

**DRAFT COPY**

**GENERAL BY-LAWS**  
**OF THE**  
**BICHON FRISE CLUB OF CANADA, Inc**  
**(Herein called the "Club")**

**The Club's name shall be The Bichon Frise Club of Canada, Inc**  
**The Club's area of operation shall be all of Canada**

**ARTICLE I**

**Membership**

**1.1 .1 Eligibility.** Subject to section 7.1, the Club shall be comprised of an unlimited number of Associate and Ordinary members who subscribe to the purposes of the Club. The Principles and Purposes of the Club shall be:

1. To encourage and promote the ownership, breeding, training and showing of purebred Bichon Frise dogs and to do all things possible to bring their natural qualities to perfection;
2. To encourage and promote the acceptance of Canadian Kennel Club Standards of the breed as the proper standard of excellence by which the Bichon Frise shall be judged;
3. To promote and encourage development of the Bichon Frise and to protect and advance the interests of the breed;
4. To conduct sanctioned matches, dog shows, specialty shows and obedience trials under the rules of the Canadian Kennel Club and to generally encourage sportsmanlike competition and development at dog shows, and obedience trials, agility trials, and other Canadian Kennel Club events.

(A) Associate Membership. Associate membership shall be open to individuals who are eighteen (18) years of age or older and who are new applicants to the Club or who are members of the Club who are not Ordinary Members. Associate Members shall not hold office or have any vote in the affairs of the Club. Associate Members may apply for Ordinary membership after completing three (3) consecutive years of membership in good standing.

(b) Ordinary Membership. Ordinary membership shall be open to individuals who have completed three (3) consecutive years of Associate membership in good standing.

**They can apply for ordinary membership status when**

sponsored by two (2) Ordinary Members of the Club who are members in good standing. Ordinary Members have full voting privileges and may stand for office in accordance with Article IV.

(c) Foreign Membership shall be open to individuals who are eighteen (18) years of age or older and whose primary residence is in a country other than Canada. Foreign members may not hold office or have a vote in the affairs of the club. Proof of residency must be confirmed upon request.

(d) Honorary Membership

An Honorary Member shall be one whom the Club deems worthy of such recognition and whose name has been submitted to and approved by two-thirds (2/3) of the voting Members of the Executive Committee and a majority of the Members present at any General Meeting of the Club. Honourary Members shall be entitled to all the privileges of the Club except those of voting and holding office.

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(e) **Life Membership**

Life Membership may be awarded to those Ordinary Members who have made an extraordinary contribution to the Club. Nominations for Life Members shall be proposed to the Board and shall be effective when approved by seven (7) out of ten (10) voting Members of the Executive Committee. Life Members shall be entitled to all the privileges of the Club. Nominees must have made an outstanding contribution to the advancement and purpose of the Club.

(f) Application for Club membership shall be on a form as designated by the Club. The form shall be completed in its entirety and forwarded to the Club for consideration. All membership applications will be subject to review as outlined in Article 1(b)

1.2 Election to membership. Each applicant for membership shall apply on a form approved by the Board of Directors (the "Board") which, in addition to any other matters required by the Board, shall state the name, address and occupation of the applicant, and provide that the applicant subscribes to the principles and purposes of the Club, and agrees to abide by the Letters Patent of Incorporation issued pursuant to the Canada Corporations Act, R.S.C. 1970, c.C-32 (the "Act"), the BY-LAWS of the Club and the Rules of the Bichon Frise Club of Canada.

(a) Subject to paragraph (b) and section 7.3, applications for membership shall be approved by ordinary resolution of the Board. Any applicant who has been rejected must be provided with a written reason for such rejection.

(b) **Membership Reinstatement.** A former Club member who had attained Ordinary status may apply for a one time reinstatement provided their membership has not lapsed for more than two (2) years from the member's previous membership due date and was not subject to expulsion or termination in accordance with the Canadian Kennel Club bylaws 15.1b. The applicant shall be reinstated to their original status upon receipt of payment of annual dues plus a \$35.00 administration fee. Applications shall only be accepted six (6) months prior to the date of an election and shall be prorated to the date of application.

1.3 **Dues.** From time to time, the Board may fix dues for such category or categories of membership and in such amounts as it may see fit. Dues shall be due and payable on or before July 1st of each year. The membership year shall be from July 1 to June 30 of the following year. Every Ordinary Member whose dues are not paid in full for the current year shall not be considered to be in good standing and may not participate in any meeting of the Club, vote on any matter pertaining to the business of the Club, endorse applicants for membership, or be or nominate a Candidate for Club office. No later than the first week in June, the Secretary shall send to each member in good standing a Statement of Dues for the next Club Year. Dues of new Associate Members shall be payable upon application for membership.

1.4 **Termination of Membership.** Membership may be terminated by:

(a) **Resignation:** Any member in good standing may resign from the Club upon written notice to the Secretary.

(b) **Lapse:** A membership shall be considered as lapsed and automatically terminated if the member's dues remain unpaid ninety (90) days after the first day of the fiscal year; however, the Board may grant an additional ninety (90) days of grace to any such delinquent member in meritorious or extenuating circumstances or the member has applied for reinstatement under section 1.2 (b). In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) **Expulsion:** A membership may be terminated by expulsion in accordance with Article VII of these By-Laws.

(d) **Termination:** Termination of membership may occur as a result of deprivation, suspension, debarment, expulsion or termination of Canadian Kennel Club membership as imposed by The Canadian Kennel Club's Discipline Committee

## **ARTICLE II**

### **Meetings and Notifications**

**2.1 Annual Meeting.** An annual meeting of the membership of the Club shall be held each year at a place in Canada and at a date and time which shall be designated by the Board.

(a) By ordinary resolution of the Ordinary Members, the Club may resolve to hold the Annual Meeting for any given year at a place outside of Canada, which is designated in the resolution. The Annual Meeting shall be held at the designated place at a date and time to be designated by the Board.

(b) Written notice of an Annual Meeting shall be mailed or sent by electronic means by the Secretary to each member individually at least thirty (30) days and not more than fifty (50) days prior to the meeting. Notice shall be deemed to have been sufficiently given if published in any regularly newsletter of the Club which is sent to each member individually not less than thirty (30) days and not more than fifty (50) days in advance of the Annual Meeting.

(c) The quorum for an Annual Meeting shall be six (6) Ordinary Members, in good standing, present in person or otherwise participating in accordance with section 2.4.

#### **2.2 Special Club Meetings.**

(a) Special Meetings may be called by the President, by the Board upon ordinary resolution, or by the Secretary upon receipt of a petition stating the purpose of the meeting and signed by six (6) Ordinary Members in good standing. A Special Meeting shall be held at a place, date, and time which is designated by the person calling the Meeting.

(b) Written notice of a Special Meeting shall be mailed or emailed by the Secretary to each member individually, at least fourteen (14) days, and not more than thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and the nature of business to be conducted in sufficient detail to permit members to form reasoned judgments thereon and shall contain the text of any special resolution to be submitted to the meeting. No other Club business may be transacted at a Special Meeting.

**2.3 Board of Directors Meetings.** The Board shall meet immediately following the Annual Meeting without prior written notice. Other meetings of the Board shall be held at times and places which are designated by the President or by ordinary resolution of the Board.

(a) Written notice of Board Meetings, other than a meeting immediately following an Annual Meeting, shall be mailed by the Secretary to each member of the Board at least thirty (30) days prior to the date of the meeting. Any member of the Board who participates in a Board Meeting may waive notice of the meeting.

(b) The quorum for a Board Meeting shall be met if a majority of the Board is present in person at the meeting or is otherwise participating in accordance with section 7

#### **Discipline.**

**2.4 Alternatives to Meetings.** Except where the Act or these By-Laws expressly require otherwise, Ordinary Members in good standing may participate in the business of the Club and Directors may participate in the business of the Board without being personally present as follows:

(a) **Electronic Telecommunications Facilities.** Where all Directors consent, one or more Directors may vote and otherwise participate in Board of Directors Meetings by telephone or other telecommunications facilities, which permit all persons participating in the meeting to hear one another. Directors may give their consent to the electronic participation of other Directors at any time, from time to time, for any definite period, once and for all, or in any other manner which Directors may see fit. The cost of any electronic participation shall be borne by the Club. For

the purpose of any resolution or election to be held by Secret Ballot, any person participating only by electronic means shall be deemed to have abstained from voting.

(b) **Mail Balloting.** Mail Balloting shall not be permitted for Board Meetings. One or more Ordinary Members shall be deemed present for the purpose of determining the presence of a quorum to commence an Annual Meeting or a special Meeting where:

(i) The text of one or more resolutions to be put to the meeting, or the list of candidates for one or more elections (including the Biennial Election of Officers and Directors) to be held at the meeting, is included in the written notice of the meeting which is sent to each member individually; and

(ii) Either:

(a)

(A) **General Procedure:** The Ordinary Member has sent a letter to the Secretary indicating his or her vote on any one or more resolutions or elections (other than such resolutions or elections to be held by Secret Ballot) which letter is signed by the Ordinary Member and which has come into the possession of the Secretary by mail, courier or facsimile transmission before the commencement of the meeting;

Or:

(b)

(B) **Secret Ballot Procedure:** Where one or more resolutions or elections is to be held by Secret Ballot (including the Biennial Election of Officers and Directors) the procedures for balloting contained in sections 4.6 and 4.7 for the Biennial Election of Officers and Directors shall have been followed and the Ordinary Member has duly returned a ballot in accordance with section 4.6;

provided however, that no Ordinary Member who is participating only by means of mail balloting shall be deemed present for the purpose of any resolution or election for which notice was not given in accordance with subparagraph (i) nor for the purpose of determining the continued presence of a quorum for any Club business of which notice was not given in accordance with subparagraph (i);

(c) **Resolutions.** A resolution or counterparts of a resolution signed by all Ordinary Members or Directors entitled to vote on that resolution at an Annual Meeting or special Meeting or Board of Directors Meeting or committee meeting, is as valid as if the resolution had been passed at a meeting of the Club, Board or committee, as the case may be, duly called, constituted and held; and

(d) **Questions.** From time to time, the Board may, by ordinary resolution, submit one or more questions (other than questions which, by the Act or these By-Laws, may only be determined at a meeting or by Resolution pursuant to paragraph (c)), to the Ordinary Members for determination. Questions shall be put in writing and dated and signed by the Secretary at the order of the Board and shall be sent to each member individually. All responses received by the Secretary within thirty (30) days of the date on the question and which are signed by an Ordinary Member shall be counted by the Secretary in determining the question. No Ordinary Member may vote more than once. The Secretary shall advise the Board of the determination of the question forthwith and shall advise the Club members ~~nonot~~ later than the next subsequent Annual Meeting.

2.5 The Club Secretary is permitted to send all members notification or information of club meetings, dues notices, meeting minutes, and newsletters, by electronic means unless the member specifically requests this information to be sent by regular mail. Any associated expenses for such specific requests will be borne directly by the individual member making the request.

(a) The Club's official news and information will be displayed on The Bichon Frise Club of Canada web page and will be administered collectively by the Secretary and Club's web controller. Information updates will occur as required.

2.6 Disciplinary Meetings. A notice of a disciplinary meeting shall be sent by registered mail to all parties associated with the incident/claim. Notification shall be sent at least fourteen (14) days but not more than thirty (30) days before the meeting.

### ARTICLE III Officers and Directors

3.1 Officers and Directors. The Officers of the Club shall be elected in accordance with Article IV to hold office from the conclusion of the Annual Meeting at which they are elected until their successors are elected in accordance with Article IV. The Officers (President, Vice-President, Secretary and Treasurer, or combined Secretary/Treasurer) and Directors must be residents of Canada and Canadian Kennel Club Members in good standing. Upon the election of his or her successor, each Officer, shall turn over to the successor any Club records and property which are in his or her possession within thirty (30) days. Each Officer shall perform those duties which may be specifically assigned by these By-Laws or by the Board from time to time and, in addition:

(a) The President shall be the Chief Executive Officer of the Club. The President shall preside at all meetings, including Board of Directors Meetings, enforce the provisions of the Letters Patent, and By-Laws of the Club, and appoint all necessary committees not otherwise provided for. Subject to section 3.4, the President shall have the duties and powers normally appurtenant to the office of President, in addition to those particularly specified in these By-Laws. Upon the election of the President's successor, the President shall automatically assume the office of Past President as provided in section 3.2;

(b) The Vice-President shall have the duties and exercise the powers of the President in the event of the President's death, absence or incapacity;

(c) The Secretary shall keep a record of all meetings and official business of the Club and of the Board of Directors, and shall be responsible for all communications among the Board of Directors and from the Board of Directors to the membership. The Secretary may use any regular newsletter of the Club, which is sent to each member individually as a method of sending notices, amendments, ballots, etc. The Secretary shall issue statements of dues to the members no later than the first week of June each year, and shall provide the members with a current membership list no later than the end of each calendar year. The secretary shall have charge of the minute book and any corporate seal of the Club and the By-Laws of the Corporation. The Secretary shall send a copy to Industry Canada/Consumer and Corporate Affairs Canada for approval of amendments to the Constitution/By-Laws and then for reference.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club and give receipts therefore. The Treasurer shall ensure that all monies are deposited in the name of the Club in a financial institution designated by the Board. At the Annual Meeting, the Treasurer shall present an account of all monies received and expended during the previous fiscal year. No later than thirty (30) days after the election of the Treasurer's successor, the Treasurer shall submit all Club financial records and books of account to the Auditor for review as directed by the Club's President.

(e) Payment. All outstanding fees owed to the Club from a member are to be settled within thirty (30) days of the finding from the Secretary.

(f) All outstanding fees owed to the member from the Club are to be settled within thirty (30) days once the Treasurer has received a valid receipt that has been authorized by the board.

(g) Directors must reside in the area they represent and are elected by those members residing in that respective region. The regional Directors shall represent the interests of the principles and ideals of the club, with specific responsibilities to the members within their respective regions as required by the Board. A regional Director shall be available for help, support, and follow-through on areas that need attention. Regional directors are the primary contact and Club resource person for a specific geographical region and act as a liaison to transmit knowledge, concerns, and requests as needed. The five (5) regions of the Club are British Columbia; Alberta;

Saskatchewan/Manitoba; Ontario; Quebec/Maritimes.

(h) No more than three (3) **regional** Directors may be elected from any one region.

3.2 The Past President shall be the individual who last held the office of President immediately prior to the incumbent President. The Past President shall be an Officer of the Club and shall hold such office until the successor to the incumbent President is elected in accordance with Article IV. The Past President must complete a minimum of six months as his or her term as President in order to maintain their position on the board as Past President.

3.3 The Board of Directors shall consist of the following Officers: President, Vice-President, Secretary, Treasurer and Past President and four (4) other Directors to be elected from among the Ordinary Members in accordance with Article IV to hold office from the conclusion of the Annual Meeting at which they are elected until their successors are elected in accordance with Article IV. The number of Directors may be increased by one (1) to a maximum of ten (10) by a majority vote of Ordinary Members at any Annual Meeting in a non-election year, to be effective until the next election of Directors. These directorships shall be filled forthwith in accordance with section 3.7.

3.4 Duties of the Board. The Board of Directors shall be:

- (a) entrusted with the general management of the Club;
- (b) empowered to enact any further specific by-laws which are not inconsistent with these General By-Laws;
- (c) responsible for the execution of the duly authorized policies of the Club; and,
- (d) except where approval of the Ordinary Members is expressly required by the Act or these By-Laws, empowered to act on behalf of the Club.
- (e) The Board of Directors shall be entrusted with the general management of the Club and shall be responsible for the execution of authorized policies of the Club and shall be empowered to act for the membership when a decision is mandatory prior to a scheduled meeting. The Board shall have the power to authorize payment of normal operating expenses of the Club.

3.4 Web Comptrollers. Will report to the board. This requires candidate(s) who will oversee the Club's web page and all social media using the official clubs name The Bichon Frise Club of Canada (BFCC). The web media comptroller will work to support each other to facilitate the best practice to ensure the Club's notices and information are review and posted on the web page in an efficient manner.

3.5 Remuneration of Officers and Directors. Club Officers and Directors shall serve without remuneration and no Director or Officer shall directly or indirectly profit from his position as such. By ordinary resolution of the Board, a Director or Officer may be reimbursed for reasonable expenses incurred by his or her attendance at meetings or for specific expenses incurred in the performance of any Club duties.

(a) No Board or committee member shall:

1. Permit his or her personal or business interests to be in conflict with the duties of the position they have been elected to fulfill.
2. Use his or her office to derive a personal benefit or financial advantage or gain, and
3. Disclose or benefit from the use of confidential information obtained while acting in his or her official capacity.

(b) if the subject matter of a board or committee meeting concerns issues which could lead to violation of subsection 3.5 (a) the affected board member must disclose the circumstances and remove him or herself from consideration and voting upon such issues.

**3.6 Removal of Officers and Directors.** Club Officers and Directors shall be removable at any time and for any reason by ordinary resolution of the Ordinary Members at any Annual Meeting or Special Meeting, or Special Meeting. This must be passed by a majority of those attending the meeting.

**3.7 Vacancies.** Any vacancies occurring among the Officers and Directors during the term thereof, shall be filled until the next Biennial Election by ordinary resolution of the remaining members of the Board except as follows:

(a) a vacancy in the office of President shall be filled automatically by the Vice-President, and the resultant vacancy in the office of Vice-President shall be filled by the Board; and

(b) a vacancy in the office of Past President shall not be filled until the next Biennial Election.

**3.8 Execution of Instruments.** Contracts, documents or instruments in writing requiring the signature of the Corporation require the President, and one additional Club officer should the monetary value be above three hundred dollars (\$300.00) All other agreements may be signed by the President, Vice-President, Secretary or Treasurer and any one other Club officer. all contracts, documents or instruments in writing so signed shall be binding upon the Club without the affixing of any corporate seal and without further authorization or formality.

#### **ARTICLE IV** **Voting, Nominations and Elections**

**4.1 Voting.** Except as provided in section 2.4, at an Annual General Meeting or at a Special General Meeting of the club, voting shall be limited to those members in good standing who are present in the meeting, except for the election of Officers and Directors and amendments to the constitution and by-laws (and standard for breed) which shall be decided by written ballot. Voting by proxy will not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot. Non-residents are ineligible to vote. Voting shall not be by Secret Ballot except pursuant to section 4.2.

**4.2 Secret Ballots.** Except where expressly required by the Act or these By-Laws, a Secret Ballot shall only be held:

(a) in the case of a Board of Directors Meeting, upon the unanimous consent of those participating in the meeting;

(b) in the case of an Annual Meeting or a Special Meeting, for the Biennial Election of Officers and Directors, or where:

(i) the Board of Directors has, by ordinary resolution, so determined; and

(ii) the Notice of such Annual Meeting or special Meeting shall have indicated that voting on one or more questions, resolutions or elections is to be by Secret Ballot,

in which case the procedures for balloting contained in sections 4.6 and 4.7 for the Biennial Election of Officers and Directors shall be applicable.

**4.3 Biennial Elections.** Elections for Officers and Directors shall be held by Secret Ballot at the Annual Meeting every 2nd year. Only Candidates nominated in accordance with section 4.5 shall be eligible for election. For each position, the Candidate receiving the largest number of votes shall be declared elected. In the event that two or more Candidates for a single position shall each receive the largest number of votes, the Ordinary Members present in person at the meeting shall forthwith vote by Secret Ballot, from among only those Candidates receiving such equal largest number of votes. Successive Secret Ballots shall be held in this fashion until one Candidate receives more votes than any other remaining candidate. Notwithstanding section 2.4, only Ordinary Members present in person shall participate in such second or subsequent ballots. Any position left vacant at the close of elections shall be filled by the incoming Board as provided in section 3.7.

**4.4 Nominating Committee.** The Board shall name a Nominating Committee consisting of a Chair, two (2) other members and two (2) alternates, all of whom are Members of the Club in good standing and no more than one of

whom may be a member of the current board. The Nominating Committee may conduct its business at any time and place and in any manner it may see fit.

**4.5 Nominations.** No person may be a Candidate in the Biennial Election who has not been nominated in accordance with this section.

(a) In each election year, the Nominating Committee shall nominate, for each office (except the office of Past President) and for each other position on the Board, one Candidate who:

1. (i) is an Ordinary Member of the Club in good standing;
2. (ii) is a Regular CKC Member in good standing;
3. (iii) is a resident of Canada; and
4. (iv) shall have provided his or her written acceptance of candidacy; and

The Committee shall use its best efforts to nominate a Candidate from each province of Canada.

(b) The Committee shall present its slate of Candidates to the Secretary on or before April 15th. The Secretary shall mail the list, including the full name of each Candidate and the Province in which he or she resides, to each member of the Club on or before May 1st.

(c) Nominations, other than by the Nominating Committee, may be made by filing a written petition with respect to each additional nomination with the Secretary on or before June 1st, which is signed by three Ordinary Members, and accompanied by the written acceptance of candidacy of the nominee and a written statement of his or her qualifications.

(d) No person shall be a Candidate for more than one office.

(e) If no valid additional nominations are received by the Secretary in accordance with paragraph (c) on or before June 1st, the Nominating Committee's slate of Candidates shall be declared elected at the time of the Annual Meeting, and no balloting is required.

**4.6 Balloting.** If one or more valid additional nominations is received by the Secretary in accordance with paragraph 4.5(c) on or before June 1st, the Secretary shall mail **OR EMAIL** to each Ordinary Member in good standing, with the Notice of the annual Meeting at which the Biennial Election of Officers and directors is to be held, a ballot listing all of the Candidates for each position in alphabetical order, with the name of the Province in which each resides, together with:

- (a) a plain, inner envelope marked "Ballot", and
- (b) an outer, return envelope marked "BFCC BALLOT", providing a space for the signature and the return address of the Ordinary Member to whom it was sent, which is addressed to the Returning Officers.

After marking the ballot, each voter shall seal it in the plain envelope which, in turn, shall be placed in the return envelope which is addressed to the Returning Officers. Each voter shall sign the return envelope and fill in his or her return address. Each Ballot shall be sent by mail or courier or delivered in person to the Returning Officers so that it is received not later than the commencement of the Annual Meeting at which the election is being held.

**4.7 Returning Officers.** The Board shall appoint one or more Returning Officers who shall check the ballots returned against the list of Ordinary Members in good standing prior to opening the outer envelopes and removing



the envelopes marked "Ballot". The Returning Officers shall certify the eligibility of voters and the results of balloting, which results shall be announced before the conclusion of the Annual Meeting at which the Biennial Election is being held. The Returning Officers shall keep the results secret until the time of the announcement.

4.8 Any Candidate who shall declare, at the time of the Annual Meeting at which the Biennial Election of Officers and directors is being held, that he or she is unable to serve for any reason, shall not be declared elected and no votes for such Candidate shall be counted in determining the election to the office for which he or she had been a Candidate.

## **ARTICLE V**

### **Committees**

5.1 Establishment. The Board may from time to time establish one or more standing or special committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, special projects and any other matters which may be well served by committee. Each committee shall conduct its business at any time and place and in any manner it may see fit. Actions and decisions of committees shall always be subject to the final authority of the Board. Standing and special committees may be comprised of the number of Associate and/or Ordinary members which the Board sees fit.

5.2 Termination. Any committee appointment including appointments to the Nominating Committee may be terminated by ordinary resolution of the Board which termination is effective upon written notice to the affected committee member. The Board may appoint a successor to any person whose appointment has been terminated.

5.3 Remuneration. Committee members including members of the Nominating Committee will serve without remuneration and no committee member shall directly or indirectly profit from his position as such. By ordinary resolution of the Board, a committee member may be reimbursed for reasonable expenses incurred by his or her attendance at meetings or for specific expenses incurred in the performance of any Club duties.

## **ARTICLE VI**

### **Club Year and Auditor**

6.1 Club Year. The Club's fiscal year shall begin on the first day of July and end on the 30th day of June of the following year.

6.2 Auditors. At each Annual Meeting, the Ordinary Members shall, by ordinary resolution, appoint an Auditor who, without the unanimous consent of Ordinary Members, shall not be a Director, Officer or employee of the Club nor of an affiliated corporation and who shall not be a corporation with which any Director, Officer or employee of the club is affiliated. The Auditor need not be a professional accountant. The Auditor shall audit the books of account of the Club for the current fiscal year and shall give a report to the members of the Club at the next ensuing Annual Meeting. In accordance with paragraph 3.1(d), the Auditor shall receive from each outgoing Treasurer within thirty (30) days after the election of the Treasurer's successor, all Club financial records and books of account and shall promptly review such financial records and books of account and make a report thereon to the Board.

## **ARTICLE VII**

### **Discipline**

#### **7.1 Discipline Canadian Kennel Club Suspension:**

No one who has been suspended from the privileges of the Canadian Kennel Club shall be eligible for membership in the Club during such suspension. Any member who is suspended from the privileges of the Canadian Kennel Club shall automatically be suspended from the privileges of the Club for the same period.

7.2) Complaints and Charges: Any member (the "Complainant") may lay a complaint or prefer charges against another member (the "Defendant") alleging conduct prejudicial to the best interest of the club or the Breed. Any person or persons contravening the By-laws, rules, regulations, procedures and policies of the Club shall be subject to discipline procedures. All matters of discipline shall be within the jurisdiction of the Board of Directors.

(a) Written complaints containing details of the alleged misconduct must be filled out on the Club official complaint form and submitted to the Secretary together with a non-refundable deposit of \$100.00.

b) The Secretary upon receiving such a complaint, within thirty (30) days shall forward a copy of the complaint to the Board appointed Discipline Committee (Committee Chair and 2 members in good standing not on the current Board). If the Discipline Committee deems the complaint valid, then a copy of the complaint along with a notice of hearing shall be sent to the defendant and the complainant.

c) The hearing date shall be set no later than ninety (90) days from date of receipt of the complaint. If the hearing is held by the Board, a minimum of four (4) members of the Board must be present. In the event the hearing is held by a Committee, at least a majority of the appointed Committee shall be present. Should a complaint be laid against the Secretary, then the President shall act in accordance with these interest of the club or the Breed.

7.3 Hearing: The Board or appointed Committee shall ensure that rules, regulations, procedures and policies of the Club shall be subject to discipline procedures. All matters of discipline shall be within the jurisdiction of the Board of Directors.

(a) The Complainant shall file written charges with specifications with the Secretary, together with the \$100.00 non refundable deposit, or in an amount to be determined by the Board from time to time, which deposit shall be forfeited to the Club if the charges are not sustained by the Board following a hearing. The Secretary shall, within 30 days, notify the Defendant that a complaint has been received and also send a copy of the charges to each member of the Board and present them at a Board Meeting;

(b) As soon as practicable, the Board shall convene a hearing to which both the Complainant and the Defendant are treated fairly and in accordance with the rules of natural justice. The Board shall make its determination in the matter solely on the basis of evidence and testimony presented by the complainant and defendant, the Discipline Committee may, by a majority vote of those present, impose an appropriate penalty. The Board may provide reasons for its decisions but shall not be obliged to do so.

(c) The Secretary shall then notify each of the parties of the decision within thirty (30) days of the decision.

(d) In the event that the Disciplinary Committee shall determine that the charges have been proven, they may recommend a resolution and/or further disciplinary action at the Board level, which may include:

(i) suspend the Defendant from all privileges of the Club for not more than six (6) months from the date of its determination; or

(ii) suspend the Defendant from all privileges of the Club until the next Annual Meeting and may be put to the membership for consideration at a Special Meeting prior to the next Annual Meeting, if the next Annual Meeting will not occur within six (6) months from the date of its determination.

In addition to either (i) or (ii), above, the Board may recommend to the next Annual Meeting that the Defendant be expelled from the Club.

(e) The determination of the Board and any penalty shall be put in written form and filed with the Secretary. The Secretary shall promptly notify each of the parties of the decision and penalty, if any.

#### 7.4 Expulsion.

A member may be expelled from the Club only upon the recommendation of the Board and by resolution of the Ordinary Members at the Annual Meeting of the Club as provided herein. At the next Annual Meeting following a hearing pursuant to section 7.2, the President shall read the charges, the determination of the Board, and the recommendation of expulsion and shall invite the member to speak. The member shall have the right to appear and

to address the Annual Meeting notwithstanding any suspension which he or she may be under pursuant to section 7.2. No evidence shall be presented to the Annual Meeting. Ordinary Members present in person shall then vote by Secret Ballot on the proposed expulsion. Ordinary Members participating in the meeting only by way of electronic telecommunication facilities or mail ballots, or both, shall be deemed to have abstained from voting. If at least 2/3 of those voting shall vote in favour of expulsion, then the member shall forthwith cease to be a member of the Club and any person so expelled from the Club shall not be eligible to apply for membership in the Club until the expiry of five (5) years from the date of such expulsion. If less than 2/3 of those voting shall vote in favour of expulsion, any suspension which the member shall be under shall continue until its expiry. Expulsion of a member from the Club shall be accomplished at an Annual General Meeting of the Club following a proper hearing and upon the recommendation of the Board or Committee being provided as stated in Section 3 of this Article. The Chairman shall read the complaint and report the findings and recommendations of the Board or appointed committee, and shall invite the defendant, if present, to speak on his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present shall be necessary for expulsion.

b) At the discretion of the Board, expulsion may also take place by mail/electronic device in a vote consisting of a two-thirds (2/3) majority of all eligible voting members in favour of expulsion.

c) Proxy voting will not be permitted.

7.5 Appeals: After a hearing has been held and the parties have been notified of the decision, and either the defendant or the complainant disagree with the decision laid down by the Discipline Committee, an appeal may be submitted in writing (duplicate) within thirty (30) days of the date of notification to the Secretary. In an Appeal situation the contained in written submissions and/or presented orally at the hearing. The Board may provide reasons for its decision but shall not be obliged to do so.

(c) In the event that the Board shall determine that the charges have been proven, the Board becomes the Appeal Committee. The Secretary must forward a copy of the appeal to the Appeal Committee within thirty (30) days of receipt.

(d) The Appeal Committee will then set a hearing date (in accordance to Article 7, sec.2 and sec 3). The Secretary shall then notify each of the parties of the decision within thirty (30) days of the decision.

## **ARTICLE VIII**

### **Amendments**

8.1 Amendments to these By-Laws or amendments to the Breed Standard may be proposed by any member of the Board or by written petition filed with the Secretary and signed by 20% of the Ordinary Members in good standing. Any such proposal or petition shall be considered by the Board and put to a vote within three months of the date on which the proposal was tabled or on which the petition was received by the Secretary.

8.2 Any amendments to these By-Laws which have been approved by ordinary resolution of the Board pursuant to section 8.1 shall be put to the membership for consideration not later than the next Annual Meeting and may be put to the membership for consideration at a Special Meeting prior to the next Annual Meeting. The notice of any such Special Meeting or Annual Meeting shall include the text of a resolution to approve the amendments to these bylaws By-Laws as well as the text of the proposed amendments and shall include a form of ballot. Each Ordinary Member who shall have marked such ballot for or against the proposed amendments and shall have returned the ballot to the Secretary in accordance with subparagraph 2.4(b)(ii) shall be deemed present at the meeting and his or her ballot shall be counted in determining the resolution to approve the amendments. Amendments shall be passed if approved by the votes of at least **two-thirds (2/3)** of all eligible voting members in good standing.

8.3 No amendment to these By-Laws which is adopted by the Club shall become effective until it has been approved by the Minister of Consumer and Corporate Affairs (Industry Canada). At such time as the approval of the Minister

of Consumer and Corporate Affairs a copy shall be submitted to the Canadian Kennel Club for their records.

## ARTICLE IX

### Authority

9.1 The Parliamentary Authority for this Club shall be Roberts Rules of Order Newly Revised, in all cases where they are applicable and in which they are not inconsistent with the Act or these By-Laws.

9.2 At the meetings of the Club, the order of business so far as the nature of the meetings may permit, should be as follows:

1. Roll call
2. Minutes of the last meeting
3. Chairman's Report
4. Treasurer's Report
5. Secretary's Report
6. Committee Chairman's Report
7. Directors Reports
8. Election of Officers (at AGM)
9. Unfinished Business
10. New Business
11. Adjournment

## ARTICLE X

### Dissolution of the Club

Dissolution The club may be dissolved any time by providing to The Canadian Kennel Club written documentation signed by at least two-thirds (2/3) of the members of that club who are in favour of this decision; proxies are not permitted. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary or by operation of law, none of the property of neither the club, nor any proceeds thereof, nor any assets of the club shall be distributed to any members of the club. After payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs as selected by the Board of Directors.

**SPECIAL RESOLUTION OF THE MEMBERS  
OF  
THE BICHON FRISE CLUB OF CANADA, Inc.**

(hereinafter called the "Corporation")

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent;

WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (the "NFP Act") pursuant to section 297 of the NFP Act;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (Form 4031) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are approved;
3. The general operating by-law of the Corporation (as amended) is repealed effective on the date that the Corporation continues under the NFP Act and the new general operating by-law which has been submitted to this meeting and is annexed to these minutes as Schedule B is approved and will be effective on the same date.
4. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (Form 4031), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

The undersigned, being the duly appointed Secretary of the Corporation, certifies that the above is a true and correct copy of a special resolution of **THE BICHON FRISE CLUB OF CANADA, INC.** passed at a meeting of members held on the 08 day of OCTOBER, 2014 by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution.

DATED the 14 day of October, 2014

Signature: Marilyn Torrance BFCC Secretary

Print name: MARILYN TORRANCE

COPY - \* Red ink indicates the recent changes from old bylaws

**DRAFT COPY**

**GENERAL BY-LAWS**

**OF THE  
BICHON FRISE CLUB OF CANADA, Inc  
(Herein called the "Club")**

**The Club's name shall be The Bichon Frise Club of Canada, Inc  
The Club's area of operation shall be all of Canada**

**ARTICLE I**

**Membership**

**1.1 .1 Eligibility.** Subject to section 7.1, the Club shall be comprised of an unlimited number of Associate and Ordinary members who subscribe to the purposes of the Club. The Principles and Purposes of the Club shall be:

1. To encourage and promote the ownership, breeding, training and showing of purebred Bichon Frise dogs and to do all things possible to bring their natural qualities to perfection;
2. To encourage and promote the acceptance of Canadian Kennel Club Standards of the breed as the proper standard of excellence by which the Bichon Frise shall be judged;
3. To promote and encourage development of the Bichon Frise and to protect and advance the interests of the breed;
4. To conduct sanctioned matches, dog shows, specialty shows and obedience trials under the rules of the Canadian Kennel Club and to generally encourage sportsmanlike competition and development at dog shows, and obedience trials, agility trials, and other Canadian Kennel Club events.

**(A) Associate Membership.** Associate membership shall be open to individuals who are eighteen (18) years of age or older and who are new applicants to the Club or who are members of the Club who are not Ordinary Members. Associate Members shall not hold office or have any vote in the affairs of the Club. Associate Members may apply for Ordinary membership after completing three (3) consecutive years of membership in good standing.

**(b) Ordinary Membership.** Ordinary membership shall be open to individuals who have completed three (3) consecutive years of Associate membership in good standing.  
They can apply for ordinary membership status when sponsored by two (2) Ordinary Members of the Club who are members in good standing. Ordinary Members have full voting privileges and may stand for office in accordance with Article IV.

**(c) Foreign Membership** shall be open to individuals who are eighteen (18) years of age or older and whose primary residence is in a country other than Canada. Foreign members may not hold office or have a vote in the affairs of the club. Proof of residency must be confirmed upon request.

**(d) Honorary Membership**

An Honorary Member shall be one whom the Club deems worthy of such recognition and whose name has been submitted to and approved by two-thirds (2/3) of the voting Members of the Executive Committee and a majority of the Members present at any General Meeting of the Club. Honourary Members shall be entitled to all the privileges of the Club except those of voting and holding office.

(e) Life Membership

Life Membership may be awarded to those Ordinary Members who have made an extraordinary contribution to the Club. Nominations for Life Members shall be proposed to the Board and shall be effective when approved by seven (7) out of ten (10) voting Members of the Executive Committee. Life Members shall be entitled to all the privileges of the Club. Nominees must have made an outstanding contribution to the advancement and purpose of the Club.

(f) Application for Club membership shall be on a form as designated by the Club. The form shall be completed in its entirety and forwarded to the Club for consideration. All membership applications will be subject to review as outlined in Article 1(b)

1.2 Election to membership. Each applicant for membership shall apply on a form approved by the Board of Directors (the "Board") which, in addition to any other matters required by the Board, shall state the name, address and occupation of the applicant, and provide that the applicant subscribes to the principles and purposes of the Club, and agrees to abide by the Letters Patent of Incorporation issued pursuant to the Canada Corporations Act, R.S.C. 1970, c.C-32 (the "Act"), the BY-LAWS of the Club and ~~the Rules of the Bichon Frise Club of Canada.~~

(a) Subject to paragraph (b) and section 7.3, applications for membership shall be approved by ordinary resolution of the Board. Any applicant who has been rejected must be provided with a written reason for such rejection.

(b) Membership Reinstatement. A former Club member who had attained Ordinary status may apply for a one time reinstatement provided their membership has not lapsed for more than two (2) years from the member's previous membership due date and was not subject to expulsion or termination in accordance with the Canadian Kennel Club bylaws 15.1b. The applicant shall be reinstated to their original status upon receipt of payment of annual dues plus a \$35.00 administration fee. Applications shall only be accepted six (6) months prior to the date of an election and shall be prorated to the date of application.

1.3 Dues. From time to time, the Board may fix dues for such category or categories of membership and in such amounts as it may see fit. Dues shall be due and payable on or before July 1st of each year. The membership year shall be from July 1 to June 30 of the following year. Every Ordinary Member whose dues are not paid in full for the current year shall not be considered to be in good standing and may not participate in any meeting of the Club, vote on any matter pertaining to the business of the Club, endorse applicants for membership, or be or nominate a Candidate for Club office. No later than the first week in June, the Secretary shall send to each member in good standing a Statement of Dues for the next Club Year. Dues of new Associate Members shall be payable upon application for membership.

1.4 Termination of Membership. Membership may be terminated by:

(a) Resignation: Any member in good standing may resign from the Club upon written notice to the Secretary.

(b) Lapse: A membership shall will be considered as lapsed and automatically terminated if a the member's dues remain unpaid ninety (90) days after the first day of the fiscal year; however, the Board may grant an additional ninety (90) days of grace to any such delinquent membermembers in meritorious or extenuating circumstances or the member has applied for reinstatement under section 1.2 (b). In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

(c) Expulsion: A membership may be terminated by expulsion in accordance with Article VII of these By-Laws.

(d) Termination: Termination of membership may occur as a result of deprivation, suspension, debarment, expulsion or termination of Canadian Kennel Club membership as imposed by The Canadian Kennel Club's Discipline Committee

## **ARTICLE II**

### **Meetings and Notifications**

**2.1 Annual Meeting.** An annual meeting of the membership of the Club shall be held each year at a place in Canada and at a date and time which shall be designated by the Board.

(a) By ordinary resolution of the Ordinary Members, the Club may resolve to hold the Annual Meeting for any given year at a place outside of Canada, which is designated in the resolution. The Annual Meeting shall be held at the designated place at a date and time to be designated by the Board.

(b) Written notice of an Annual Meeting shall be mailed or sent by electronic means by the Secretary to each member individually at least thirty (30) days and not more than fifty (50) days prior to the meeting. Notice shall be deemed to have been sufficiently given if published in any regularly newsletter of the Club which is sent to each member individually not less than thirty (30) days and not more than fifty (50) days in advance of the Annual Meeting.

(c) The quorum for an Annual Meeting shall be six (6) Ordinary Members, in good standing, present in person or otherwise participating in accordance with section 2.4.

#### **2.2 Special Club Meetings.**

(a) Special Meetings may be called by the President, by the Board upon ordinary resolution, or by the Secretary upon receipt of a petition stating the purpose of the meeting and signed by six (6) Ordinary Members in good standing. A Special Meeting shall be held at a place, date, and time which is designated by the person calling the Meeting.

(b) Written notice of a Special Meeting shall be mailed or emailed by the Secretary to each member individually, at least fourteen (14) days, and not more than thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and the nature of business to be conducted in sufficient detail to permit members to form reasoned judgments thereon and shall contain the text of any special resolution to be submitted to the meeting. No other Club business may be transacted at a Special Meeting.

**2.3 Board of Directors Meetings.** The Board shall meet immediately following the Annual Meeting without prior written notice. Other meetings of the Board shall be held at times and places which are designated by the President or by ordinary resolution of the Board.

(a) Written notice of Board Meetings, other than a meeting immediately following an Annual Meeting, shall be mailed by the Secretary to each member of the Board at least thirty (30) days prior to the date of the meeting. Any member of the Board who participates in a Board Meeting may waive notice of the meeting.

(b) The quorum for a Board Meeting shall be met if a majority of the Board is present in person at the meeting or is otherwise participating in accordance with section 7  
**Discipline.**

**2.4 Alternatives to Meetings.** Except where the Act or these By-Laws expressly require otherwise, Ordinary Members in good standing may participate in the business of the Club and Directors may participate in the business of the Board without being personally present as follows:

(a) **Electronic Telecommunications Facilities.** Where all Directors consent, one or more Directors may vote and otherwise participate in Board of Directors Meetings by telephone or other telecommunications facilities, which permit all persons participating in the meeting to hear one another. Directors may give their consent to the electronic participation of other Directors at any time, from time to time, for any definite period, once and for all, or in any other manner which Directors may see fit. The cost of any electronic participation shall be borne by the Club. For



the purpose of any resolution or election to be held by Secret Ballot, any person participating only by electronic means shall be deemed to have abstained from voting.

(b) Mail Balloting. Mail Balloting shall not be permitted for Board Meetings. One or more Ordinary Members shall be deemed present for the purpose of determining the presence of a quorum to commence an Annual Meeting or a special Meeting where:

(i) The text of one or more resolutions to be put to the meeting, or the list of candidates for one or more elections (including the Biennial Election of Officers and Directors) to be held at the meeting, is included in the written notice of the meeting which is sent to each member individually; and

(ii) Either:

(a)

(A) General Procedure: The Ordinary Member has sent a letter to the Secretary indicating his or her vote on any one or more resolutions or elections (other than such resolutions or elections to be held by Secret Ballot) which letter is signed by the Ordinary Member and which has come into the possession of the Secretary by mail, courier or facsimile transmission before the commencement of the meeting;

Or:

(b)

(B) Secret Ballot Procedure: Where one or more resolutions or elections is to be held by Secret Ballot (including the Biennial Election of Officers and Directors) the procedures for balloting contained in sections 4.6 and 4.7 for the Biennial Election of Officers and Directors shall have been followed and the Ordinary Member has duly returned a ballot in accordance with section 4.6;

provided however, that no Ordinary Member who is participating only by means of mail balloting shall be deemed present for the purpose of any resolution or election for which notice was not given in accordance with subparagraph (i) nor for the purpose of determining the continued presence of a quorum for any Club business of which notice was not given in accordance with subparagraph (i);

(c) Resolutions. A resolution or counterparts of a resolution signed by all Ordinary Members or Directors entitled to vote on that resolution at an Annual Meeting or special Meeting or Board of Directors Meeting or committee meeting, is as valid as if the resolution had been passed at a meeting of the Club, Board or committee, as the case may be, duly called, constituted and held; and

(d) Questions. From time to time, the Board may, by ordinary resolution, submit one or more questions (other than questions which, by the Act or these By-Laws, may only be determined at a meeting or by Resolution pursuant to paragraph (c)), to the Ordinary Members for determination. Questions shall be put in writing and dated and signed by the Secretary at the order of the Board and shall be sent to each member individually. All responses received by the Secretary within thirty (30) days of the date on the question and which are signed by an Ordinary Member shall be counted by the Secretary in determining the question. No Ordinary Member may vote more than once. The Secretary shall advise the Board of the determination of the question forthwith and shall advise the Club members not later than the next subsequent Annual Meeting.

2.5 The Club Secretary is permitted to send all members notification or information of club meetings, dues notices, meeting minutes, and newsletters, by electronic means unless the member specifically requests this information to be sent by regular mail. Any associated expenses for such specific requests will be borne directly by the individual member making the request.

(a) The Club's official news and information will be displayed on The Bichon Frise Club of Canada web page and will be administered collectively by the Secretary and Club's web controller. Information updates will occur as required.

2.6 Disciplinary Meetings. A notice of a disciplinary meeting shall be sent by registered mail to all parties associated with the incident/claim. Notification shall be sent at least fourteen (14) days but not more than thirty (30) days before the meeting.

### **ARTICLE III**

#### **Officers and Directors**

3.1 Officers and Directors. The Officers of the Club shall be elected in accordance with Article IV to hold office from the conclusion of the Annual Meeting at which they are elected until their successors are elected in accordance with Article IV. The Officers (President, Vice-President, Secretary and Treasurer, or combined Secretary/Treasurer) and Directors must be residents of Canada and Canadian Kennel Club Members in good standing. Upon the election of his or her successor, each Officer, shall turn over to the successor any Club records and property which are in his or her possession within thirty (30) days. Each Officer shall perform those duties which may be specifically assigned by these By-Laws or by the Board from time to time and, in addition:

(a) The President shall be the Chief Executive Officer of the Club. The President shall preside at all meetings, including Board of Directors Meetings, enforce the provisions of the Letters Patent, and By-Laws of the Club, and appoint all necessary committees not otherwise provided for. Subject to section 3.4, the President shall have the duties and powers normally appurtenant to the office of President, in addition to those particularly specified in these By-Laws. Upon the election of the President's successor, the President shall automatically assume the office of Past President as provided in section 3.2;

(b) The Vice-President shall have the duties and exercise the powers of the President in the event of the President's death, absence or incapacity;

(c) The Secretary shall keep a record of all meetings and official business of the Club and of the Board of Directors, and shall be responsible for all communications among the Board of Directors and from the Board of Directors to the membership. The Secretary may use any regular newsletter of the Club, which is sent to each member individually as a method of sending notices, amendments, ballots, etc. The Secretary shall issue statements of dues to the members no later than the first week of June each year, and shall provide the members with a current membership list no later than the end of each calendar year. The secretary shall have charge of the minute book and any corporate seal of the Club and the By-Laws of the Corporation. The Secretary shall send a copy to Industry Canada/Consumer and Corporate Affairs Canada for approval of amendments to the Constitution/By-Laws and then for reference.

(d) The Treasurer shall collect and receive all moneys due or belonging to the Club and give receipts therefore. The Treasurer shall ensure that all monies are deposited in the name of the Club in a financial institution designated by the Board. At the Annual Meeting, the Treasurer shall present an account of all monies received and expended during the previous fiscal year. No later than thirty (30) days after the election of the Treasurer's successor, the Treasurer shall submit all Club financial records and books of account to the Auditor for review as directed by the Club's President.

(e) Payment. All outstanding fees owed to the Club from a member are to be settled within thirty (30) days of the finding from the Secretary.

(f) All outstanding fees owed to the member from the Club are to be settled within thirty (30) days once the Treasurer has received a valid receipt that has been authorized by the board.

(g) Directors must reside in the area they represent and are elected by those members residing in that respective region. The regional Directors shall represent the interests of the principles and ideals of the club, with specific responsibilities to the members within their respective regions as required by the Board. A regional Director shall be available for help, support, and follow-through on areas that need attention. Regional directors are the primary contact and Club resource person for a specific geographical region and act as a liaison to transmit knowledge, concerns, and requests as needed. The five (5) regions of the Club are British Columbia; Alberta;

Saskatchewan/Manitoba; Ontario; Quebec/Maritimes.

(h) No more than three (3) regional Directors may be elected from any one region.

3.2 The Past President shall be the individual who last held the office of President immediately prior to the incumbent President. The Past President shall be an Officer of the Club and shall hold such office until the successor to the incumbent President is elected in accordance with Article IV. The Past President must complete a minimum of six months as his or her term as President in order to maintain their position on the board as Past President.

3.3 The Board of Directors shall consist of the following Officers: President, Vice-President, Secretary, Treasurer and Past President and four (4) other Directors to be elected from among the Ordinary Members in accordance with Article IV to hold office from the conclusion of the Annual Meeting at which they are elected until their successors are elected in accordance with Article IV. The number of Directors may be increased by one (1) to a maximum of ten (10) by a majority vote of Ordinary Members at any Annual Meeting in a non-election year, to be effective until the next election of Directors. These directorships shall be filled forthwith in accordance with section 3.7.

3.4 Duties of the Board. The Board of Directors shall be:

- (a) entrusted with the general management of the Club;
  - (b) empowered to enact any further specific by-laws which are not inconsistent with these General By-Laws;
  - (c) responsible for the execution of the duly authorized policies of the Club; and,
  - (d) except where approval of the Ordinary Members is expressly required by the Act or these By-Laws, empowered to act on behalf of the Club.
- (e) The Board of Directors shall be entrusted with the general management of the Club and shall be responsible for the execution of authorized policies of the Club and shall be empowered to act for the membership when a decision is mandatory prior to a scheduled meeting. The Board shall have the power to authorize payment of normal operating expenses of the Club.

3.4 Web Comptrollers. Will report to the board. This requires candidate(s) who will oversee the Club's web page and all social media using the official clubs name The Bichon Frise Club of Canada (BFCC). The web media comptroller will work to support each other to facilitate the best practice to ensure the Club's notices and information are review and posted on the web page in an efficient manner.

3.5 Remuneration of Officers and Directors. Club Officers and Directors shall serve without remuneration and no Director or Officer shall directly or indirectly profit from his position as such. By ordinary resolution of the Board, a Director or Officer may be reimbursed for reasonable expenses incurred by his or her attendance at meetings or for specific expenses incurred in the performance of any Club duties.

(a) No Board or committee member shall:

1. Permit his or her personal or business interests to be in conflict with the duties of the position they have been elected to fulfill.
2. Use his or her office to derive a personal benefit or financial advantage or gain, and
3. Disclose or benefit from the use of confidential information obtained while acting in his or her official capacity.

(b) if the subject matter of a board or committee meeting concerns issues which could lead to violation of subsection 3.5 (a) the affected board member must disclose the circumstances and remove him or herself from consideration and voting upon such issues.

**3.6 Removal of Officers and Directors.** Club Officers and Directors shall be removable at any time and for any reason by ordinary resolution of the Ordinary Members at any Annual Meeting or Special Meeting, or Special Meeting. This must be passed by a majority of those attending the meeting.

**3.7 Vacancies.** Any vacancies occurring among the Officers and Directors during the term thereof, shall be filled until the next Biennial Election by ordinary resolution of the remaining members of the Board except as follows:

(a) a vacancy in the office of President shall be filled automatically by the Vice-President, and the resultant vacancy in the office of Vice-President shall be filled by the Board; and

(b) a vacancy in the office of Past President shall not be filled until the next Biennial Election.

**3.8 Execution of Instruments.** Contracts, documents or instruments in writing requiring the signature of the Corporation require the President, and one additional Club officer should the monetary value be above three hundred dollars (\$300.00) All other agreements may be signed by the President, Vice-President, Secretary or Treasurer and any one other Club officer. all contracts, documents or instruments in writing so signed shall be binding upon the Club without the affixing of any corporate seal and without further authorization or formality.

#### **ARTICLE IV** **Voting, Nominations and Elections**

**4.1 Voting.** Except as provided in section 2.4, at an Annual General Meeting or at a Special General Meeting of the club, voting shall be limited to those members in good standing who are present in the meeting, except for the election of Officers and Directors and amendments to the constitution and by-laws (and standard for breed) which shall be decided by written ballot. Voting by proxy will not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot. Non-residents are ineligible to vote. Voting shall not be by Secret Ballot except pursuant to section 4.2.

**4.2 Secret Ballots.** Except where expressly required by the Act or these By-Laws, a Secret Ballot shall only be held:

(a) in the case of a Board of Directors Meeting, upon the unanimous consent of those participating in the meeting;

(b) in the case of an Annual Meeting or a Special Meeting, for the Biennial Election of Officers and Directors, or where:

(i) the Board of Directors has, by ordinary resolution, so determined; and

(ii) the Notice of such Annual Meeting or special Meeting shall have indicated that voting on one or more questions, resolutions or elections is to be by Secret Ballot,

in which case the procedures for balloting contained in sections 4.6 and 4.7 for the Biennial Election of Officers and Directors shall be applicable.

**4.3 Biennial Elections.** Elections for Officers and Directors shall be held by Secret Ballot at the Annual Meeting every 2nd year. Only Candidates nominated in accordance with section 4.5 shall be eligible for election. For each position, the Candidate receiving the largest number of votes shall be declared elected. In the event that two or more Candidates for a single position shall each receive the largest number of votes, the Ordinary Members present in person at the meeting shall forthwith vote by Secret Ballot, from among only those Candidates receiving such equal largest number of votes. Successive Secret Ballots shall be held in this fashion until one Candidate receives more votes than any other remaining candidate. Notwithstanding section 2.4, only Ordinary Members present in person shall participate in such second or subsequent ballots. Any position left vacant at the close of elections shall be filled by the incoming Board as provided in section 3.7.

**4.4 Nominating Committee.** The Board shall name a Nominating Committee consisting of a Chair, two (2) other members and two (2) alternates, all of whom are Members of the Club in good standing and no more than one of

whom may be a member of the current board. The Nominating Committee may conduct its business at any time and place and in any manner it may see fit.

**4.5 Nominations.** No person may be a Candidate in the Biennial Election who has not been nominated in accordance with this section.

(a) In each election year, the Nominating Committee shall nominate, for each office (except the office of Past President) and for each other position on the Board, one Candidate who:

- (i)
  1. (i) is an Ordinary Member of the Club in good standing;
2. (ii) is a Regular CKC Member in good standing;
3. (iii) is a resident of Canada; and
4. (iv) shall have provided his or her written acceptance of candidacy; and

The Committee shall use its best efforts to nominate a Candidate from each province of Canada.

(b) The Committee shall present its slate of Candidates to the Secretary on or before April 15th. The Secretary shall mail the list, including the full name of each Candidate and the Province in which he or she resides, to each member of the Club on or before May 1st.

(c) Nominations, other than by the Nominating Committee, may be made by filing a written petition with respect to each additional nomination with the Secretary on or before June 1st, which is signed by three Ordinary Members, and accompanied by the written acceptance of candidacy of the nominee and a written statement of his or her qualifications.

(d) No person shall be a Candidate for more than one office.

(e) If no valid additional nominations are received by the Secretary in accordance with paragraph (c) on or before June 1st, the Nominating Committee's slate of Candidates shall be declared elected at the time of the Annual Meeting, and no balloting is required.

**4.6 Balloting.** If one or more valid additional nominations is received by the Secretary in accordance with paragraph 4.5(c) on or before June 1st, the Secretary shall mail OR EMAIL to each Ordinary Member in good standing, with the Notice of the annual Meeting at which the Biennial Election of Officers and directors is to be held, a ballot listing all of the Candidates for each position in alphabetical order, with the name of the Province in which each resides, together with:

- (a) a plain, inner envelope marked "Ballot", and
- (b) an outer, return envelope marked "BFCC BALLOT", providing a space for the signature and the return address of the Ordinary Member to whom it was sent, which is addressed to the Returning Officers.

After marking the ballot, each voter shall seal it in the plain envelope which, in turn, shall be placed in the return envelope which is addressed to the Returning Officers. Each voter shall sign the return envelope and fill in his or her return address. Each Ballot shall be sent by mail or courier or delivered in person to the Returning Officers so that it is received not later than the commencement of the Annual Meeting at which the election is being held.

**4.7 Returning Officers.** The Board shall appoint one or more Returning Officers who shall check the ballots returned against the list of Ordinary Members in good standing prior to opening the outer envelopes and removing

the envelopes marked "Ballot". The Returning Officers shall certify the eligibility of voters and the results of balloting, which results shall be announced before the conclusion of the Annual Meeting at which the Biennial Election is being held. The Returning Officers shall keep the results secret until the time of the announcement.

4.8 Any Candidate who shall declare, at the time of the Annual Meeting at which the Biennial Election of Officers and directors is being held, that he or she is unable to serve for any reason, shall not be declared elected and no votes for such Candidate shall be counted in determining the election to the office for which he or she had been a Candidate.

## **ARTICLE V**

### **Committees**

5.1 Establishment. The Board may from time to time establish one or more standing or special committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership, special projects and any other matters which may be well served by committee. Each committee shall conduct its business at any time and place and in any manner it may see fit. Actions and decisions of committees shall always be subject to the final authority of the Board. Standing and special committees may be comprised of the number of Associate and/or Ordinary members which the Board sees fit.

5.2 Termination. Any committee appointment including appointments to the Nominating Committee may be terminated by ordinary resolution of the Board which termination is effective upon written notice to the affected committee member. The Board may appoint a successor to any person whose appointment has been terminated.

5.3 Remuneration. Committee members including members of the Nominating Committee will serve without remuneration and no committee member shall directly or indirectly profit from his position as such. By ordinary resolution of the Board, a committee member may be reimbursed for reasonable expenses incurred by his or her attendance at meetings or for specific expenses incurred in the performance of any Club duties.

## **ARTICLE VI**

### **Club Year and Auditor**

6.1 Club Year. The Club's fiscal year shall begin on the first day of July and end on the 30th day of June of the following year.

6.2 Auditors. At each Annual Meeting, the Ordinary Members shall, by ordinary resolution, appoint an Auditor who, without the unanimous consent of Ordinary Members, shall not be a Director, Officer or employee of the Club nor of an affiliated corporation and who shall not be a corporation with which any Director, Officer or employee of the club is affiliated. The Auditor need not be a professional accountant. The Auditor shall audit the books of account of the Club for the current fiscal year and shall give a report to the members of the Club at the next ensuing Annual Meeting. In accordance with paragraph 3.1(d), the Auditor shall receive from each outgoing Treasurer within thirty (30) days after the election of the Treasurer's successor, all Club financial records and books of account and shall promptly review such financial records and books of account and make a report thereon to the Board.

## **ARTICLE VII**

### **Discipline**

7.1 Discipline Canadian Kennel Club Suspension:

No one who has been suspended from the privileges of the Canadian Kennel Club shall be eligible for membership in the Club during such suspension. Any member who is suspended from the privileges of the Canadian Kennel Club shall automatically be suspended from the privileges of the Club for the same period.

7.2) Complaints and Charges: Any member (the "Complainant") may lay a complaint or prefer charges against another member (the "Defendant") alleging conduct prejudicial to the best interest of the club or the Breed. Any person or persons contravening the By-laws, rules, regulations, procedures and policies of the Club shall be subject to discipline procedures. All matters of discipline shall be within the jurisdiction of the Board of Directors.

(a) Written complaints containing details of the alleged misconduct must be filled out on the Club official complaint form and submitted to the Secretary together with a non-refundable deposit of \$100.00.

b) The Secretary upon receiving such a complaint, within thirty (30) days shall forward a copy of the complaint to the Board appointed Discipline Committee (Committee Chair and 2 members in good standing not on the current Board). If the Discipline Committee deems the complaint valid, then a copy of the complaint along with a notice of hearing shall be sent to the defendant and the complainant.

c) The hearing date shall be set no later than ninety (90) days from date of receipt of the complaint. If the hearing is held by the Board, a minimum of four (4) members of the Board must be present. In the event the hearing is held by a Committee, at least a majority of the appointed Committee shall be present. Should a complaint be laid against the Secretary, then the President shall act in accordance with these interest of the club or the Breed.

7.3 Hearing: The Board or appointed Committee shall ensure that rules, regulations, procedures and policies of the Club shall be subject to discipline procedures. All matters of discipline shall be within the jurisdiction of the Board of Directors.

(a) The Complainant shall file written charges with specifications with the Secretary, together with the \$100.00 non refundable deposit, or in an amount to be determined by the Board from time to time, which deposit shall be forfeited to the Club if the charges are not sustained by the Board following a hearing. The Secretary shall, within 30 days, notify the Defendant that a complaint has been received and also send a copy of the charges to each member of the Board and present them at a Board Meeting;

(b) As soon as practicable, the Board shall convene a hearing to which both the Complainant and the Defendant are treated fairly and in accordance with the rules of natural justice. The Board shall make its determination in the matter solely on the basis of evidence and testimony presented by the complainant and defendant, the Discipline Committee may, by a majority vote of those present, impose an appropriate penalty. The Board may provide reasons for its decisions but shall not be obliged to do so.

(c) The Secretary shall then notify each of the parties of the decision within thirty (30) days of the decision.

(d) In the event that the Disciplinary Committee shall determine that the charges have been proven, they may recommend a resolution and/or further disciplinary action at the Board level, which may include:

(i) suspend the Defendant from all privileges of the Club for not more than six (6) months from the date of its determination; or

(ii) suspend the Defendant from all privileges of the Club until the next Annual Meeting and may be put to the membership for consideration at a Special Meeting prior to the next Annual Meeting, if the next Annual Meeting will not occur within six (6) months from the date of its determination.

In addition to either (i) or (ii), above, the Board may recommend to the next Annual Meeting that the Defendant be expelled from the Club.

(e) The determination of the Board and any penalty shall be put in written form and filed with the Secretary. The Secretary shall promptly notify each of the parties of the decision and penalty, if any.

#### 7.4 Expulsion.

A member may be expelled from the Club only upon the recommendation of the Board and by resolution of the Ordinary Members at the Annual Meeting of the Club as provided herein. At the next Annual Meeting following a hearing pursuant to section 7.2, the President shall read the charges, the determination of the Board, and the recommendation of expulsion and shall invite the member to speak. The member shall have the right to appear and

to address the Annual Meeting notwithstanding any suspension which he or she may be under pursuant to section 7.2. No evidence shall be presented to the Annual Meeting. Ordinary Members present in person shall then vote by Secret Ballot on the proposed expulsion. Ordinary Members participating in the meeting only by way of electronic telecommunication facilities or mail ballots, or both, shall be deemed to have abstained from voting. If at least 2/3 of those voting shall vote in favour of expulsion, then the member shall forthwith cease to be a member of the Club and any person so expelled from the Club shall not be eligible to apply for membership in the Club until the expiry of five (5) years from the date of such expulsion. If less than 2/3 of those voting shall vote in favour of expulsion, any suspension which the member shall be under shall continue until its expiry. Expulsion of a member from the Club shall be accomplished at an Annual General Meeting of the Club following a proper hearing and upon the recommendation of the Board or Committee being provided as stated in Section 3 of this Article. The Chairman shall read the complaint and report the findings and recommendations of the Board or appointed committee, and shall invite the defendant, if present, to speak on his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present shall be necessary for expulsion.

b) At the discretion of the Board, expulsion may also take place by mail/electronic device in a vote consisting of a two-thirds (2/3) majority of all eligible voting members in favour of expulsion.

c) Proxy voting will not be permitted.

7.5 Appeals: After a hearing has been held and the parties have been notified of the decision, and either the defendant or the complainant disagree with the decision laid down by the Discipline Committee, an appeal may be submitted in writing (duplicate) within thirty (30) days of the date of notification to the Secretary. In an Appeal situation the contained in written submissions and/or presented orally at the hearing. The Board may provide reasons for its decision but shall not be obliged to do so.

(c) In the event that the Board shall determine that the charges have been proven, the Board becomes the Appeal Committee. The Secretary must forward a copy of the appeal to the Appeal Committee within thirty (30) days of receipt.

(d) The Appeal Committee will then set a hearing date (in accordance to Article 7, sec.2 and sec 3). The Secretary shall then notify each of the parties of the decision within thirty (30) days of the decision.

## **ARTICLE VIII**

### **Amendments**

8.1 Amendments to these By-Laws or amendments to the Breed Standard may be proposed by any member of the Board or by written petition filed with the Secretary and signed by 20% of the Ordinary Members in good standing. Any such proposal or petition shall be considered by the Board and put to a vote within three months of the date on which the proposal was tabled or on which the petition was received by the Secretary.

8.2 Any amendments to these By-Laws which have been approved by ordinary resolution of the Board pursuant to section 8.1 shall be put to the membership for consideration not later than the next Annual Meeting and may be put to the membership for consideration at a Special Meeting prior to the next Annual Meeting. The notice of any such Special Meeting or Annual Meeting shall include the text of a resolution to approve the amendments to these bylaws By-Laws as well as the text of the proposed amendments and shall include a form of ballot. Each Ordinary Member who shall have marked such ballot for or against the proposed amendments and shall have returned the ballot to the Secretary in accordance with subparagraph 2.4(b)(ii) shall be deemed present at the meeting and his or her ballot shall be counted in determining the resolution to approve the amendments. Amendments shall be passed if approved by the votes of at least two-thirds (2/3) of all eligible voting members in good standing.

8.3 No amendment to these By-Laws which is adopted by the Club shall become effective until it has been approved by the Minister of Consumer and Corporate Affairs (Industry Canada). At such time as the approval of the Minister



of Consumer and Corporate Affairs a copy shall be submitted to the Canadian Kennel Club for their records.

## ARTICLE IX

### Authority

9.1 The Parliamentary Authority for this Club shall be Roberts Rules of Order Newly Revised, in all cases where they are applicable and in which they are not inconsistent with the Act or these By-Laws.

9.2 At the meetings of the Club, the order of business so far as the nature of the meetings may permit, should be as follows:

1. Roll call
2. Minutes of the last meeting
3. Chairman's Report
4. Treasurer's Report
5. Secretary's Report
6. Committee Chairman's Report
7. Directors Reports
8. Election of Officers (at AGM)
9. Unfinished Business
10. New Business
11. Adjournment

## ARTICLE X

### Dissolution of the Club

Dissolution The club may be dissolved any time by providing to The Canadian Kennel Club written documentation signed by at least two-thirds (2/3) of the members of that club who are in favour of this decision; proxies are not permitted. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary or by operation of law, none of the property of neither the club, nor any proceeds thereof, nor any assets of the club shall be distributed to any members of the club. After payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs as selected by the Board of Directors.