



## Papillon Canada By-Laws

### **1 Name**

1.1 The corporation shall be known as "Papillon Canada Association", hereinafter referred to as the Club.

### **2 Head Office**

2.1 The Head Office of the Club shall be any place within Canada as designated by the Board of Directors, usually the residence of the President.

### **3 Corporate Seal**

3.1 The seal, an impression whereof is stamped at the top of this page, shall be the corporate seal.

### **4 Objects**

4.1 The objects of the Club shall be to promote and encourage the improvement of purebred Papillons throughout Canada by:

- a) Education of its members and the public at large.
- b) Promoting ethical standards of Papillon care, breeding, and training.
- c) Publicity for the breed by virtue of holding specialty shows, booster shows, and obedience trials.

### **5 Affiliations**

5.1 The Club shall secure and maintain official recognition by the Canadian Kennel Club and shall work in co-operation with the said Club. It may further affiliate itself with organizations devoted to the same aims and objects, provided that these organizations are approved by the Club.

### **6 Membership**

6.1 There shall be four categories of memberships as follows:

a) Ordinary Membership Accorded only to persons who are residents of Canada over the age of eighteen (18) years. After a period of one year Ordinary members shall be entitled to one vote each and may hold office within the Club

b) Joint Membership Accorded to two persons who are residents of Canada of adult age in one family. After a period of one year, joint members shall be entitled to one vote each and may hold elected and appointed Office within the Club. Only one member in the family may hold office at any given time.

c) Associate Membership Accorded to persons who are not residents of Canada. They have no voting privileges and may not hold office.

d) Junior Members Accorded to young persons from the age of twelve (12) up to eighteen (18) years. They have no voting privileges.

## 6.2 Eligibility

Any individual of good character shall be eligible for membership within the Club upon completing an application form provided by the Club and submitting same to the secretary together with the yearly membership fee. New applicants must be sponsored by two members in good standing and the application shall be published in the Club Newsletter for comment. Applications shall be approved by the Board of Directors and the names of the new members shall be published in the next issue of the newsletter.

## 6.3 Resignation

Any member of the Club may resign at any time upon submitting written notice to the Secretary, providing that all duties and/or obligations of such member to the Club have been fulfilled and/or settled in full, or have been waived by the Board of Directors.

## 6.4 Conduct

No member of the Club shall transact business for the Club, make commitments, solicit funds and/or promote activities in the name of the Club without prior knowledge and consent of the Board of Directors.

## 6.5 Discipline

If the conduct of any member shall be of such nature as to injure the ideals or welfare of the Club, or bring the Club into disrepute, such member shall be liable to expulsion or suspension from the Club. Any complaint of such conduct shall be submitted to the Board of Directors. If the Board deems the complaint to be legitimate, a copy of the complaint shall be forwarded, by registered mail, to the offending member who will be given the opportunity of answering and debating the issue in person or by representative. The expulsion or suspension of the member shall be determined by the Board of Directors.

6.6 Any member who is suspended from the privileges of the Canadian Kennel Club shall automatically be suspended from the privileges of this Club for the same period.

## 7 Fees

7.1 The Membership Year shall be from January 1st to December 31st.

7.2 The Board of Directors shall determine from time to time the annual fee to be paid for each category of membership.

7.3 The annual fee shall be payable by January 1st of each year and no person in arrears for longer than sixty (60) days shall be entitled to the privileges of the Club. Memberships which have lapsed may be reinstated within the same membership year upon payment of dues and an administrative fee to be established by the Board of Directors.

7.4 The fees of members joining after October 1st shall be considered to represent the fees for the ensuing membership year.

7.5 Any member expelled or resigning from the Club shall not be entitled to recover any part of the fee for the year in question, nor shall such member have any claim against the Club.

## 8 The Fiscal Year

8.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall be April 1st to March 31st

## 9 Organization

9.1 The property, business and affairs of the Club shall be managed by the Board of Directors.

9.2 The Board of Directors shall exercise all the powers necessary to manage the Club except those that may be specifically excluded and retained for exercise by the membership at a General Meeting.

9.3 Without prejudice to the other provisions thereof, the Board of Directors shall have the power to authorize expenditures, on behalf of the Club, from time to time, and may designate, by resolution to an Officer or Officers of the Club, the necessary power to employ and pay remuneration to employees or agents. The Board of Directors shall have the necessary power to make expenditures for the purpose of furthering the objects of the Club.

## **10 Board of Directors**

10.1 The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the six (6) Regional Directors. The immediate Past President shall be a member ex-officio of the Board. The Board shall be elected by members in good standing and entitled to vote at Annual and General Meetings.

### **10.2 Eligibility**

In order to hold an office a Director must be a member in good standing of the Club for a period of one year and be entitled to vote at an Annual or General Meetings. Only one member in a family or household may hold office at any given time.

### **10.3 Terms of Office**

The offices of the President, Vice President, Secretary, Treasurer and Regional Directors shall be for a term of two years. No Officer may hold the same Office for more than two consecutive terms. There is no limit to the terms of the Regional Director. The Board of Directors of the Club shall be elected in the manner provide in Section 18 of these By-Laws.

### **10.4 Vacancies**

The office of Director or Officer shall automatically be vacated:

- a) If a Director or Officer shall resign by written resignation to the Secretary of the Club.
- b) If a Resolution is passed by a two thirds majority vote of the members entitled to vote at a General Meeting that he/she be removed from office.
- c) If he/she becomes bankrupt or compounds with his creditors.
- d) If he/she is found by the court to be unsound of mind.
- e) On death. Any vacancy on the Board of Directors shall be filled for the unexpired portion of the term of office, by a member in good standing of the Club, and entitled to vote at Annual and General Meetings, to be appointed by the remaining Directors.

### **10.5 Remuneration**

Directors and Officers shall serve without remuneration and no Director or Officer shall directly or indirectly receive any profit from his/ her position as such; provided that he/she shall be entitled to be appointed by the remaining Directors of the Board.

## **11 Meetings of the Board of Directors**

11.1 Meetings of the Board shall be held at such places and times as may be deemed convenient and may be called by the President, Vice President, or by the majority of the Directors, then in Office. There shall be at least one meeting per year of the Board of Directors.

11.2 Notice of Board of Directors' meetings shall be given by letter mailed at least thirty (30) days prior to such meeting. A notice of meeting of Directors shall specify time and place of such meeting.

11.3 No error or omission in giving notice of any meeting of the Board of Directors, or any adjourned meeting of the Board of Directors, shall invalidate such meeting or make void any proceedings taken

thereat and any Director may at any time waive notice of any such meeting and may ratify, approve, and, confirm, any or all proceedings taken or had thereat.

11.4 Each Director shall have the right to exercise one (1) vote.

11.5 If all the Directors of the Club consent thereto generally, or in respect of a particular meeting, a Director may participate in a meeting of the Board by means of telephone or other means of communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such means shall be deemed present at the meeting.

11.6 The majority of the Directors shall constitute a quorum of the Board of Directors. The decisions of the Board of Directors shall be taken by the majority of the Directors present.

11.7 Procedures and voting at meeting of the Board of Directors shall be in accordance with Robert's Rules of Order (Modern Edition) unless otherwise stipulated in these By Laws.

11.8 A Resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of the Board of Directors, may be used in place of a meeting and is valid as if it had been passed at a meeting of the Board of Directors.

## **12 Indemnities to Directors and Others**

12.1 Every Director or Officer of the Club or other person who undertakes any liability on behalf of the Club, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Club from and against:

- a) All costs, charges, expenses which such Director, Officer, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability.
- b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

## **13 Officers**

13.1 The Officers of the Club shall be the President, Vice President, Treasurer, and Secretary, all of whom are Directors of the Club.

13.2 Duties of the Officers

### **President**

The President shall be the chief Executive Officer of the Club. He/she shall preside at all General Meetings and at all meetings of the Board of Directors. He/she shall enforce the provisions of the by-laws of the Club. He/she shall ensure that all orders and resolutions of the Board of Directors are carried into effect. He/she shall sign all cheques of authorized accounts and bills after such cheques have been prepared and signed by the Treasurer. He/she or the Vice-President, and the Secretary or Treasurer shall sign all contracts, documents and instruments in writing requiring the signature of the Club. He/she shall be an "ex officio" member of all committees and shall be entitled to vote at any meeting thereof.

### **Vice President**

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.

### **Treasurer**

The Treasurer shall have custody of the Club funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board of Directors from time to time. He/she shall disburse the funds of the Club as may be ordered by the Board and to the end of the fiscal year, and he/she shall submit reports for inclusion in the Club newsletter. All cheques of authorized accounts shall be signed by both the Treasurer and the President. He/she shall also such other duties as may from time to time be directed by the Board of Directors.

### **Secretary**

The Secretary shall attend all meetings and record all votes and minutes of all proceedings of General Meetings of the Board of Directors in the books to be kept for that purpose. He/she shall receive and conduct correspondence, maintain an up to date record of the membership, prepare a membership roster for distribution to the members and of the Board of Directors and be responsible for all correspondence relating to the election procedure according to section 18 of the By-Laws. He/she shall provide for custody of the corporate seal which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as named in the resolution.

## **14 Regional Directors**

14.1 Regional Directors shall maintain contact with members of the Club in their respective regions and shall present the views of the said members at meetings of the Board of Directors. They shall also perform other such duties as may from time to time be directed by the Board of Directors.

Allocation of Regional Directors shall be based upon membership distribution across Canada and Canadian Kennel Club guidelines for National Clubs, and shall be determined by the Board of Directors preceding the appointment of the Nominating Committee in each election year.

## **15 Execution of Documents**

15.1 Contracts, documents, or instruments in writing requiring the signature of the Club shall be signed by the President or Vice President and the Secretary or Treasurer. All contracts, documents, or instruments in writing so signed shall be binding upon the Club without any further authorization or formality. The signing officers may in all cases in which they deem it necessary or useful affix thereto the corporate seal of the Club.

## **16 General Meetings**

16.1 The Annual Meeting of members of the Club shall, whenever possible, be held in conjunction with the Club's National Specialty show. Otherwise, the meeting shall be held at the head office of the Club or at any place in Canada as the Board of Directors may determine, and on such a day and time as the said Directors shall appoint.

16.2 At every Annual Meeting in addition to other business that may be transacted, the report of the Directors, the financial statement, and the report of the auditors shall be presented, and auditors shall be appointed for the ensuing year.

16.3 The members may consider and transact any business either special or general meeting of the members.

16.4 The Board of Directors, or the President or Vice President shall have the power to call, at any time, a General Meeting of the members of the Club.

16.5 The Board of Directors shall call a special General Meeting of members on written request of members carrying not less than 10% of the voting rights. The written requests by the members for calling of any special General Meeting must specify the business to be transacted at such meeting and be signed by the requisitioning members.

16.6 The President, or in the absence of the President, the Vice President or in the absence of the President and Vice President, a chairperson chosen by the meeting shall preside at all meetings of members. The Secretary or in his/her absence, such person as is chosen by the presiding officer shall act as Secretary.

16.7 Ten percent (10%) of the voting membership present in person at a meeting shall constitute a quorum.

16.8 At least thirty (30) days written notice shall be given to each member of any Annual or special General Meeting of the members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Members unable to attend a meeting shall have the right to vote by proxy. Notice of each meeting must remind the member that he has the right to a proxy vote.

16.9 Robert's Rules of Order (Modern Edition) shall govern at all General Meetings unless otherwise stipulated in these By Laws.

16.10 A voting member, may, by written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member in good standing of the Club and entitled to vote.

16.11 Each voting member present shall have the right to exercise one vote as a member and one additional vote for each proxy held by the member.

16.12 To be entitled to vote at any Annual or special General Meeting of the members of the Club, a person must have been a member in good standing for a period of at least one year, and the membership fees must have been received by the Treasurer before such meeting. All other members may be permitted to attend and speak, but they may not vote.

16.13 At all meetings of members of the Club every question shall be determined by a majority of votes unless specifically provided by statute or by these By Laws.

16.14 A resolution in writing, signed by all members entitled to vote on that resolution at a meeting of members may be used in place of a meeting, and shall be as valid as if it had been passed at a meeting of members.

16.15 Mail Ballots may be used in place of meetings except when the Canada Corporations Act specifies that the matter shall be dealt with at a meeting. Procedure for secret mail ballot shall be the same as shall be used for election of Directors. (Section 18.10)

16.16 No error or omission in giving notice of motion of any Annual or General Meeting or any adjourned meeting whether Annual or General, of the members of the Club shall invalidate such a meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any and all proceedings taken or had thereat. For purpose of sending notice to any member, Director or Officer shall be his/her last address recorded on the books of the Club.

## **17 Committees**

17.1 The Board of Directors may appoint committees whose members shall hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix any remuneration to be paid, if any.

## **18 Election of Directors**

18.1 Elections shall be held every second year. For purpose of reference the next five election years shall be 1997, 1999, 2001, 2003, 2005.

18.2 At least five (5) months prior to the end of the fiscal year, the Board of Directors shall meet to determine the allocation of the six (6) Regional Directors based on the membership distribution and the Canadian Kennel Club requirement for national clubs that a minimum of three (3) of the five (5) regions across Canada must be represented. No more than three (3) Regional Directors may be elected from any one region and Directors must reside in the region that they represent.

The five regions recognized by the Canadian Kennel Club are:

British Columbia,

Prairie Provinces, (Alberta, Saskatchewan, Manitoba)

Ontario,

Quebec,

Atlantic Provinces, (Newfoundland, New Brunswick, Prince Edward Island, Nova Scotia)

18.3 At least four (4) months prior to the end of the fiscal year the Board of Directors shall select a nominating committee consisting of two (2) members in good standing, and entitled to vote. No member of the Board shall serve on the Nominating Committee.

18.4 The Nominating Committee shall select ten (10) members in good standing and entitled to vote, as candidates for the positions of Officers and Regional Directors of the Club.

18.5 Candidates must declare their willingness to stand for election. The proposed slate of candidates shall be received by the Secretary no later than ninety (90) days prior to the end of the fiscal year.

18.6 The members who are entitled to vote shall be sent, by mail, the proposed slate of Officers and Directors no later than seventy five (75) days prior to the end of the fiscal year.

18.7 Additional nominations by members in good standing and entitled to vote, may be received by the Secretary in writing no later than forty five (45) days prior to the end of the fiscal year. Such nominations must be seconded and the nominee must make a written declaration of his/her willingness to stand for office.

18.8 Election shall be by secret ballot. Regional Directors shall be elected by the members resident in their respective regions.

18.9 Thirty (30) days prior to the end of the fiscal year, the Secretary shall mail to all members entitled to vote, a complete list of all the nominees for the positions of Officers of the Club, and Regional Director for their respective region and an election ballot.

18.10 The ballot, when completed, shall remain unsigned and shall be sealed in a provided blank envelope. The name and signature of the voting member shall be written on the provided form. The blank envelope and the form showing the member's signature shall be placed in the provided mailing envelope marked "Ballot", addressed to the Secretary. Following scrutiny of the signature the blank envelope containing the ballot shall be placed separately prior to the counting of the vote.

18.11 The ballots shall be received by the Secretary no later than the end of the fiscal year. The election ballots shall be counted by the Secretary and one other member entitled to vote, selected by the Board of Directors.

18.12 The Board of Directors and all candidates shall be notified by the Secretary of the election results prior to their publication.

## **19 Auditors**

19.1 An auditor or auditors shall be appointed at each Annual Meeting of members to audit the accounts of the corporation, and shall hold office until the next Annual Meeting or until a successor is appointed. When any vacancy occurs in the office of auditor before the end of the term it may be filled by the Directors for the balance of the term. The remuneration of the auditors shall be fixed by the Board of Directors.

## **20 Rules and Regulations**

20.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management of the Club as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the members of the Club when they shall be confirmed, and failing such confirmation at such Annual Meeting of members shall at and from that time cease to have any force and effect.

## **21 Amendments**

21.1 The By-Laws of the Club not embodied in the letters patent may be repealed, or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the members at the meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

## **22 Dissolution**

22.1 Should the members of the Club in good standing and entitled to vote, decide to dissolve the Club, liabilities shall first be met and any remaining assets shall be distributed as determined by the last elected Board of Directors for the purpose of research in Toy Breeds.

## **23 Interpretation**

23.1 In these by-laws and in all other by-laws of the Club herein passed unless consent otherwise requires, words importing the singular number or masculine gender shall include the plural number and the feminine gender, as the case may be, and vice versa.

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