

**CHOW CHOWS OF WESTERN CANADA LTD.**  
(the "Corporation")

Certified to be By-Law #1 of the Corporation,  
relating generally to the conduct of the affairs of the Board of the Corporation  
passed by resolution on the 8<sup>th</sup> day of November, 2020

**BE IT ENACTED** as a by-law of the Corporation as follows:

**1. Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the *Act*, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the Executive Officers and Directors of the Corporation;

"**By-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**CKC**" means the Canadian Kennel Club, or such other body as incorporated and authorized by the Government of Canada for the purposes of registration of pure bred dogs and/or the preservation and promotion of purebred dogs;

"**Director**" means a duly elected member who serves on the Board;

"**Executive Officers**" means those duly elected Directors who serve on the Board as President, Vice-President, Treasurer, Secretary or Secretary/Treasurer.

"**Meeting of members**" includes an annual general meeting of members or a special meeting of members;

"**Ordinary resolution**" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;

**"Regulations"** means the regulations made under the *Act*, as amended, restated or in effect from time to time; and

**"Special meeting of members"** means a special meeting of all members entitled to vote at an annual general meeting of members;

**"Special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes cast on that resolution.

## **2. Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" means an individual; not a body corporate, partnership, trust or unincorporated organization. Other than as specified above, words and expressions defined in the *Act* have the same meanings when used in these by-laws.

## **3. Area of Operation**

The Corporation's area of operation shall be the four Western Provinces of Canada; namely, Alberta, British Columbia, Saskatchewan and Manitoba.

## **4. Not for Profit**

The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in furtherance of its purposes. Any surplus generated by the Corporation shall not be used for the benefit of any member.

## **5. Objects**

The objectives and aims of the Corporation shall be to:

1. Protect the Chow Chow dog breed's distinctive traits, as described in the official Canadian Kennel Club Chow Chow breed standard;
2. Promote the health, function and longevity of Chow Chows by supporting health testing, breed specific DNA testing, breed specific temperment testing, Chow welfare and incentive programs for Chow Chow breeders.
3. Raise awareness about the Chow Chow by educating breeders, exhibitors, judges and members of the public.
4. Promote the involvement of youth with activities involving the Chow Chow.
5. Host Canadian Kennel club official events, such as but not limited to, conformation dog shows, rally, and other tests and activities.

6. Host non-official events such as but not limited to, conformation dog shows with or without critiques, picnics, grooming seminars, health clinics and social activities.
7. Encourage good sportsmanship amongst Chow Chow owners and competitors.
8. Adhere to the rules, regulations, requirements, policies and procedures of the Canadian Kennel Club.

The Club may from time to time revise, such by-laws as may be required to carry out these objectives.

## **6. Execution of Documents - Signing Authority**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the President and the Treasurer (or Secretary/Treasurer) or any two (2) of its Executive Officers. In addition, the Board may from time to time direct the manner in which, and the person or persons, by whom a particular document or type of document shall be executed. Any signing Executive Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **7. Corporate Seal and Logo**

The Corporation may have a corporate seal in the form approved from time to time by the Board. If the Board approves a corporate seal, the Secretary (or Secretary/Treasurer) of the Corporation shall be the custodian of the corporate seal.

The corporation's name, seal or logo shall not be used by any member, person, incorporated entity, unincorporated entity, partnership, association, organization or trust without the express written permission of the Board.

## **8. Fiscal Year**

The financial year-end of the Corporation shall be December 31st in each year.

## **9. Banking Arrangements**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business, or any part of it, shall be transacted by two (2) Executive Officers of the Corporation jointly and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

## **10. Borrowing Powers**

The Corporation will not borrow money or issue debt obligations, guarantees or other security interests.

## **11. Annual Financial Statements**

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the *Act* or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **12. Membership Types, Eligibility & Conditions of Membership**

Subject to the articles, there shall be two types or classes of members in the Corporation, namely, Class A Voting Member and Class B Non-Voting member. The following conditions of membership eligibility shall apply.

### **Class A Voting Member**

Class A voting membership shall be available to a person (not a corporation or other organization) who:

- a) loves the Chow Chow Breed. Current ownership of a Chow Chow is not required.
- b) is of the age of majority in the jurisdiction in which the person resides; and
- c) submits a fully completed and signed application in the form and with the prescribed fee as determined by the Board

The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

### **Class A Voting Member Privileges**

As set out in these articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

### **Class B Non-Voting Junior Member**

Class B non-voting membership shall be available to a person (not a corporation or other organization) who:

- a) has not attained the age of majority in the jurisdiction in which the person resides; and
- b) submits a fully completed and signed application in the form and with the prescribed fee as determined by the Board

The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Subject to the *Act* and these articles, a Class B non-voting member shall not be entitled to receive notice of, attend meetings, or vote at meetings of the members of the Corporation. Class B Non-Voting members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment, to effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or create a new class or group of members having rights equal to, or superior to, non-voting member rights.

Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendments to this section.

### **13. Membership Application & Approval**

Membership applications shall be signed and submitted to the Board, in the form prescribed from time to time, by the Board. Members may be admitted in such manner as may be prescribed by the Board by resolution.

An applicant whose membership application has been rejected or denied will be provided with a reason for such rejection or denial, in writing, within thirty (30) days of the decision.

### **14. Membership Transferability**

A membership may not be transferred to another person and may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

### **15. Membership Year**

The membership year shall be the same as the Corporation's fiscal year: from January 1<sup>st</sup> to and including December 31<sup>st</sup>.

### **16. Membership Dues**

Members shall be notified in writing of the date when membership dues payable by the member must be received by the Corporation (“the renewal date”). If dues are not paid in full, within one (1) calendar month of the renewal date, the members in default shall automatically cease to be members of the Corporation.

The Board may permanently exempt from payment of the annual membership dues, any Class A Voting member who is:

- a) in good standing with the Corporation for at least fifteen (15) consecutive years or as determined by the Board; and
- b) in the Board’s sole discretion, a person who has demonstrated honorable conduct, exceptional leadership or exemplary performance in serving the Corporation to achieve its objects and aims. Such a member shall be deemed to have “Honorary” status, and shall continue to enjoy all the rights and privileges of a Class A Voting Member. An Honorary member is exempt from paying annual membership dues.

## **17. Termination of Membership**

A membership in the Corporation is terminated when:

- a) the member dies;
- b) the member fails to maintain the eligibility conditions and qualifications for membership described in Section 12 of these by-laws;
- c) the member resigns by delivering a written resignation to the President of the Corporation. The resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 29 of these by-laws; or
- e) the member is otherwise terminated in accordance with the articles or by-laws;
- f) the member’s term of membership expires; or
- g) Corporation is liquidated and dissolved under the *Act*.

## **18. Effect of Termination of Membership on Member Rights**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## **19. Frequency and Place of Member Meetings**

Subject to compliance with section 159 (Place of Members' Meetings) of the *Act*, meetings of the members may be held at any place within Western Canada determined by the Board.

## **20. Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting, by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, twenty-one (21) to thirty (30) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of the members.

## **28. Absentee Voting By Mail Ballot**

Pursuant to section 171(1) (Absentee Voting) of the *Act*, a member entitled to vote at a meeting of members may vote by mailed-in ballot, or by means of a telephonic, electronic or other communication facility, in accordance with the Regulations, if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the *Act*, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members who are not in attendance at a meeting of members.

## **21. Members Calling a Special General Members Meeting**

The Board shall call a special meeting of the general members entitled to vote in accordance with Section 167 of the *Act*, upon receipt of a written requisition of members carrying not less than five percent (5%) of the voting rights. The written requisition shall state the purpose of the special meeting and identify the voting members who request the meeting. If the Directors do not call a special meeting within twenty-one (21) days of receiving the requisition, any voting member who signed the requisition may call the meeting.

## **22. Persons Entitled to be Present at Meetings of Members**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only upon the invitation of the chair of the meeting or by resolution of the members.

### **23. Chair of the Meeting**

If the President and Vice-President are absent, unable or unwilling to chair the meeting, the members who are present and entitled to vote at the meeting shall choose one (1) of their number to chair the meeting.

### **24. Quorum at Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall be a minimum of thirty (30%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **25. Votes to Govern at Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the *Act*, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands, or on a ballot, or on the results of electronic voting, the chair of the meeting, in addition to an original vote, shall have a second (2<sup>nd</sup>) or casting vote.

### **26. Participation by Electronic Means at Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, or at a meeting of the Board, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the *Act*. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the *Act*, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

### **27. Meeting Held Entirely By Electronic Means**



If the Directors or members of the Corporation call a meeting of the members pursuant to the *Act*, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the *Act* and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **28. Member Discipline – Causes of Suspension, Expulsion or Termination**

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers reasonable, having regard to the objects and purpose of the Corporation.

## **29. Filing of Complaints**

Any member may make a signed, written complaint against another member. The complaint must be sworn before a Commissioner for Oaths or a Notary Public. The complaint shall be no more than ten (10) pages in length, double spaced, single sided, and typewritten, including exhibits. Video exhibits, whether single or multiple, shall total no more than thirty (30) minutes in duration.

The complaint shall be accompanied by the fee prescribed from time to time, by the Board.

The complaint shall be delivered to the President, or such other officer as may be designated by the Board, within ten (10) days of the alleged incident. If the complaint is made against the President, the complaint shall be delivered to the Vice-President, or such other officer as may be designated by the Board.

## **30. Complaint Resolution Procedure**

Upon receipt of the complaint, the President, or such other officer as may be designated by the Board, shall forthwith forward a copy of the complaint to the Respondent member for a written response. If the Respondent submits a Reply, it shall be submitted to the President, or such other officer as may be designated by the Board, within twenty-one (21) days from the member's receipt of the written

complaint. The Reply must be no more than 10 pages in length, double spaced, single sided, and typewritten.

Upon the earlier of twenty-one (21) days or receipt of the Reply, the President, or such other officer as may be designated by the Board, shall forthwith distribute the complaint and the Reply (or lack thereof) to a neutral dispute resolution officer, who is also a non-member, who shall be selected, appointed and paid such fee as approved by the Board.

The dispute resolution officer shall have full and final authority to mediate, or, if voluntary resolution is not achieved between the parties, assess the merits of the complaint and make such conclusions, decision and recommendations as the dispute resolution officer thinks fit and just.

The dispute resolution officer shall provide a decision, with written reasons of no more than ten (10) pages in length, double spaced, single sided and typewritten, to the President, or such other officer as may be designated by the Board, and to the parties, within ninety (90) days of receipt of the Complaint and the Reply.

There shall be no oral evidence or hearings conducted by the dispute resolution officer.

### **Appeal Process**

Within thirty (30) days of a decision being rendered by a dispute resolution officer, any person subject to the dispute resolution officer's decision arising out of a written complaint filed through the Club's internal disciplinary process, may file an appeal.

The Appeal shall be filed in writing, no more than ten pages in length, double spaced, single sided and typewritten. The Appeal shall be accompanied by a \$500 administrative fee and received by the Secretary of the Corporation within thirty (30) days of the date of the dispute resolution officer's decision.

Within thirty (30) days of receipt of the Appellant's written Appeal, the Secretary shall notify the Respondent of the appeal, provide the Respondent with a copy of the written Appeal, and inform the Respondent of the Respondent's right to file a written Reply to the Appeal. The written Reply to the Appeal must be received by the Secretary within thirty (30) days of the Respondent being notified of the appeal.

Within thirty (30) days of receipt of the Respondent's written Reply to the appeal, the Appeal and the Reply to the Appeal, shall be delivered by the Secretary to a neutral and independent professional (the Appeal Chairperson) trained in the conduct of administrative appeal hearings, and who shall be selected, appointed and retained by the Board of Directors.

The Appellant and the Respondent shall be provided with a minimum of thirty (30) days notice of the date and time for the hearing of the appeal.

The Appellant, the Respondent, and their legal counsel (if any) shall have the right to attend the appeal hearing and make oral submissions. The procedure for hearing of the appeal shall be: Call to Order, Opening Remarks by the Appeal Chairperson, Appellant Oral Submissions, Questions from the Appeal Chairperson, Respondent Oral Submissions, Questions from the Appeal Chairperson, Closing remarks from the Appellant, and Closing remarks from the Respondent.

The appeal shall not be a trial *de novo*. The appeal shall be limited to errors of law, errors of fact, or mixed errors of law and fact, arising from the record of the Decision.

Within thirty (30) days of the appeal having been heard, the Appeal Chairperson shall deliver a written appeal decision to the Secretary, who shall inform the Appellant and the Respondent of the outcome of the appeal within thirty (30) days of receipt of the written appeal decision.

### **31. Procedure for Member Suspension, Expulsion or Termination**

If the Dispute Resolution Officer recommends suspension, expulsion, or termination, the Board shall vote upon the dispute resolution officer's recommendation within thirty (30) days of receipt of the recommendation. If the Board votes to suspend or expel a member, the decision shall be communicated forthwith in writing to the parties to the complaint, by the President. The Board's decision shall be final and binding on the parties, without any further right of appeal.

### **32. Nominations for Election At Annual General Meetings**

The nominating process shall consist of:

- a) Not less than three (3) months before the Annual General Meeting, the Secretary (or the Secretary/Treasurer), shall send a notice to all Class A Voting members requesting nominations for the two executive officer positions and two (2) Director positions, to be elected in that year (be it an even year or an odd year), for a total of four (4) positions to be elected.
- b) Nominations shall be made in writing and received by the Secretary (or the Secretary/Treasurer) by mail, fax or other electronic means, within one month after the request for nominations is issued.
- c) A member may self-nominate or be nominated by another member in good standing.

- d) Upon the close of nominations, the Secretary will inquire with the nominees if they are willing to stand for election; and upon confirmation of their willingness to be elected, prepare a list of nominees for voting.
- e) At the Annual General Meeting, a voting member may appoint nominee(s) from the floor.

Conduct of elections:

- a) If there is no contest for positions, the President shall declare the list of nominees to be acclaimed at the Annual General Meeting.
- b) If there is a contest for a position(s), voting by secret ballot, or by fax and/or such other electronic method, shall occur at the Annual General Meeting.
- c) The nominee receiving the greatest number of votes shall be announced and declared elected at the Annual General Meeting, or by such other means as the Board directs. In the case of a tie vote, the President shall cast a deciding vote.

### **33. Number of Directors & Executive Officers**

The Board shall consist of no less than 4, and no more than 9, members elected to the executive officer positions of President, Vice-President, Secretary, Treasurer, or combined Secretary/Treasurer, plus the past President and one (1) Director elected from each Province, being Alberta, British Columbia, Manitoba and Saskatchewan. A Director may also hold an executive officer position, if elected to the executive officer position.

### **34. Director Eligibility Criteria**

No person shall be eligible to be nominated, elected or appointed as a Director of the Corporation unless such person is a:

- a) Class A voting member in good standing with the Corporation;
- b) A resident of Canada;
- c) A resident of the Province the Director represents;
- d) Elected by the members of the Province the Director represents; and
- e) A member in good standing with the Canadian Kennel Club.

### **35. Director's Role**

The Director's role shall be to encourage people to become members, to welcome input from members, to host and organize social functions or other activities for members who reside in the Province that the Director represents. The Director shall participate in Board meetings; and convey input from members to the Board. The Director shall keep the interests and objects of the Corporation paramount at

all times, regardless if the interests of the members in the Province represented by the Director differ from those of the Corporation.

### **36. Executive Officer Duties & Responsibilities**

The Board may specify the Executive Officers' duties and, subject to the *Act*, delegate to such Executive Officers the power to manage the affairs of the Corporation.

Unless otherwise specified by the Board (which may, subject to the *Act* modify, restrict or supplement such duties and powers), the Executive Officers of the Corporation, shall have the following duties and powers associated with their positions:

**President** – The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall, when present, preside at all meetings of the Board and of the members. The President shall have such other duties and powers as the Board may specify.

**Vice-President** – When present, the Vice-President shall, if the President is absent or is unable or refuses to act, preside at all meetings of the Board and of the members. The Vice-President shall have such other duties and powers as the Board may specify.

**Secretary** – The Secretary shall attend and be the Secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The Secretary shall be the custodian of the Corporate Minute Book, general correspondence, archival records, documents and other instruments belonging to the Corporation.

**Treasurer** – The Treasurer shall keep the financial records of the Corporation and be responsible for receiving, disbursing, and accounting for the Corporation's funds and shall have such other duties as the Board may specify. The Treasurer shall provide the members with no less than one Statement of Assets and Liabilities and Statement of Revenues and Expenses, per quarter, and shall keep all financial records of the corporation. The Treasurer shall receive and keep all membership applications. The Treasurer shall compile, within 30 days of the membership renewal date for payment, a list of members in good standing. The Treasurer shall distribute the list of members in a timely manner, and no

less than once every six months. The Treasurer plus one other Executive Officer may be bonded in such amount as the determined by the Board.

**Past President** – shall act as an advisor to the President and shall have such other powers and duties as the Board may specify.

The powers and duties of all Executive Officers of the Corporation shall be such as the terms of their engagement call for, or the Board or President require of them. The Board may from time to time and subject to the *Act*, vary, add to or limit the powers and duties of any Executive Officer. The positions of Secretary and Treasurer may be combined into one position.

### **37. Term of Office for Executive Officers & Directors**

Subject to the articles, the members will elect the Directors at the first meeting of members and at each succeeding annual meeting at which an election of Directors is required. Directors shall be elected to hold office for a two (2) year term.

The positions of President, Treasurer, Secretary, or if a combined position of Secretary/Treasurer, and Alberta Director shall be elected in even numbered years. The positions of Vice-President, Director for British Columbia, Director for Saskatchewan and Director for Manitoba shall be elected in odd numbered years.

### **38. Director Suspension**

The Corporation shall suspend from its Board, any person deprived, suspended, debarred, expelled or whose membership has been terminated by the CKC. The suspension date shall be the same date as the CKC deprivation, suspension, debarment, expulsion or membership termination.

### **39. Vacancy in Executive Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Executive Officer or Director of the Corporation. Unless so removed, an Executive Officer or Director shall hold office until the earlier of the Executive Officer or Director's:

- a) successor being appointed,
- b) resignation,
- c) ceasing to be an Executive Officer or Director;
- d) death.

If the office of any Executive Officer or Director of the Corporation shall be vacant, or become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

#### **40. Calling of Meetings of Board**

Meetings of the Board may be called by the President, the Vice-President, or any two (2) Executive Officers or Directors at any time; provided that for the first organizational meeting following incorporation, such meeting may be called by any Officer or Director or incorporator.

#### **41. Notice of Regular Meetings of the Board**

Notice of the time and place for the holding of a meeting of the Board shall be given to each Executive Officer or Director not less than seven (7) days before the time when the meeting is to be held. Notice shall be given by one of the following methods:

- a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of Directors) or Section 134 (Notice of Change of Directors);
- b) mailed by prepaid ordinary mail to the Executive Officer's or Director's address;
- c) by telephonic, electronic or other communication facility at the Executive Officer's or Director's recorded address for that purpose; or by an electronic document in accordance with Part 17 of the *Act*.

Notice of a Board meeting shall not be necessary if all board members are present, and if no board member objects to the holding of a meeting, or if those absent have waived notice or, or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned board meeting is not required if the time and place of the adjourned board meeting is announced at the original meeting.

Unless the by-law otherwise provides, no notice of a board meeting need specify the purpose of the business to be transacted at the meeting except that a notice of meeting of the board shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the *Act* that is to be dealt with at the meeting.

The Board may appoint a day, or days, in any month, or months, for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Board member forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the *Act* requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **42. Notice of Special Meetings of the Board of Directors**

Notice of the time and place for the holding of a special meeting of the Board shall be given to every board member of the Corporation not less than fourteen (14) days before the time when the special meeting is to be held. Notice of a special meeting of the Board shall not be necessary if all of the Board members are present, and no one objects to the holding of the special meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of a special meeting.

Notice of an adjourned special meeting is not required if the time and place of the adjourned special meeting is announced at the original special meeting. Unless the by-law otherwise provides, no notice of a special meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of the Board shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the *Act* that is to be dealt with at the special meeting.

#### **43. Persons Entitled to be Present at Board Meetings**

A meeting of the Board may be only attended by the Executive Officers and Directors, invited guest members and such other persons who may be admitted or called upon by the President, or the President's representative chair of the meeting, to address the meeting.

#### **44. Quorum & Votes to Govern at Board Meetings**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting, in addition to an original vote, shall have a second or casting vote.

A quorum shall be constituted by the number of directors equaling fifty (50) percent plus one (1) of the total number of Board members. Despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

#### **45. Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the *Act*, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.

#### **46. Termination of Committees**

Any committee member may be removed from a Committee, by resolution of the Board.



#### **47. Method of Giving Any Notice**

Any notice (which term includes any communication or document), to be given (which term includes sent, delivered or served) pursuant to the *Act*, the articles, the by-laws or otherwise to a member, Director, Executive Officer or member of a committee of the Board or to the public accountant shall be sufficiently given if:

- a. delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of Directors) or Section 134 (Notice of change of Directors);
- b. mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. provided in the form of an electronic document in accordance with Part 17 of the *Act*.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The Treasurer may change, or cause to be changed, the recorded address of any member, Director, Executive Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Treasurer to be reliable.

The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Executive Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed

#### **48. Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

#### **49. Omissions and Errors**

The accidental omission to give any notice to any member, Director, Executive Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **50. By-laws: Amendment Process and Effective Date**

Subject to the articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of voting members where it must be presented for a vote and either confirmed, rejected or amended by the voting members by ordinary resolution.

If the by-law, amendment or repeal is confirmed or confirmed as amended by the voting members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the voting members at the next meeting of voting members or if it is rejected by the voting members at the meeting.

This section does not apply to a by-law that requires a special resolution of the voting members according to subsection 197(1) (fundamental change) of the *Act* because such by-law amendments or repeals are only effective when confirmed by voting members.

#### **51. Dissolution Procedure**

The Corporation may be dissolved at any time by written consent of at least two-thirds (2/3rds) of the Class A voting members in good standing and only after:

- a) returning all property to any person or legal entity, if the property was originally given to the Corporation on the condition that it be returned when the corporation is to be dissolved; and
- b) payment of all and any debts or other liabilities owed by the Corporation.

#### **52. Disposal of Assets**

All remaining assets of the Corporation shall be liquidated and/or donated to a federally incorporated not for profit organization whose purpose is to benefit purebred dogs. The recipient organization shall be selected by a majority vote of the Board; failing which the President shall select the recipient organization.

**53. Rules of Order**

The principles of parliamentary authority and Roberts Rules of Order shall govern the conduct of all meetings.

**54. Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

Dated as of the 8<sup>th</sup> day of November, 2020.