

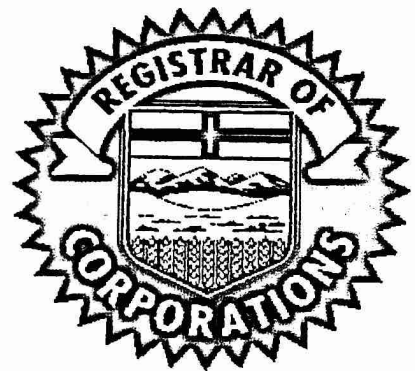
CORPORATE ACCESS NUMBER: 508360757

Alberta

SOCIETIES ACT

**CERTIFICATE
OF
INCORPORATION**

**TENNESSEE WALKING HORSE ASSOCIATION OF WESTERN CANADA
WAS INCORPORATED IN ALBERTA ON 1999/06/18.**





Official Ballot
Bylaw Amendment Clause #25

Presently states: *The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the TWHAWC elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year in each year shall be October 1st to September 30th.*

Shall be amended to state: The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the TWHAWC elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year in each year shall be January 1st to December 31st.

**TENNESSEE WALKING HORSE ASSOCIATION
OF WESTERN CANADA**

BYLAWS OF THE SOCIETY

1. The name of the society shall be the Tennessee Walking Horse Association of Western Canada, hereinafter referred to as the Association.
2. The objects of the Association shall be as follows:
 - To establish a positive public image and enhance awareness of the Tennessee Walking Horse through educational forums, distribution of information to the public and to walking horse owners, and through the support and sponsoring of clinics, shows, trail rides, and other equestrian events.
 - To develop a positive working relationship with other organizations that promote the natural and sound Tennessee Walking Horse. To place special emphasis on the development and fostering of co-operation and goodwill with those organizations operating within Western Canada.
 - To co-ordinate the development and promotion of activities with other organizations supporting the natural and sound TWH, to ensure the maximum exposure of the TWH to the public and for the benefit of the society's own members.
 - To work closely with the breeders of the TWH to develop and provide positive programs for the production of quality TWH and to ensure a strong marketplace for TWH.
 - To be a forum for the positive development of the natural and sound TWH in Western Canada and elsewhere.
 - To strive, at all times, to be a positive unifying forum for all individuals interested and dedicated to the development of the natural and sound TWH through humane techniques and practices.
 - To further this objective through positive, objective and non critical, non judgmental education and promotion of goodwill amongst all like-minded individuals.
 - To assist members, and anyone else so desiring, through education and the provision of resources to develop and enjoy the maximum abilities of the TWH.
 - To promote the TWH to the public through positive and objective presentations and demonstrations at fairs, exhibitions or other events.
 - To provide a positive, non-competitive, recreational environment for members and like-minded individuals to enjoy activities with each other and the TWH.
 - To liaise and work with the TWHBEA to provide maximum benefit to all TWHBEA services and programs to Society members.

FILED

JUN 18 1999

Registrar of Corporations
Province of Alberta

To develop and maintain a registry service for members of breeding farms, horses for sale, trainers, association links, and other key information about the TWH that is readily accessible by all members and the general public through all types of media.

Membership

3. Individual membership shall be available to individuals, 18 years of age or older upon payment of the individual membership fee.
4. Family membership shall be available to families upon payment of the family membership fee. A family shall be defined as the adults and any minor children residing in the same residence.
5. Junior membership shall be available to juveniles, 17 years of age and under, upon payment of the junior membership fee.
6. Membership fees shall be set by, and be subject to review and change by, the membership of the Association at the annual general meeting of the membership.
7. Any member wishing to withdraw from membership may do so upon notice in writing to the Board through the Secretary. Upon withdrawal from membership, the member shall not be entitled to any refund or credit for fees or dues already paid.
8. Membership fees shall become due and payable upon January 1st of every calendar year. A membership will be considered to automatically lapse where membership fees have not been received by the Treasurer of the Association by February 1st of the current calendar year.
9. Any member may be expelled from the Association upon a majority vote of all the members of the Association in good standing for any cause that the Association deems reasonable. Upon expulsion, no member shall be entitled to any refund of fees or dues previously paid.
10. The interest of any member in the property of the Association shall cease upon the termination of his/her membership.

Board of Directors

11. The Board of Directors of the Association shall hereinafter be referred to as the "Board."
12. The Board shall be comprised of a President, Vice-President, Secretary, Treasurer, and a minimum of three directors at large. The Board shall be elected annually by the members in good standing of the Association at the Annual General Meeting, for a term of one year.

13. The Past President shall remain on the Board in an advisory capacity only. The Past President shall have no vote at Board meetings. Where the serving President is re-elected President for a second term, the Past President shall cease to be a Board member.
14. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Association and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
15. The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.
16. Meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting of the Board may be called upon the instructions of any two members of the Board, provided they request the President, in writing, to call such a meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by fax, telephone or e-mail. Any 4 members shall constitute a quorum. Meetings may be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void.
17. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting, but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or, if they acted as a director pursuant to the appointment or election.
18. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause, which the Association may deem reasonable.
19. It shall be the duty of the Secretary to attend all meeting of the Association and of the Board, and to keep accurate minutes of same. In the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.
20. The Secretary shall have charge of the Seal of the Association which, whenever used, shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either to act, by the Vice-President.
21. The Secretary shall also keep a record of all the members of the Association and their addresses, and shall send all notices of the various meetings, as required.

22. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Association and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board, whenever requested. The Treasurer shall prepare for submission to the Annual General Meeting, a statement, duly audited of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.
23. The Treasurer shall also be responsible for collecting all annual membership fees levied by the Association. The Treasurer shall be responsible for delivering to the Secretary a list of all members submitting membership fees.
24. The offices of Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

Audit

25. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the WCTWHA elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year in each year shall be October 1st to September 30th. *Dec. 31st*
26. The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting, or at anytime, upon giving reasonable notice and arranging a time satisfactory to the officer having charge of same. Each member of the Board shall, at all times, have access to such books and records.

Meetings

27. The Association shall hold an Annual General Meeting on or before November 30th in each year. Notice in writing shall be given to each member in good standing to the last known address of each member, mailed 20 days prior to the date of the Annual General Meeting. At this meeting there shall be elected the Board of Directors of the Association. All Directors so elected shall form the Board and shall serve until their successors are elected and installed.
28. Any vacancy occurring during the year shall be filled at the next meeting of the Association and notice that the vacancy will be filled shall be included in the notice of the next meeting.
29. Any member of the Association, in good standing, shall be eligible to any office in the Association.
30. General meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, mailed at least 15 days prior to the date of such meeting.

31. A Special Meeting of the Association shall be called by the President or Secretary upon receipt of a petition signed by 1/3 of the members in good standing, setting forth the reasons for called such meeting. A Special Meeting shall be called by notice in writing to the last known address of each member, mailed at least 15 days prior to the date of such meeting.

32. At any General Meeting of the Association, 25% of the membership in good standing shall constitute a quorum. This 25% shall be comprised of both those members present at the meeting, as well as any members who have submitted a valid form of proxy vote.

Voting

33. Any member who is at least 18 years of age, and who has not withdrawn from membership, and who has not been suspended or expelled, shall have the right to vote at any meeting of the Association.

34. A family membership entitles any two family members, 18 years of age and over to vote at any meeting of the Association.

35. Each voting member shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

36. Members shall be entitled to vote at any meeting of the Association, either general or special, by form of proxy. A proxy may be granted by a member in good standing directing the President, or any other Association member in good standing, to vote on behalf of the member granting the proxy on all matters raised at the meeting. Alternatively, the member may grant a proxy to the President or any other Association member in good standing to vote on specified issues to be raised at the meeting. For the purposes of determining the number of members present at a meeting, those members voting by proxy shall be considered to be in attendance at the meeting. The minutes of the meeting shall reflect both those members present in person at the meeting, and those members who have filed proxy votes.

37. The Board may direct that a matter be put to the general membership in a mail out ballot. A mail out ballot shall be sent to every member entitled to a vote on Association matters to the last known mailing address of the member. The mail out ballot must be returned to the address designated on the ballot no later than 45 days from the date of mailing to the member. The number of ballots returned must be at least 25% of the total number of ballots mailed out in order to constitute a valid vote.

38. Any matter that constitutes a special resolution may be put to the general membership in the form of a mail out ballot, however, 75% of the membership must return their ballots in favor of the special resolution in order for it to be passed.

Borrowing Powers

39. For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures. However, this power shall be exercised only under the authority of the Association and in no case shall debentures be issued without a sanction of a special resolution of the Association.

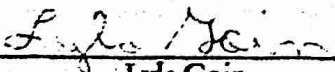
Remuneration

40. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the Association shall receive any remuneration for his/her service.


By-Laws

41. The by-laws may be rescinded, altered or added to by a "Special Resolution."
42. Special resolution means:
- (a) a resolution passed
 - (i) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (ii) by the vote of not less than 75 % of those members who, if entitled to do so, vote in person or by proxy,
 - (b) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
 - (c) a resolution consented to in writing by all members who would have been entitled at a general meeting to vote on the resolution in person, or where proxies are permitted, by proxy.

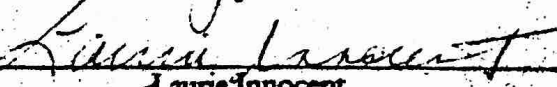
Date at Calgary, Alberta, this 27th day of March, 1999.



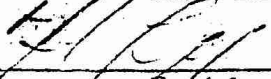
Lyla Goin



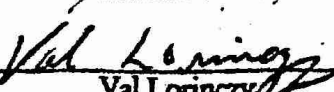
Debra Jack



Laurie Innocent




Frank Lorinczy



Val Lorinczy

Witness:



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