 6.21 The Society must indemnify a director, former director, or other eligible party, and their heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the director, in a civil, criminal or administrative action or proceeding to which the director is made a party because of being or having been a director, including an action brought by the Society, if:
- (a) the director acted honestly and in good faith with a view to the best interests of the Society; and
 - (b) in the case of a criminal or administrative action or proceeding, the director had reasonable grounds for believing the director's conduct was lawful; and
 - (c) the action or proceeding was not brought by or on behalf of the Society, the director or former director, or the eligible party.

Part 7 - *Proceedings of the Board*

- 7.1 The Board must meet together, a minimum of six (6) times per year, at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 7.1.1 Directors can participate in a Board meeting by telephone or other communications medium as follows:
- (a) A director who is entitled to participate in a Board meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communication medium or in person are able to communicate with each other.
 - (b) The Society is not obligated to take any action to facilitate the use of any communications medium at a Board meeting.
 - (c) If one or more directors vote at a Board meeting in the manner contemplated by section 7.1.1 (a), the vote must be conducted in a manner that adequately discloses the intentions of the directors.
 - (d) A director's attendance at a Board meeting by telephone or other communication medium counts towards a quorum.
- 7.2 A quorum at a meeting of the Board is a majority of directors in office.

- 7.3 A meeting of the Board may be called by:
- (a) the President; or
 - (b) any three directors; or
 - (c) director's resolution.
- 7.4 Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Except where notice is waived by all directors, notice of a meeting of the Board must be given at least forty-eight (48) hours before the meeting.
- 7.5 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.6 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meetings of the Board need be sent to that director; and
 - (b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.7 Except where otherwise required, questions arising at meetings of the Board and committees must be decided by a majority of votes.
- 7.8 A resolution proposed at a meeting of the Board or a committee need not be seconded, and a director or chair of such a meeting may move or propose a resolution.
- 7.9 The chair of a meeting of the Board or of a committee will not vote on a motion or resolution unless there is an equality of votes, in which case the chair will cast the deciding vote.
- 7.10 A resolution in writing, agreed to by a majority of the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.11 The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint the members and chair of each committee.
- 7.12 The Board must by resolution determine the names, members, authority and responsibilities of committees.
- 7.13 The Board must determine, by resolution, the:
- (a) financial year of the Society; and
 - (b) signing officers of the Society, and their authority.

- 7.14 A committee must conform to any rules imposed on it by the Board and must report every act or thing done in exercise of its powers to the next following meeting of the Board.
- 7.15 Subject to the Act and this bylaw, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – *Directors' Duties and Conflicts*

- 8.1 In addition to, and not in derogation of, an enactment or rule of law or equity regarding the duties or liabilities of directors of a Society, a director must:
- (a) act honestly and in good faith and in the best interests of the Society; and
 - (b) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions of a director.
- 8.2 Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from:
- (a) the duty to act in accordance with the Act and the regulations, or
 - (b) a liability of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society and that by a rule of law would otherwise attach to the director.
- 8.3 A director who is, directly or indirectly, interested in a proposed contract or transaction with the Society must disclose fully and promptly the nature and extent of the interest to each of the other directors. This disclosure must be evidenced in:
- (a) the minutes of a meeting of directors; or
 - (b) a consent resolution of directors; or
 - (c) in a record addressed to the directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society.
- 8.4 If a director referred to in section 8.3, makes any profit as a consequence of the Society entering into or performing the proposed contract or transaction, that profit must be accounted to the Society, unless:
- (a) the director discloses the interest as required by section 8.3;
 - (b) after the disclosure, the proposed contract or transaction is approved by the directors; and
 - (c) the director abstains from voting on the approval of the proposed contract or transaction; or

- (d) the contract or transaction was reasonable and fair to the Society at the time it was entered into; and
 - (e) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- 8.5 A director referred to in section 8.3 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.
- 8.6 A director referred to in section 8.3 must leave the meeting at which the contract, transaction, or matter is discussed unless requested by a majority of the directors to be present to provide information.
- 8.7 A director referred to in section 8.3 must leave the meeting at which the contract, transaction, or matter is voted upon and must refrain from any action intended to influence the discussion or vote.
- 8.8 The fact that a director is, in any way, directly or indirectly, interested in a proposed contract or transaction, or a contract or transaction, with the Society does not make the contract or transaction void, but, if the matters referred to in section 8.4(a) or (b) have not occurred, the court may, on the application of the Society or an interested person, do any of the following:
- (a) prohibit the Society from entering into the proposed contract or transaction;
 - (b) set aside the contract or transaction; or
 - (c) make any order that it considers appropriate.
- 8.9 A director must not be an employee of the Society for a period of 60 days after ceasing to be a director.
- 8.10 An employee of the Society must not be a director for a period of 60 days after ceasing to be an employee.

Part 9– *Officers*

- 9.1 At the first meeting of the Board, immediately following the AGM, the Board shall select from their number the following officers:
- (a) President;
 - (b) Vice-President;
 - (c) Secretary; and
 - (d) Treasurer.
- 9.2 If a new President is selected at the first meeting of the Board referred to in section 9.1, the previous President will take the positions of Past President and officer.

- 9.3 The officers have a normal term of office ending at the adjournment of the next following AGM.
- 9.4 The Board may by resolution:
- (a) dismiss an elected officer at any time, and appoint another director to take that person's place; and
 - (b) elect a director to take the place of an elected officer who has ceased to hold office for any reason.
- 9.5 An elected officer ceases to be an elected officer on:
- (a) ceasing to be a director;
 - (b) resigning in writing;
 - (c) director's resolution; or
 - (d) death.
- 9.6 The Board may appoint an Executive Director who shall be responsible for, and accountable to the Board, for the general administration of the Society's activities and may also appoint such employees as it deems necessary, and determine the titles, remuneration and terms and conditions of employment of such persons.
- 9.7 The President is the chair of the Board and:
- (a) must supervise the other directors in the execution of their duties;
 - (b) must chair all meetings of the Board and all general meetings; and
 - (c) has the powers and duties generally pertaining to the office of President, subject to director's resolution.
- 9.8 The Vice-President, in the President's absence, must perform the duties of the President.
- 9.9 The Secretary must do, or make the necessary arrangements for, the following:
- (a) issue notices and take minutes of meetings of the Society and the Board;
 - (b) conduct the correspondence of the Society;
 - (c) keep all records and documents of the Society except those which must be kept by the treasurer;
 - (d) file the annual report of the Society and make any other filings with the Registrar;
 - (e) have custody of the common seal of the Society, if any; and
 - (f) maintain the register of members.
- 9.10 In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

- 9.11 The Treasurer must do, or make the necessary arrangements for, the following:
- (a) receive and bank monies collected from the members or other sources;
 - (b) keep accounting records in respect of the Society's financial transactions in accordance with the Act;
 - (c) prepare the Society's financial statements;
 - (d) make the Society's filings respecting taxes; and
 - (e) render financial statements to the Board, members, and others when required.
- 9.12 The Past President, in the absence of the President and the Vice-President, will perform the duties of the President, and any other duties as described in the Roles of the Members of the Board in the Board Manual.

Part 10 - *Committees*

- 10.1 The Board may:
- (a) establish Committees;
 - (b) appoint directors and other persons to Committees; and
 - (c) may delegate power and duties to a Committee that, in the opinion of the Board, can most conveniently be exercised by that Committee.
- 10.2 Committees shall:
- (a) conform to any rules imposed on it by the Board; and
 - (b) continually report its actions to the Board at each Board meeting.
- 10.3 The Board shall establish an Executive Committee to provide advice and guidance to the Board regarding any matters within the scope of the Board's authority.
- 10.4 The Executive committee will consist of the President, Vice-president, Treasurer and Secretary as selected by the Board immediately following an AGM.
- 10.5 Any member of the Executive Committee may convene a meeting of the committee with forty-eight (48) hours' notice.
- 10.6 A quorum of the Executive Committee will be two members.
- 10.7 The chair of the Executive Committee will be the President, or in his or her absence, the Vice-president.

- 10.8 The Executive Committee may provide recommendations to the Board regarding any advice or guidance given under section 10.3 but the Executive Committee has no authority to make decisions on behalf of the Board.
- 10.9 The Executive Committee cannot distribute assets, dissolve or merge the Society, or take other decisions affecting the fundamental mandate or structure of the Society.
- 10.10 Every committee shall elect a chair of its meetings; but if no chair is elected, or if at a meeting the chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chair of the meeting.
- 10.11 The members of a Committee may meet and adjourn as they think proper.
- 10.12 The directors may from time to time remove any officer or member of a Committee.
- 10.13 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Part 11 – *Borrowing and Investment*

- 11.1 To carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as it decides.
- 11.2 The Board must obtain approval by means of a special resolution for all borrowing that will result in more than fifty thousand dollars (\$50,000) in debt obligation.
- 11.3 The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 11.4 The Society must not purchase or sell real estate or enter into a lease of real estate with a term of five years or greater, unless authorized to do so by a special resolution.
- 11.5 The Board may invest the funds of the Society in such manner and in such securities, properties and investments as the Board in its absolute discretion deems in the best interests of the Society.

Part 12 - *Seal*

- 12.1 The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

- 12.2 The common seal must be affixed only when authorized by a director's resolution and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and the Vice-President or the President and the Treasurer.

Part 13 – Accounts and Audit

- 13.1 The Society may, at each AGM, appoint an auditor to hold office until the auditor is re-appointed or a successor is appointed at the next AGM.
- (a) An auditor may be removed by ordinary resolution.
 - (b) An auditor must be promptly informed in writing of appointment or removal.
 - (c) No director and no employee of the Society can be auditor.
 - (d) The auditor may attend general meetings.
 - (e) If a vacancy arises in the office of auditor between AGMs, the Board must fill the vacancy.
 - (f) An AGM may resolve that the financial statements of the Society be reviewed by the auditor, in place of an audit.
- 13.2 The directors of a society must present the following to the members at each AGM:
- (a) financial statements prepared in accordance with section 35 of the Act;
 - (b) the auditor's report, if any, on those financial statements.
- 13.3 The financial statement shall:
- (a) be in the form of a balance sheet showing the particulars of the Society's liabilities and assets, and income and expenditures; and
 - (b) be prepared as comparative financial statements relating separately to:
 - (i) the period determined under section 35(2) of the Act, and
 - (ii) the preceding period, if any, in relation to which financial statements for the Society were prepared; and
 - (c) include a note in respect of remuneration, if any, paid by the Society to the directors in that period in accordance with section 36 of the Act and section 8 of the *Societies Regulation*, B.C. Reg. 216/2015; and
 - (d) include a note in respect of remuneration, if any, paid by the Society in that period to employees of the Society and to persons under a contract for services with the Society in accordance with section 36 of the Act and section 9 of the *Societies Regulation*, B.C. Reg. 216/2015; and

- (e) be signed by the auditor or, if there is no auditor, by two directors.

Part 14 – *Dissolution*

- 14.1 The Society shall be non-political and non-profit and in the event of dissolution, all the Society's remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in the Capital Regional or Cowichan Valley Regional Districts.
- 14.2 Notwithstanding section 14.1, the dissolution of the Society's remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of the *Income Tax Act*.

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Part 15 - *Miscellaneous*

- 15.1 The Society has power to repeal or amend any of the sections of this bylaw by special resolution passed by the members, subject to the approval of the Registrar.
- 15.2 Within thirty (30) days after an AGM is held, the Society must file with the Registrar an Annual Report of the AGM that includes:
- (a) the date on which the AGM was held;
 - (b) 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; and
 - (c) the delivery and mailing address of the Society, or any change of the delivery or mailing address of the Society's registered office.
- 15.3 Subject to the *Personal Information Protection Act*, section 25(1) of the Act and other applicable statutes, the:
- (a) financial statements, Board and members' committee's minutes, and register of members may be inspected by a member, on reasonable notice;
 - (b) other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to any director's resolution; and
 - (c) documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.
- 15.4 Despite section 15.3, the directors may, by director's resolution, restrict the members' rights to inspect the Society's register of members if the directors are of the opinion that the inspection would be harmful to the Society or to the interests of one or more of its members.

- 15.5 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise, as prescribed by a director's resolution.

Victoria Therapeutic Riding Association

Year End: August 31, 2021

Financial Statement Grouping

G1

Prepared by	Prepared by	Reviewed by DJH 12/17/2021
Reviewed by	Reviewed by	

Account	Prelim	Adj's	Rep	Adj 08/20	%Chg	Adj 08/19	%Chg
1011 Ministry Acct	0.00	0.00	0.00	0.00	0.00	247.50	(100.00)
1012 Canada Helps to be deposited	215.00	0.00	215.00	0.00	0.00	0.00	0.00
1013 e-transfers	105.00	0.00	105.00	0.00	0.00	0.00	0.00
1014 Benevity Canada Online Giving	0.00	0.00	0.00	210.00	(100.00)	0.00	0.00
1016 The Square to be deposited	1,615.11	0.00	1,615.11	222.03	627.43	0.00	0.00
1020 Petty Cash	20.00	0.00	20.00	20.00	0.00	85.00	(76.47)
1030 Coast Capital Chequing Account	98,354.86	0.00	98,354.86	103,786.08	(5.23)	44,040.65	123.33
1035 Coast Capital Gaming	746.94	0.00	746.94	301.16	148.02	7,111.92	(89.50)
1036 Coast Capital Savings Account	0.37	0.00	0.37	0.37	0.00	0.00	0.00
1040 Coast Capital Shares	5.00	0.00	5.00	5.00	0.00	5.00	0.00
1050 Coast Capital GIC	0.00	0.00	0.00	10,438.02	(100.00)	10,261.81	(100.00)
1055 Coast Capital GIC	0.00	0.00	0.00	0.00	0.00	10,000.00	(100.00)
1060 Edward Jones Cash Balance	40.65	0.00	40.65	40.65	0.00	0.00	0.00
1070 TD Canada Trust - Chequing Ac...	0.00	0.00	0.00	0.00	0.00	29.95	(100.00)
1080 Paypal	400.00	0.00	400.00	280.00	42.86	4,620.59	(91.34)
1090 Gift Cards	776.11	0.00	776.11	776.11	0.00	300.00	158.70
10100 Cash/Bank indebtedness (FLIP)	102,279.04	0.00	102,279.04	116,079.42	(11.89)	76,702.42	33.35
1150 Edward Jones Investment	46,627.66	7,844.60	54,472.26	46,645.55	16.78	38,872.16	40.13
10200 Investments and marketable securi	46,627.66	7,844.60	54,472.26	46,645.55	16.78	38,872.16	40.13
1200 GST Receivable	3,357.75	0.00	3,357.75	4,254.24	(21.07)	5,467.18	(38.58)
1300 Accounts Receivables	400.00	0.00	400.00	16,647.18	(97.60)	16,161.45	(97.52)
10300 Trade receivable	3,757.75	0.00	3,757.75	20,901.42	(82.02)	21,628.63	(82.63)
1730 Clothing	0.00	0.00	0.00	0.00	0.00	90.35	(100.00)
1868 Decorations	0.00	0.00	0.00	0.00	0.00	136.50	(100.00)
10600 Inventories	0.00	0.00	0.00	0.00	0.00	226.85	(100.00)
2010 Vacation payable	0.00	0.00	0.00	0.00	0.00	(838.75)	(100.00)
2020 WCB Payable	(217.43)	0.00	(217.43)	(217.43)	0.00	(795.76)	(72.68)
2500 Accrued Liabilities	(10,096.00)	0.00	(10,096.00)	(10,000.00)	0.96	(20,005.03)	380.00
2510 Accrued payroll	(2,865.28)	(878.00)	(3,743.28)	(2,865.28)	30.64	0.00	0.00
2550 Accounts Payable	(325.59)	(594.96)	(920.55)	(3,294.47)	(72.06)	0.00	0.00
2600 Accrued Liabilities	0.00	0.00	0.00	0.00	0.00	(4,203.14)	(100.00)
20200 Accounts payable and accrued liab	(13,504.30)	(1,472.96)	(14,977.26)	(16,377.18)	(8.55)	(5,857.65)	155.69
2400 Pre-paid fees	(16,952.50)	14,140.00	(2,812.50)	(15,710.00)	(82.10)	(337.50)	733.33
20700 Deposits payable	(16,952.50)	14,140.00	(2,812.50)	(15,710.00)	(82.10)	(337.50)	733.33
2200 Restricted Grant Income	(2,320.00)	(2,180.00)	(4,500.00)	0.00	0.00	(5,500.00)	(18.18)
2250 Riders Bursary Fund	(3,057.50)	0.00	(3,057.50)	(2,957.50)	3.38	(3,637.50)	(15.95)
2300 Deferred Revenue - Foundations	0.00	0.00	0.00	0.00	0.00	(17,119.00)	(100.00)
20800 Deferred revenue	(5,377.50)	(2,180.00)	(7,557.50)	(2,957.50)	155.54	(26,256.50)	(71.22)
2060 CRA Covid Loan	(50,000.00)	10,000.00	(40,000.00)	(30,000.00)	33.33	0.00	0.00
22100 CEBA loan	(50,000.00)	10,000.00	(40,000.00)	(30,000.00)	33.33	0.00	0.00
3500 Net Assets Beginning of the Year	(118,581.71)	0.00	(118,581.71)	(104,978.41)	12.96	(85,534.04)	38.64
30400 Net assets	(118,581.71)	0.00	(118,581.71)	(104,978.41)	12.96	(85,534.04)	38.64

Victoria Therapeutic Riding Association

Year End: August 31, 2021

Financial Statement Grouping

G1-1

Prepared by	Prepared by	Reviewed by DJH 12/17/2021
Reviewed by	Reviewed by	

Account	Prelim	Adj's	Rep	Adj 08/20	%Chg	Adj 08/19	%Chg
4010 Adaptive Program - Session 1	(4,410.00)	(14,140.00)	(18,550.00)	(12,880.00)	44.02	(12,616.00)	47.04
4020 Adaptive Program - Session 2	(11,725.05)	0.00	(11,725.05)	(12,505.00)	(6.24)	(14,173.00)	(17.27)
4030 Adaptive Program - Session 3	(17,132.98)	0.00	(17,132.98)	(11,142.50)	53.76	(16,517.50)	3.73
4040 Adaptive Program - Session 4	(22,601.00)	0.00	(22,601.00)	0.00	0.00	(17,322.00)	30.48
4051 Stable Management - Session 1	(847.50)	0.00	(847.50)	(1,082.50)	(21.71)	0.00	0.00
4052 Stable Management - Session 2	(3,097.50)	0.00	(3,097.50)	(2,295.00)	34.97	0.00	0.00
4053 Stable Management - Session 3	(3,330.00)	0.00	(3,330.00)	(2,697.00)	23.47	0.00	0.00
4054 Stable Management - Session 4	(3,137.50)	0.00	(3,137.50)	0.00	0.00	0.00	0.00
4060 Other Program - Session 1	(202.50)	0.00	(202.50)	(405.00)	(50.00)	(1,440.00)	(85.94)
4061 Early Intervention - Session 1	0.00	0.00	0.00	(420.00)	(100.00)	0.00	0.00
4070 Other Program - Session 2	0.00	0.00	0.00	0.00	0.00	(3,080.00)	(100.00)
4071 EFW	0.00	0.00	0.00	(780.00)	(100.00)	0.00	0.00
4080 Other Program Session 3	0.00	0.00	0.00	(240.00)	(100.00)	(4,890.00)	(100.00)
4090 Other Program - Session 4	(232.50)	0.00	(232.50)	0.00	0.00	(3,950.00)	(94.11)
4091 Camps	(5,250.00)	0.00	(5,250.00)	(300.00)	1650.00	0.00	0.00
4095 Summer Programs	(33,585.00)	0.00	(33,585.00)	0.00	0.00	0.00	0.00
4120 Exercise Riders Fees	(20,395.00)	0.00	(20,395.00)	(1,617.50)	1160.90	(1,892.00)	977.96
4150 Other Program, inc. Show	(2,924.83)	0.00	(2,924.83)	(105.99)	2659.53	(1,449.50)	101.78
40200 Program revenue	(128,871.36)	(14,140.00)	(143,011.36)	(46,470.49)	207.75	(77,330.00)	84.94
4210 United Way of Greater Victoria	(2,048.15)	0.00	(2,048.15)	(10,141.98)	(79.81)	(10,000.00)	(79.52)
4220 Charlton Smith Foundation	(5,000.00)	0.00	(5,000.00)	(4,000.00)	25.00	(7,000.00)	(28.57)
4230 C-Fax Santas Anonymous Society	(10,000.00)	0.00	(10,000.00)	(5,000.00)	100.00	(5,000.00)	100.00
4240 Norgaard Foundation	0.00	0.00	0.00	(10,000.00)	(100.00)	(10,000.00)	(100.00)
4250 McAdams Foundation	(5,000.00)	0.00	(5,000.00)	(5,000.00)	0.00	(5,000.00)	0.00
4260 Telus Foundation	0.00	0.00	0.00	(7,500.00)	(100.00)	0.00	0.00
4270 Victoria Foundation	(10,832.00)	0.00	(10,832.00)	(10,224.00)	5.95	(20,000.00)	(45.84)
4280 Other Registered Charity Grants	(17,580.00)	(2,320.00)	(19,900.00)	(44,658.76)	(55.44)	(13,000.00)	53.08
4300 Vandekerkhove Family Foundation	(10,000.00)	0.00	(10,000.00)	0.00	0.00	(15,000.00)	(33.33)
4340 VTRA Endowment Fund	0.00	0.00	0.00	(2,130.00)	(100.00)	(1,748.00)	(100.00)
4350 Direct Access Gaming	(27,000.00)	0.00	(27,000.00)	(27,000.00)	0.00	(24,000.00)	12.50
4410 Central Saanich Lions	0.00	0.00	0.00	(944.00)	(100.00)	0.00	0.00
4420 Other Lions Clubs	(1,300.00)	0.00	(1,300.00)	(800.00)	62.50	(800.00)	62.50
4450 Rotary Clubs	(5,850.00)	4,500.00	(1,350.00)	(2,250.00)	(40.00)	0.00	0.00
4460 Knights of Columbus	(800.00)	0.00	(800.00)	(1,300.00)	(38.46)	(700.00)	14.29
40600 Grants	(95,410.15)	2,180.00	(93,230.15)	(130,948.74)	(28.80)	(112,248.00)	(16.94)
4610 Riders Membership	(1,390.00)	0.00	(1,390.00)	(2,345.00)	(40.72)	(2,720.00)	(48.90)
4620 VTRA Membership	(360.00)	0.00	(360.00)	(440.00)	(18.18)	(320.00)	12.50
40900 Membership and fees	(1,750.00)	0.00	(1,750.00)	(2,785.00)	(37.16)	(3,040.00)	(42.43)
4520 Personal Donations - Tax Received	(39,152.50)	0.00	(39,152.50)	(33,124.29)	18.20	(25,328.05)	54.58
4530 Personal Donation - No Tax receipt	(12,516.24)	0.00	(12,516.24)	(13,697.25)	(8.62)	(1,435.73)	771.77
4540 Societies Donations	(2,683.16)	0.00	(2,683.16)	(1,193.76)	124.77	(2,468.10)	8.71
4560 Securities Donated	0.00	0.00	0.00	(2,735.20)	(100.00)	0.00	0.00
4570 Corporate Donations - Tax Received	(2,674.44)	0.00	(2,674.44)	(1,905.50)	40.35	(4,799.60)	(44.28)
41002 Donations	(57,026.34)	0.00	(57,026.34)	(52,656.00)	8.30	(34,031.48)	67.57
4580 Corporate Sponsorship	(850.00)	0.00	(850.00)	0.00	0.00	(2,550.00)	(66.67)

Victoria Therapeutic Riding Association

Year End: August 31, 2021

Financial Statement Grouping

G1-2

Prepared by	Prepared by	Reviewed by DJH 12/17/2021
Reviewed by	Reviewed by	

Account	Prelim	Adj's	Rep	Adj 08/20	%Chg	Adj 08/19	%Chg
4710 Ride-A-Thon	0.00	0.00	0.00	0.00	0.00	(5,055.10)	(100.00)
4715 Tee Shirt Sponsorship	0.00	0.00	0.00	0.00	0.00	(1,400.00)	(100.00)
4725 Cart Fundraising	(5,176.41)	0.00	(5,176.41)	0.00	0.00	0.00	0.00
4730 Arena Rental	(3,315.00)	0.00	(3,315.00)	(1,478.75)	124.18	(3,995.00)	(17.02)
4740 Raffle	(8,729.06)	0.00	(8,729.06)	(13,420.00)	(34.95)	(6,520.00)	33.88
4750 Third Party Fundraising	(3,013.00)	0.00	(3,013.00)	(1,175.00)	156.43	(15,411.45)	(80.45)
4760 Steeplechase	0.00	0.00	0.00	(4,274.00)	(100.00)	(1,297.40)	(100.00)
4770 Christmas Trees	(753.73)	0.00	(753.73)	(2,195.00)	(65.66)	(2,592.45)	(70.93)
4780 Bottle Drives	(4,116.10)	0.00	(4,116.10)	(2,872.85)	43.28	(2,218.40)	85.54
4800 Flowers Sales	(1,115.43)	0.00	(1,115.43)	(3,496.00)	(68.09)	(3,383.50)	(67.03)
4820 Gala 2018 (prev. Duke)	0.00	0.00	0.00	0.00	0.00	(31,414.00)	(100.00)
4830 Silent Auction	0.00	0.00	0.00	(1,085.00)	(100.00)	0.00	0.00
4835 Online Auction	(6,573.00)	0.00	(6,573.00)	(4,076.40)	61.25	0.00	0.00
4840 Clinics	0.00	0.00	0.00	(2,069.20)	(100.00)	0.00	0.00
4870 Other Fundraiser	(100.00)	0.00	(100.00)	(3,817.11)	(97.38)	(1,242.50)	(91.95)
4880 Thrifty's Smile Card	0.00	0.00	0.00	(1,488.30)	(100.00)	(854.89)	(100.00)
4881 Fairway Market Charge Card	(52.50)	0.00	(52.50)	(279.41)	(81.21)	(76.25)	(31.15)
4910 Clothing	(2,252.28)	0.00	(2,252.28)	(762.80)	195.26	(1,300.00)	73.25
4930 Tack Store	(12,274.17)	0.00	(12,274.17)	(8,979.72)	36.69	(3,718.00)	230.13
4940 Clinics	(90.00)	0.00	(90.00)	(1,516.04)	(94.06)	(1,087.92)	(91.73)
41003 Fundraising and sponsorships	(48,410.68)	0.00	(48,410.68)	(52,985.58)	(8.63)	(84,116.86)	(42.45)
4675 Cash Over	(29.67)	0.00	(29.67)	0.00	0.00	(0.16)	18443.75
4680 Interest - Bank	(127.62)	0.00	(127.62)	(590.17)	(78.38)	(18.48)	590.58
4685 Miscellaneous	(0.32)	0.00	(0.32)	0.00	0.00	(143.67)	(99.78)
4980 Other	(230.51)	0.00	(230.51)	(20.00)	1052.55	(15.00)	1436.73
41004 Other	(388.12)	0.00	(388.12)	(610.17)	(36.39)	(177.31)	118.89
5501 Admin Wages and Salaries	107,122.66	878.00	108,000.66	24,614.98	338.76	8,841.46	1121.53
5502 EI Expenses on Admin Wages	1,948.63	0.00	1,948.63	539.30	261.33	0.00	0.00
5503 CPP on Admin Wages	4,537.95	0.00	4,537.95	1,191.51	280.86	0.00	0.00
5505 Admin Wages - ED	0.00	0.00	0.00	41,178.27	(100.00)	17,132.50	(100.00)
60500 Office wages	113,609.24	878.00	114,487.24	67,524.06	69.55	25,973.96	340.78
5010 Wages and Salaries	96,914.40	0.00	96,914.40	95,779.31	1.19	119,768.42	(19.08)
5020 EI Expenses	2,143.75	0.00	2,143.75	3,014.06	(28.88)	3,344.63	(35.90)
5030 CPP	4,470.86	0.00	4,470.86	5,964.52	(25.04)	6,252.12	(28.49)
5040 WCB	112.72	0.00	112.72	(255.77)	(144.07)	784.10	(85.62)
5060 Program Contractors - Instructors	810.15	0.00	810.15	670.46	20.83	2,889.06	(71.96)
5070 Exercise Riders Instructor	22,555.00	0.00	22,555.00	2,567.63	778.44	2,300.00	880.65
60600 Program wages and subcontractors	127,006.88	0.00	127,006.88	107,740.21	17.88	135,338.33	(6.16)
5610 Accounting & Legal	9,322.37	0.00	9,322.37	10,000.00	(6.78)	373.73	2394.41
60700 Professional fees	9,322.37	0.00	9,322.37	10,000.00	(6.78)	373.73	2394.41
5100 Volunteer Appreciation	1,033.19	0.00	1,033.19	328.00	215.00	842.67	22.61
5120 Volunteer Supplies	124.60	0.00	124.60	157.57	(20.92)	326.39	(61.82)
5125 Other Volunteer Costs	50.39	0.00	50.39	235.76	(78.63)	0.00	0.00
5340 Professional Development	4,662.50	0.00	4,662.50	44.50	10377.53	84.00	5450.60
5345 Other Staff Related Costs	337.68	0.00	337.68	0.00	0.00	0.00	0.00

Victoria Therapeutic Riding Association

Year End: August 31, 2021

Financial Statement Grouping

G1-3

Prepared by	Prepared by	Reviewed by DJH 12/17/2021
Reviewed by	Reviewed by	

Account	Prelim	Adj's	Rep	Adj 08/20	%Chg	Adj 08/19	%Chg
5405 Suspense	0.00	0.00	0.00	(3.55)	(100.00)	0.00	0.00
5600 Board & AGM	105.00	0.00	105.00	523.81	(79.95)	1,356.98	(92.26)
5620 Office Supplies	2,267.58	0.00	2,267.58	1,288.10	76.04	977.44	131.99
5630 Softwares	9,981.34	0.00	9,981.34	5,519.89	80.82	4,094.85	143.75
5640 Courier & Postage	211.91	0.00	211.91	305.84	(30.71)	174.30	21.58
5660 Telephone and Internet	1,168.41	0.00	1,168.41	677.56	72.44	1,772.61	(34.09)
5670 Office Expenses	971.63	0.00	971.63	582.85	66.70	60.47	1506.80
5680 Memberships	492.98	0.00	492.98	0.00	0.00	1,285.00	(61.64)
5685 Other administrative expenses	208.86	0.00	208.86	28.01	645.66	(132.27)	(257.90)
5705 Donor Recognition	0.00	0.00	0.00	207.79	(100.00)	0.00	0.00
5990 Other	0.00	0.00	0.00	0.00	0.00	892.49	(100.00)
60800 Office and general	21,616.07	0.00	21,616.07	9,896.13	118.43	11,734.93	84.20
5650 Insurance	1,808.00	0.00	1,808.00	1,789.85	1.01	1,808.00	0.00
61800 Insurance	1,808.00	0.00	1,808.00	1,789.85	1.01	1,808.00	0.00
5330 Facility	5,504.26	594.96	6,099.22	15,758.04	(61.29)	21.3128521.40	
62510 Repairs and maintenance	5,504.26	594.96	6,099.22	15,758.04	(61.29)	21.3128521.40	
5410 Cash Short/Over	0.00	0.00	0.00	0.00	0.00	3.40	(100.00)
5420 Bank Charges	1,724.87	(1.00)	1,723.87	877.61	96.43	387.71	344.63
5430 Credit Card Charges	57.06	0.00	57.06	136.26	(58.12)	208.33	(72.61)
5440 Paypal Charges	0.00	0.00	0.00	621.29	(100.00)	374.78	(100.00)
5450 Canada Helps Charges	387.34	0.00	387.34	341.90	13.29	792.02	(51.09)
5460 Dream payment charges	1,122.00	0.00	1,122.00	347.97	222.44	1,024.68	9.50
62520 Interest and bank charges	3,291.27	(1.00)	3,290.27	2,325.03	41.52	2,790.92	17.89
5710 Ride-A-Thon	0.00	0.00	0.00	0.00	0.00	1,586.26	(100.00)
5720 Annual Show	103.37	0.00	103.37	0.00	0.00	1,878.87	(94.50)
5730 Arena Rental	390.97	0.00	390.97	382.50	2.21	0.00	0.00
5740 Raffle	997.35	0.00	997.35	1,060.40	(5.95)	830.94	20.03
5750 3rd party fundraising	41.59	0.00	41.59	0.00	0.00	461.12	(90.98)
5760 Steeplechase	0.00	0.00	0.00	105.72	(100.00)	138.29	(100.00)
5770 Christmas Trees	0.00	0.00	0.00	1,365.55	(100.00)	1,441.12	(100.00)
5790 Hillside Raffle	0.00	0.00	0.00	305.94	(100.00)	0.00	0.00
5800 Flowers	65.38	0.00	65.38	580.94	(88.75)	2,439.39	(97.32)
5820 Gala 2018 (prev Duke)	0.00	0.00	0.00	0.00	0.00	8,868.57	(100.00)
5840 Clinics	0.00	0.00	0.00	896.88	(100.00)	723.75	(100.00)
5870 Calendars	0.00	0.00	0.00	1,491.73	(100.00)	750.64	(100.00)
5880 Other Fundraiser 2	1,298.43	0.00	1,298.43	362.33	258.36	0.00	0.00
5910 Clothing	2,463.62	0.00	2,463.62	807.69	205.02	2,113.02	16.59
62535 Fundraising	5,360.71	0.00	5,360.71	7,359.68	(27.16)	21,231.97	(74.75)
5200 Horses Board	66,687.85	0.00	66,687.85	58,867.32	13.29	59,662.29	11.78
5210 Vet Costs	20,219.18	0.00	20,219.18	12,890.96	56.85	14,099.37	43.40
5220 Farrier	8,041.41	0.00	8,041.41	7,639.51	5.26	9,025.13	(10.90)
5230 Horse Purchase	4,150.00	0.00	4,150.00	0.00	0.00	0.00	0.00
5240 Prescriptions and supplements	1,119.89	0.00	1,119.89	950.57	17.81	1,667.96	(32.86)
5280 Other Expenses relating to horses	197.75	0.00	197.75	1,844.73	(89.28)	3,385.44	(94.16)
62540 Horse costs	100,416.08	0.00	100,416.08	82,193.09	22.17	87,840.19	14.32

Victoria Therapeutic Riding Association

Year End: August 31, 2021

Financial Statement Grouping

G1-4

Prepared by	Prepared by	Reviewed by DJH 12/17/2021
Reviewed by	Reviewed by	

Account	Prelim	Adj's	Rep	Adj 08/20	%Chg	Adj 08/19	%Chg
5135 Other Program Expenses	1,498.45	0.00	1,498.45	0.00	0.00	0.00	0.00
5310 Certification Costs	5,452.50	0.00	5,452.50	0.00	0.00	0.00	0.00
5320 Tack and Equipment	7,316.64	0.00	7,316.64	965.07	658.15	7,647.94	(4.33)
5335 Program Supplies	5,307.67	0.00	5,307.67	268.94	1873.55	0.00	0.00
5980 Tack Store	214.04	0.00	214.04	0.00	0.00	0.00	0.00
62545 Other program costs	19,789.30	0.00	19,789.30	1,234.01	1503.66	7,647.94	158.75
4690 Investment Income	17.89	(7,746.12)	(7,728.23)	(5,046.44)	53.14	(3,262.00)	136.92
4691 Dividend income	0.00	(97.48)	(97.48)	(32.40)	200.86	0.00	0.00
70600 Investment income	17.89	(7,843.60)	(7,825.71)	(5,078.84)	54.08	(3,262.00)	139.91
4985 Government loan forgiveness	0.00	(10,000.00)	(10,000.00)	(10,000.00)	0.00	0.00	0.00
5506 Wage Subsidy	(24,133.86)	0.00	(24,133.86)	(17,888.58)	34.91	0.00	0.00
70900 Government subsidies	(24,133.86)	(10,000.00)	(34,133.86)	(27,888.58)	22.39	0.00	0.00
	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
Net Income (Loss)	(51,751.56)		(23,419.92)	13,603.30	(272.16)	19,444.37	(220.45)

Victoria Therapeutic Riding Association

Overview

2021 AGM Special Resolution: Alter VTRA Constitution and By-laws

January 15, 2022

Request

The VTRA Society members approve the proposed alterations to the VTRA By-laws.

Recommendation

The Governance and Nominating Committee (GNC), with the support of the Board of Directors, recommends that the VTRA Society members approve this Special Resolution.

Background

While planning the November 2020 Annual General Meeting (AGM), the VTRA By-laws were used as a key reference for coordinating and documenting the activities and processes to hold an AGM. The planning team identified a number of potential alterations to the VTRA By-laws (most recently updated in 2018). The changes proposed are intended to clarify existing language, to enable VTRA to reach its optimal, most effective operation level, and to identify areas that would be better managed as Board Policy (rather than enshrined in the VTRA By-laws). The changes proposed fall into three broad categories:

- Risk Reduction
- Clarification
- Administrative Efficiency

Section 17 of the *BC Societies Act* is in place to protect and guide societies. As such, the *Act* contains a specific process for altering bylaws:

- Put forward a special resolution to the Society for a vote at an AGM
- File a bylaw alteration application with the registrar
- Obtain a (new) certified copy of the altered bylaws from the registrar

This process means that bylaws can be changed only once per year. This means that the operating framework the bylaws provide (within which the society *must* operate) cannot unnecessarily limit VTRA's ability to operate. Operational details are best documented in policy and procedures which can be reviewed regularly and updated at the committee and board levels, as needed, to respond to changes in our operating environment.

Process and Timeline

The following table outlines the process the GNC followed:

Summer & Autumn 2020	The GNC researched and drafted proposed alterations based on input from the November 2020 AGM planning team. <i>(NB: The November 2020 AGM was postponed to May 2021 due to Covid-19.)</i>
January 12, 2021	The GNC presented a Board Resolution to alter the VTRA By-laws. After almost an hour of debate, the Board of Directors agreed to proceed with 10 proposed changes.
Summer 2021	Obtained legal advice to ensure the proposed alterations present no legal issues.
December 2021	Finalized the Special Resolution and supporting documents
December 2021	Distributed the Special Resolution and supporting documents with the package send to VTRA members prior to the 2021 AGM
January 2022	Society Members will discuss and vote on the special resolution at the AGM <ul style="list-style-type: none">• If APPROVED, the GNC will submit a bylaw alteration application with the registrar, the changes will take effect when the application is filed with the registrar. The registrar will issue a certified copy of the altered bylaws.• If NOT APPROVED, the 2018 version of the VTRA By-laws will remain in effect.

There are four documents in this Special Resolution package:

- 2021 AGM Special Resolution re bylaw amendment - proposed altered bylaws to be voted on
- 2021 AGM Special Resolution Overview - provides a history of the proposed changes
- 2021 AGM Reference Volume2_Constitution and Bylaws_Nov 2018 - current bylaws provided for reference
- 2021 AGM Special Resolution Analysis for VTRA Board Resolution Alter VTRA Bylaws - provides details for rationale behind each of the changes

SPECIAL RESOLUTION

**Victoria Therapeutic Riding Association (the “Society”)
Certificate of Incorporation No: S0024592
by its Directors**

The following is a copy of:

- a special resolution
 an ordinary resolution
 a director’s resolution

passed in accordance with the Societies Act and by-laws of the Society on the _____ day of _____, 2022

RESOLVED

1. That the Victoria Therapeutic Riding Association amend its bylaws by:
 - a. removing definition 1.1 “director” and replacing it with the following:

“director” means an individual who has been elected or appointed as a member of the Board of Directors of the Society;
 - b. removing definition 1.1 “ordinary resolution” s.(a) and replacing with the following:

*“ordinary resolution” means any of the following:
(a) a resolution passed at a general meeting by a simple majority of the votes cast by the voting members, whether cast in person or by absentee ballot;*
 - c. removing definition 1.1 “special resolution” s.(a) and replacing with the following:

*“special resolution” means any of the following:
(a) except for a resolution passed pursuant to section 6.17, a resolution passed at a general meeting by at least ¾ of the votes cast by the voting members, whether cast in person or by absentee ballot;*
 - d. removing sections 2.11 and 2.12 and replacing them with the following:

*2.11 Membership:
(a) is not transferable; and
(b) applies annually as the Board determines*

*2.12 The following applies to renewal of Memberships:
(a) The Board must give notice of renewal.
(b) Members are expected to pay the membership fee prior to the AGM; and
(c) A member who is renewing must comply with section 2.5*

- e. removing section 2.13 and replacing it with the following:

2.13 Every member must comply with:

(a) the Act;

(b) the constitution and bylaws;

(c) policies and regulations created by the Board; and

(d) any rules of order governing the conduct of general meetings and of meetings of the Board.

- f. adding the following new section 5.20 after section 5.19:

5.20 Voting by proxy is not permitted

- g. removing section 6.8(c) and replacing it with the following:

6.8(c) notify all members of the nominations period.

- h. removing section 6.10 and replacing it with the following:

6.10 Nominations from the floor of the AGM are prohibited.

- i. removing section 6.11 and replacing it with the following:

6.11 Each Annual or Life Member present in person or by absentee ballot at the AGM has a number of votes equal to the number of directors to be elected but must not cast more than one vote for a candidate.

- j. removing sections 6.13 and 6.14 in their entirety.

Dated this _____ day of _____, 20____, by all the directors of the Society

Victoria Therapeutic Riding Association

By: _____, Director

[insert name of authorized signatory]

Members make things happen at VTRA!

Save the date and join us on **Saturday, January 15** and support good governance, planning and success! VTRA's 2021 AGM will once again take place via Zoom. Please email mike.waters@vtra.ca to register and for details on how to attend virtually.

A message from Annie Brothwell, our 2022 VTRA Board President

Welcome to the 2021 VTRA AGM. We appreciate your interest, as we continue to navigate the ongoing challenges related to delivering VTRA programs during the pandemic.

We remain grateful to our participants, families, caregivers, volunteers, staff and partners who supported us throughout 2021. Together, we continue to make a significant difference to many!

VTRA recently reached out to our community to encourage interested and qualified candidates to express their interest in serving on the VTRA Board. Two members declared interest in continuing their terms for two years, and an additional two members have declared interest in joining the Board roles for two years. Our current Board of Directors present a wonderful mix of diverse skills sets and experience. Please familiarize yourself with their bios below.

Also, please join me in thanking Karen Jackson for her years of dedicated service and vast contributions made to the Board and HR Committee. We wish you the very best in all future endeavors Karen! Thank you!

*Sincerely,
Annie Brothwell, VTRA Board President*

2022 VTRA Board of Director Bios

Annie Brothwell

Annie is a Paramedic currently working for BC Ambulance Service, based in Victoria, and the Regional Training Coordinator for Vancouver Island for the Justice Institute of BC. When she first emigrated to Canada, and prior to becoming a Paramedic, she worked at Sun Life in Vancouver as an Investment Solutions Executive. She was also able to volunteer at the Winter Olympics and Paralympics, carrying out a variety of roles which she thoroughly enjoyed. After moving to Victoria, Annie began to volunteer with the VTRA which provides her with an amazing opportunity to be around people as well as horses and worked with Habitat for Humanity, arranging events for their volunteers. She enjoys all sports, including riding, playing field hockey and tennis on a regular basis as well as skiing and traveling.

Heather Love

Heather is an Investment Advisor and Portfolio Manager with Odlum Brown Limited. Professionally, she enjoys getting to know her clients to help them solve their financial puzzles to meet their goals. She hopes to bring the same level of enthusiastic problem-solving to the board of the VTRA. A rider since age 4, Heather quickly found her family in the equestrian community on Vancouver Island. Throughout both her education and her career, she has maintained riding as an integral part of her life. VTRA stood out as an amazing organization that offers an opportunity to give back to the community in a way that speaks to her lifelong passion. Heather is honoured to serve on the board with these other highly qualified and experienced board members for this wonderful organization.

Matt McNeil (up for re-election)

Matt is a Chartered Professional Accountant and works for a local accounting firm called CPCM & Co. Matt began riding when he was 8 years old and is actively involved in the horse world with polo and hunter/jumper. CPCM & Co. has been a longtime supporter of VTRA and Matt's life revolves around horses and numbers so joining the VTRA board as treasurer is the perfect fit.

Karen Diederichs

Karen began volunteering at VTRA in 2018 after a 23-year career in the BC Public Sector. She was drawn to VTRA because its programs have an immediate positive impact on the lives of the people it serves. Working on the Governance & Nominations Committee gave Karen a sound overview of the organization and a desire to help VTRA achieve its future goals. In 2020, she joined the Strategic Planning Committee and was appointed as board secretary. Throughout her career, Karen acquired a broad set of skills including facilitation, strategic planning, project management, business analysis, public speaking, customer relations, administration and technical writing. Karen holds a B.A. (History) degree from the University of Victoria and certificates from Royal Roads University (project management) and McMaster University Centre for Continuing Education (consulting skills). Prior to retiring, Karen attained PMI's Project Management Professional designation. She is also active in her Toastmasters Club.

Anne Waterhouse (up for re-election)

In Calgary, Anne started riding horses at 9 years and did show jumping as a teenager in the Stampede Corral. After high school, she trained in physical and occupational therapy in Toronto. Then Anne pursued work in: retail management in large department stores in Boston and Toronto, in data entry for a publisher in Delran, New Jersey, as an Assistant Production Manager at Tacoma Goodwill Industries supervising 90 employees and clients where many of them had diverse abilities and finally, volunteering as a chair massage practitioner on the staff at Seattle Children's Hospital before moving to Saanichton, BC. Anne started volunteering as a side walker for VTRA over 20 years ago and is currently volunteering at scheduling and holding the horses for the farrier along with recording the care of the VTRA horses. She is the owner and manager of the property where VTRA is located.

Sherry Niles

Sherry currently works full time as a Speech Language Pathologist for SD#62Sooke. Sherry obtained a BSc degree in Speech Language Pathology and Audiology from the University of Alberta and then an MA degree in Speech Pathology from Western Washington University. She has worked as an SLP over the last 28 years, working with adults in group homes; preschoolers in Prevention Services (VIHA), Queen Alexandra Centre for Children's Health, Autism and Neurodevelopmental clinics and private practice; school age children including young teens in SD#62 and private practice. Sherry moved to Victoria in 1998 with her family, enjoying all aspects of the lower island whilst raising a daughter and a son.

Sherry's professional work has encompassed direct treatment and assessment; creating and implementing training workshops for parents, ECEs, teachers, autism Interventionists, medical professionals and other community partners. In the role of speech language pathologist Sherry has worked with and collaborated with several multidisciplinary teams (OTs, PTs, psychologists, pediatricians). Clients/patients have included those with concomitant physical, intellectual, and mental health challenges.

Sherry's interest in horses and riding began at age 8 at her school, then continuing to graduation, participating in horse care, and riding activities (including jumping, dressage and as an active Pony Club member). Having had to leave the equine world after high school, pursuing other things, Sherry was re-introduced to the incredible benefits of horses in 2006 through a private SLP client who was a rider at VTRA. Immediately drawn to that program, Sherry became a volunteer Horse Handler.

Sherry now lives in Saanichton; In recent years Sherry has been acquiring increased knowledge of the challenges people are experiencing caused by mental health deficits and trauma, consequently also developing an interest in Equine Facilitated Wellness.

Bonnie Campbell

Raised on family values of hard work, dedication and respect for all people, Bonnie cut her teeth in the business world working under her father, the innovator and legendary grocer, Alex Campbell.

Bonnie was hands-on in the stores from a young age learning every aspect of the grocery trade eventually opening new stores and then, returning to head office where she was responsible for Front End Operations, Training and Public Relations. Prior to retiring to raise her children, Bonnie was Vice President of Human Resources responsible for 2600 employees and instrumental in helping Thrifty Foods navigate its most aggressive and dynamic period of growth culminating in the sale of the grocery empire in 2007.

Bonnie's business acumen is both sharp and practical. She is a master at the human aspects of business success and her entrepreneurial spirit and commitment to her community continues to underpin her numerous business ventures that are held in partnership with her husband, Frank, and include Rite Self Storage and Mill Bay Storage.

Last year Bonnie joined the Victoria Therapeutic Riding Association as a board member. As a lifelong lover of horses Bonnie is honored to be a part of the VTRA and support the important

work they do. Most recently, Bonnie and her husband Frank purchased Bonnie Brae Farm and they are looking forward to continuing their involvement in the Equine community.

Anne Silver

Anne is a retired clinical pharmacist, working last at St. Paul's Hospital in Vancouver. She holds a degree in Pharmacy from the University of Toronto. Previously, Anne served on the Nominating Committee of the Glenlyon Norfolk School Board of Governors and contributed as a Judge Coordinator for the GNS Debate Program. She is a volunteer at Victoria Hospice and has sponsored Syrian refugee constituent groups supporting all aspects of their resettlement in Canada. Keen to build community at every opportunity, Anne is deeply committed to promoting healthy living and to breaking down the barriers that challenge all people's well-being. Appreciating the essential role that therapeutic riding and equine assisted activity plays for so many in our community, Anne feels privileged to be a part of VTRA. She has enjoyed board and committee teamwork and achievement since June 2018.

Tom Rock (incoming Director)

To be shared

Carole Dohan (incoming Director)

Carol is a lifelong animal lover who admired horses from afar – until she discovered the VTRA in 2019. Since then, she has enjoyed wonderful volunteer opportunities as a sidewalker, demo rider and support person at summer horse camp. She is grateful for the pleasure and enrichment of working with VTRA horses and riders and the multi-talented VTRA instructors, staff and volunteers.

Carol worked for 23 years for the Government of BC drafting legislation and serving in strategic and policy advisory roles. Prior to that, she worked in the private sector, first practising law in Vancouver and then managing the Client Services Department in the BC office of a national trust company.

She is now retired and lives with her husband Brian and their long-haired Dachshund, Rusty.