

Bylaws of The British Columbia All Terrier Club

(Consolidated to September 17, 2014)

1. Part 1 — Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- (1) “directors” means the directors of the society for the time being and means the executive committee where the context so requires or permits;
- (2) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
- (3) “member’s registered address” means the member's address as recorded in the register of members; and
- (4) “written notice” may be effected by Canada Post, courier, facsimile or electronic mail.

1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

2. Part 2 — Membership

2.1 The members of the society are those persons who have been admitted to membership or have become members in accordance with these bylaws and who have not ceased to be members.

2.2 **Classes of Membership are:**

- 2.2.1 Single Member - for individuals;
- 2.2.2 Household Members - two members at one address;
- 2.2.3 Junior Members - persons under the age of 16 who sign the membership application together with their parent or guardian;
- 2.2.4 Life Members - for members completing twenty-five (25) consecutive years of membership and in recognition of their contribution to terrier breeds and the society, those members will automatically be given the designation of “Life Members”. Life Members will not be required to pay membership dues.

2.3 Every member must uphold the constitution and comply with these bylaws.

2.4 **Membership Year:** The term of membership will be annual, for the calendar year January 1 - December 31 in each year.

- 2.5 **Dues:** Annual membership dues must be determined at the annual general meeting of the society. Otherwise, the dues will be those which were in place the previous year. Dues are payable on the 1st day of each year. Membership will cease if not paid by February 28 in each year.
- 2.6 **Voting:** All members shall be entitled to one vote, however, a household shall not have more than 3 votes.
- 2.7 **Application for Membership:** Each applicant for membership shall apply by completing and delivering to the society a form as approved by the Board of Directors, which form shall require the applicant's name and residential address and a statement that the applicant agrees to abide by the society's constitution and by-laws and the rules and regulations of the Canadian Kennel Club. Each application must have the written endorsement of two members of the society and must be accompanied by the membership dues payable for the year.
- 2.8 **Approval of Membership:**
- (1) Upon receipt of a completed application form and the dues payable, the names and sponsors of the applicants shall be circulated to the members of the society by post or electronic mail. If no written objections have been received within 21 days of the written notice, the directors may admit the applicants to membership in the society and so advise the Membership Chairperson who shall send written notice of approval to all new members.
 - (2) If an objection is made regarding an application the objection will be noted in the minutes of the executive committee meeting where the application is reviewed. The application will then be presented to the membership at the next general meeting where a vote will be taken and majority shall rule on the approval or rejection of the membership application. The applicant will be given written notice of the result, however, no reasons for the result will be provided to the applicant.

3. **Part 3 — Termination of Membership**

- 3.1 **Resignation:** Membership may be terminated by delivery of written notice to the secretary, membership chair or to the address of the society. Such resignation will not cancel or otherwise affect any indebtedness owed by the member to the society, which shall remain payable. Any funds or property of any kind in the possession of the resigning member shall, concurrently with the written notice, be forwarded or returned, as the case may be, to the society treasurer (as to funds), vice-president (as to property) or to the address of the society.

- 3.2 **Lapse:** Membership will lapse and be terminated in the event that annual membership dues remain unpaid at the end of February in any year.
- 3.3 **Expulsion:** Membership may be terminated by the process set out in Part 10 of these by-laws.
- 3.4 **CKC Discipline:** Membership and its privileges may be terminated or suspended by order of the executive committee in the event that a member is sanctioned by the Canadian Kennel Club's Discipline Committee, where its sanction includes termination, suspension, debarment or deprivation of (Canadian Kennel Club) membership and/or its privileges.

4. **Part 4 — Meetings of Members**

- 4.1 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 4.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 4.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 4.4 Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- 4.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.6 The annual general meeting of the society must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- 4.7 Upon receipt of a written notice signed by not less than five members requiring an extraordinary meeting and stating the special business to be considered at that meeting, the secretary shall notify the executive committee who will fix a date and place for a general meeting within 45 days. The date and time of such meeting shall be sent to the membership by written notice not less than 30 days before such meeting date, along with a statement of the special business to be considered at the meeting.

5. **Part 5 - Proceedings at General Meetings**

- 5.1 Special business is
- (1) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (2) all business conducted at an annual general meeting, except the following:
 - (a) the adoption of rules of order;
 - (b) the consideration of the financial statements;
 - (c) the report of the directors and committees;
 - (d) the report of the auditor, if any;
 - (e) the election of the President, Vice-President, Treasurer, Secretary, Membership Chair and directors of the Society;
 - (f) the appointment of the auditor, if required;
 - (g) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 5.2 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- 5.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.4 A quorum is 7 members present or a greater number that the members may determine at a general meeting.
- 5.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 5.6 Subject to bylaw 5.7, the President of the society, the Vice-President or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 5.7 If at a general meeting:
- (1) there is no President, Vice-President or other director present within 15 minutes after the time appointed for holding the meeting, or

- (2) the President and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

5.8 Other rules related to General Meetings

- (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

5.9 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

5.10 In the case of a tie vote:

- (1) the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and
- (2) the proposed resolution does not pass.

5.11 Other rules related to voting:

- (1) A member in good standing present at a meeting of members is entitled to one vote, except in the case of a household that is entitled to a maximum of 3 votes;
- (2) Voting is by show of hands unless a motion is passed to have voting by ballot; and
- (3) Voting by proxy is not permitted.

6. **Part 6 — Directors and Officers**

6.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- (1) all laws affecting the society,
- (2) these bylaws, and
- (3) Canadian Kennel Club rules and regulations.

- 6.2 A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 6.3 The executive committee of the Society shall be the President, Vice-President, Secretary, Treasurer, Membership Chair and other directors, all of whom shall be residents of British Columbia. The term of office shall be one year. Election of at least one director from each Canadian Kennel Club zone in British Columbia is to be encouraged.
- 6.4 The number of directors shall be at least 5 and not more than 9.
- 6.5 Separate elections must be held for the offices of President, Vice-President, Secretary, Treasurer and Membership Chair either by acclamation or by ballot. If a successor is not elected the person previously elected or appointed continues to hold office.
- 6.6 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- 6.7 **Vacancy:** Should a vacancy occur in the office of President, such vacancy shall be filled by the Vice-President. Should a vacancy occur in the office of Vice-President or other executive committee member, such vacancy may be filled by a member appointed by the executive committee or the position may remain vacant until the next annual general meeting.

7. **Part 7 — Proceedings of Directors**

- 7.1 The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 7.2 Quorum is a majority of the directors then in office.
- 7.3 The affairs of the society shall be managed by directors known as the executive committee and consisting of not more than nine members of the society, who shall be elected at the annual general meetings. The executive committee shall exercise all such powers and do all such acts and things as may be exercised by or done by the society and are not by statute, these by-laws or the rules and regulations of the Canadian Kennel Club expressly directed or required to be done by the society at general meetings of its members or otherwise.
- 7.4 The order of business, unless otherwise directed by majority vote of those present, shall be:

- (a) call to order by the chair;
- (b) reading of the minutes of the previous meeting;
- (c) treasurer's report;
- (d) reading of correspondence;
- (e) committee reports;
- (f) unfinished business;
- (g) new business; and
- (h) adjournment.

7.5 The President shall preside at all meetings of the directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President must preside, but if neither is present the directors present may choose one of their number to preside at that meeting.

7.6 A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

7.7 A meeting of directors or of a committee of directors may be held by

- (1) telephone, or
- (2) other communication device that permits each participant in the meeting to communicate with every other participant,

and a director who participates in the meeting by those means must be counted as present at the meeting.

7.8 A resolution of the directors, or of any committee of them, may be passed without a meeting provided that all the directors, or the members of the committee, as the case may be, consent to the resolution in writing and the consent is filed with the minutes of proceedings of the directors or the committee.

7.9 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

7.10 Questions and motions arising at a meeting of the directors must be decided by a majority of votes. Each director present is entitled to one vote. In the case of a tie the chair does not have a second vote and the motion is defeated.

- 7.11 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 7.12 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- 7.13 The executive committee may engage the services of a show and/or trial professional secretarial service and/or superintendent.

8. **Part 8 — Committees**

- 8.1 The directors may delegate any, but not all, of their powers to committees as they think fit.
- 8.2 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 8.3 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the members of the committee that are present must choose one of their number to be the chair of the meeting.
- 8.4 The members of a committee may meet and adjourn as they think proper.
- 8.5 Acts or recommendations of committees shall always be subject to the final authority of the executive committee.
- 8.6 Any committee appointment may be terminated by a majority vote of the executive committee. Upon such termination written notice shall be sent to the appointee(s). A substitute committee member (or members) may be appointed at the same time by the executive committee.
- 8.7 **Standing Committees:** The executive committee may appoint standing committees to advance the work of the society in such matters as Conformation Shows, Obedience Trials, Performance Events, Fund-raising and other matters that may be well served by a committee. *Ad hoc* committees may also be appointed by the President from time to time, to assist with specific projects. The chair of each committee shall make a report at each meeting of the executive committee.
- 8.8 **Committee Funds:** Committees receiving or holding funds belonging to the society shall, at the next executive meeting of the society following completion

of their work or termination as set out below, deliver the funds to the treasurer together with a written accounting.

9. **Part 9 — Duties of Officers**

9.1 The President presides at all meetings of the society and of the directors.

9.2 The President is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

9.3 The Vice-President must carry out the duties of the President during the President's absence.

9.4 The secretary must do the following:

- (1) conduct the correspondence of the society;
- (2) issue notices of meetings of the society and directors;
- (3) keep minutes of all meetings of the society and directors;
- (4) have custody of all records and documents of the society except those required to be kept by the treasurer; and
- (5) have custody of the common seal of the society (if any).

9.5 The treasurer must do the following:

- (1) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (2) render financial statements to the directors, members and others when required.

9.6 The membership chair must maintain a register of members and provide a copy to the secretary and to the members at least once per calendar year.

9.7 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

10. **Part 10 — Discipline & Ethics**

10.1 All members shall cooperate with the directors and other members of the society in the best interests of the society. Every member shall exhibit good sportsmanship and shall refrain from malicious gossip and from furthering rumors. Any member who has failed to observe the society's constitution or by-laws, the *Code of Ethics for Canadian Kennel Club Members* or the *Code of Practice for Canadian Kennel Club Member Breeders* or has otherwise jeopardized the good name of the society or the integrity of any of its members, by word or deed, stands at risk of discipline or expulsion from the society.

10.2 **Complaints:** Upon receipt of a written complaint to the President, the executive committee shall appoint a discipline committee of three society members to inquire into and receive evidence of the complaint. If the discipline committee considers there to be sufficient evidence, a hearing date may be set. Notice of the complaint and hearing date, along with any written evidence received by the discipline committee, must then be sent by registered mail to the member against whom the complaint is made, at least 30 days prior to the hearing and a copy of the hearing date shall be sent by written notice to the complainant. The complainant and member complained against may present evidence and make submissions at the hearing. Forthwith following completion of the hearing the discipline committee shall report its decision, as to whether any sanction should be imposed or administrative costs assessed, to the executive committee. The executive committee will at its next meeting consider the discipline committee's report and determine, by majority vote, what action should be taken or sanction imposed (if any), which may include suspension or termination of membership. The executive may also assess administrative costs against either party to the complaint, which shall become a debt owing to the society.

11. **Part 11 — Seal**

11.1 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

11.2 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary.

12. **Part 12 — Borrowing**

12.1 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

12.2 A debenture must not be issued without the authorization of a special resolution.

12.3 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

13. **Part 13 — Auditor**

13.1 This Part applies only if the society is required or has resolved to have an auditor.

- 13.2 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 13.3 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 13.4 An auditor may be removed by ordinary resolution.
- 13.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 13.6 A director or employee of the society must not be its auditor.
- 13.7 The auditor may attend general meetings.

14. **Part 14 — Notices to Members**

- 14.1 A notice may be given to a member, either personally, by mail to the member at the member's registered address or by other written notice.
- 14.2 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 14.3 Written notice of a general meeting must be given to:
- (1) every member shown on the register of members on the day notice is given, and
 - (2) the auditor, if Part 13 applies.
- 14.4 No other person is entitled to receive a notice of a general meeting.

15. **Part 15 — Bylaws**

- 15.1 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 15.2 These bylaws may only be altered by special resolution.