

THE AUSTRALIAN CATTLE DOG CLUB OF CANADA CONSTITUTION & BY-LAWS

1. The name of the Club shall be The Australian Cattle Dog Club of Canada. Herein after termed the "Club".

1.1 The Club shall operate in all of Canada.

2. OBJECTS:

2.1 The objects of the Club shall be:

- a) To encourage and promote quality in the breeding of pure-bred Australian Cattle Dogs and to do all possible to bring their natural qualities to perfection;
- b) To encourage the organization of independent local Australian Cattle Dog Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The Canadian Kennel Club;
- c) To urge members of the Club and Australian Cattle Dog breeders to accept the standard of the breed as approved by The Canadian Kennel Club as the premier standard of excellence;
- d) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition at conformation shows, herding trials and obedience trials;
- e) To conduct sanctioned and approved events under the rules of The Canadian Kennel Club and to abide by the principles of The Canadian Kennel Club Code of Ethics;
- f) To operate on a nonprofit basis. Any resulting surplus shall not be used to the benefit of any member of the Club;
- g) To urge the members of the Club to adopt and from time to time to revise such By-Laws as may be required to carry out these objects;
- h) To obtain and retain recognition for the Club with The Canadian Kennel Club.

BY-LAWS

3. MEMBERSHIP

3.1 Membership Year

Shall be from November 1 to October 31 each year.

3.2 Eligibility

Membership is open to persons who are in good standing with the CKC and who subscribe to the purpose of the Club.

3.3 Types of Membership

There shall be 4 types of memberships, they are as follows:

- a) Family Membership: This membership is open to two adults living in the same household. This membership pays dues, has two votes (one for each adult), receives one newsletter, can hold office and has all normal duties and obligations as two members. Only one member of a family residing at the same address may hold a position of Club Officer at any time, as per Section 5.4 of this article.

b) Single Membership: Is open to all persons 18 years of age or older. This membership pays dues, has a vote, receives a newsletter, can hold office and has all the normal duties, obligations and responsibilities of a member of the Club.

c) Junior Membership: Is open to all persons under the age of 18. This membership pays dues, receives a newsletter, but may not make motions, vote or hold office.

d) Honorary Membership: Is open to those persons who have displayed significant service benefiting the Club's objectives. A 2/3 vote approval of the Board of Directors, and written acceptance of the applicant is required. This type of membership pays no dues, is ineligible to vote, has no obligations but otherwise has all rights and privileges of membership.

3.4 Dues

Membership dues shall be payable by November 1st of each year. Membership dues may be reviewed and revised, as necessary at the Annual General Meeting.

3.5 Application for Membership

a) Each applicant for membership shall apply on a form as approved by the Board of Directors and the applicant shall agree to abide by this Constitution and By-Laws and the rules of The Canadian Kennel Club and, as per the Privacy Act, allow for the publication of personal information in the newsletter and Club Membership List. The application shall state the name and address of the applicant and it shall carry the endorsement of two current Club members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

b) Membership renewals and dues are due within 60 days of November 1, annually. Renewals do not require signatures or endorsements.

3.6 Approval of Membership

Applicants names and addresses will be published in the newsletter for approval by the general membership. Affirmative votes of 2/3 of the general membership shall be required to elect an applicant. Affirmation will be considered given unless contrary votes of 1/3 or more of the general membership are received by the Secretary within 1 month of publication of the applicant's name in the newsletter. Each newly approved member shall receive, from the Secretary, a Membership List, a Breeder's code of Ethics, the Australian Cattle Dog official Breed Standard, a copy of the Constitution and By-Laws, new member's membership number, the URL web page address of the Club's official web site and any other information which may be added.

3.7 Rejection of Membership

Any applicant which has been rejected must be provided with a reason in writing for such rejection sent by the Secretary within 30 days of decision.

3.8 Termination of Membership

Memberships may be terminated as follows:

- a) Resignation. Any member in good standing may resign from the Club upon providing written notice to the Secretary.
- b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after November 1 of the fiscal year. However the Board of Directors may grant an additional 60 days grace in meritorious cases.
- c) Expulsion. A membership may be terminated by expulsion as provided in section 10.4 of this article.

3.9 Voting Privileges

An individual must be a Single or Family member for 12 consecutive months prior to being granted voting privileges. Unpaid membership dues shall constitute denial of voting privileges.

4. MEETINGS

4.1 Annual General Meeting

The Annual General Meeting of the Club shall be held in conjunction with the National Specialty of each year, as the Board shall by resolution determine. Written notice of the Annual General Meeting shall be made in the premium list for the National Specialty or in the Club newsletter and mailed out to each member. The quorum for the Annual General Meeting shall be 10% of the total current voting membership, of which 20% or more must not be part of the current Board of Directors, and all of whom must be members in good standing with the Club.

4.2 Special General Meetings

A Special General Meeting may be held at any time providing:

- a) A request is received by the Secretary from a member in good standing. The request must be accompanied by signatures of at least 2/3 of the voting members in good standing. Signatures may be in the form of electronic mail.
- b) A date, place and time is set by the Board of Directors. This meeting may be held in person or by electronic means.
- c) Notification must be sent out at least 30 days and not more than 45 days prior to the meeting. The notice shall state the purpose of the meeting and no other business may be transacted. The quorum for such a meeting shall be 10% of the total current voting membership, of which 20% or more must not be part of the current Board of Directors, and all of whom must be members in good standing with the Club.

4.3 Board Meetings

The first meeting of the Board of Directors may be held immediately following the election of the new Board of Directors at the Annual General Meeting. In the event that there are new Board members not taking office until the end of the fiscal year, any business and/or votes by this new Board will not take place until the beginning of the next fiscal year.

The Board of Directors shall conduct its business in person, by mail, by electronic mail or by conference call at least 3 times a year. For meetings held by mail, Board members must respond within 30 days of the mailing for their comments and or votes to be recognized. Unless otherwise noted, Board members must respond within 5 days of a meeting held by electronic means for their comments and or votes to be recognized. Conference call meetings and in person meetings shall require a minimum 30 day and maximum 45 day notice. Board meetings shall be conducted by the President and recorded by the Secretary. The quorum for a Board Meeting shall be a majority of the Board of Directors.

4.4 Guests

Guests are welcome at all in person meetings, unless otherwise specified. Guests of members may, at the discretion of the Chair, address the meeting and let their views be known but they may not vote.

5. BOARD OF DIRECTORS

5.1 The Board of Directors shall be comprised of the following elected representatives: Four (4) Officers (President, Vice-President, Secretary, Treasurer) and 4 Directors, all of whom are residents of Canada representing a minimum of four (4) of the six (6) regions across Canada, these regions being the Atlantic Provinces, Quebec, Ontario, the Prairie Provinces, British Columbia, the Territories. All of whom must be members in good standing with the Canadian Kennel Club. No more than three (3) Directors may be elected from any one region. Directors must reside in the region they represent. General management of the Club's affairs shall be entrusted to the Board of Directors.

5.2 Officers and Directors

a) The President shall be the Chief Executive Officer of the Club. The president will preside at all meetings of the Club and of the Board of Directors, at which he/she is in attendance, and will see that all orders and resolutions of the Board and Membership are carried into effect. The President will vote only in the case of a tie vote of the Board or Membership.

b) The Vice-President shall assume the duties and exercise the responsibilities of the President upon the direction of the President or in such case as the President is unable to carry out the duties and responsibilities as President.

c) The Secretary shall keep a record of all Board and General meetings of the Club and of all votes taken in order of business in books to be kept for that purpose. If the Secretary is unable to attend a meeting, a recording person will be appointed to record all votes and minutes of all proceedings and return, to the Secretary, a detailed account of the meeting for entry in the Club's books. The Secretary shall receive and send correspondence on behalf of the Club to notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office; keep a roll of current members of the Club complete with addresses and telephone numbers. During the month of September the Secretary shall notify each member that dues for the ensuing year are payable; and carry out such other duties as are prescribed in these By-Laws.

d) The Treasurer shall keep a full and accurate account of all assets, liabilities, receipts and disbursements of the Club. A Club account, as approved by the Board and in the name of the Club, will be used for this purpose. Any funds being removed from the Club account will require the signature of the Treasurer and one of two (2) other Club officers appointed at the Annual General Meeting. Annually the Club books, including monthly bank statements and ledger sheets, will be audited by a Board appointed Audit Committee at all Annual General Meetings of the Club. If the Treasurer can not attend the Annual General Meeting in person then copies of the Club books, including monthly bank statements and ledger sheets, will be forwarded to the Secretary at least 2 weeks prior to the Annual General Meeting. The financial records of the Club shall be the property of the Club and shall be open for inspection by the Board at any time.

5.3 Vacancies

Should a vacancy occur in the office of President, the vacancy shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by a majority vote of the Board from a member of the Board of Directors. Should another vacancy other than President or Vice-President occur on the Board, the Board may appoint a voting member of the Club in good standing to fill the vacancy.

5.4 Terms of Office

The elected Officers and Directors shall take office on November 1st of the year following the election. Each of the former Board members shall turn over to his successor in office, all

properties and records relating to that office by November 1st of the new term. Only one member of a family residing at the same address may hold a position of Club Officer at any time.

6. CLUB YEAR

The Club's fiscal year shall begin on the 1st day of November and end on the 31st day of October.

7. VOTING

To maintain the Club mandate of Canada-wide representation, elections of Board Members, amendments to the Constitution and By-Laws and amendments to the Breed Standard shall be decided by mail in ballot using dual envelope procedures. Each ballot shall remain sealed in its verifiable envelope until the time of counting at the Annual General Meeting or Special General Meeting. Each voting member, as per section 3.9 of this article, is entitled to one ballot. Notice with each ballot shall specify a date, not less than 30 days after mailing, by which date the ballots must be returned. Proxies are not permitted. Ballots shall be counted by two (2) Inspectors of Election who are members in good standing and are not candidates on the ballot and who shall be chosen by the members present at the Annual General Meeting or Special General Meeting.

a) Proposed amendments to the Constitution and By-Laws or the Breed Standard shall be decided by a 2/3 majority vote of ballots cast, and counted at the Annual General Meeting or Special General Meeting.

b) Elections of Board Members shall be decided by a majority vote of ballots cast, and counted at the Annual General Meeting.

c) All other motions shall be decided by a majority vote of those voting members present at the Annual General Meeting.

d) At Board Meetings voting shall be limited to current Board members as per section 4.3 of this article.

All voting results shall be recorded in the minutes of the meeting.

8. ELECTIONS

No later than four (4) months prior to each Annual General Meeting, the Board of Directors shall appoint a Nominating/Election Committee consisting of a member of the Board and a voting Club member in good standing. Within 30 days of appointment, the Nominating/Election Committee will send nomination forms to all voting members and endeavor to have sufficient nominees to fill the required positions and regional representation. The Nominating/Election Committee will receive nominations. Each nomination must be signed by a voting member in good standing and endorsed by the nominee. Once submitted, a nomination may only be withdrawn by a written request from the nominee.

Nominations will close two (2) months prior to the Annual General Meeting. Within two (2) weeks, the Nominating/Election Committee will prepare a list of all nominated candidates. If there are more nominees than the number of Director positions available or more than one (1) nomination for any Officer, the Nominating/Election Committee will also prepare ballots as required and mail them out as per section 7 of this article.

9. COMMITTEES

Committees may be formed from time to time by resolution of the Board of Directors. The committee members will not receive any remuneration. Each committee will select a chairperson from amongst themselves. The chairperson will be responsible for organizing committee activities

and for reporting to the Board of Directors, but will have no other special status. Committees will have such powers granted by the Board of Directors as are necessary to the purpose of the committee. The Board of Directors may dissolve a committee or remove members from a committee, if necessary, in order that the mandate is fulfilled.

There are two types of committees:

9.1 Standing Committees

The Board may each year appoint standing committees to advance the work of the Club in such matters as conformation shows, obedience trials, herding trials, trophies, annual prizes, awards, membership, ways and means, nomination and other fields which may well be served by committees. Such committees shall always be subject to the financial authority of the Board of Directors and shall prepare an annual report for the Annual General Meeting and upon request by the Board. If the committee chair can not attend the Annual General Meeting in person then a written report will be forwarded to the Secretary at least two (2) weeks prior to the Annual General Meeting.

9.2 Ad hoc Committees

Ad hoc committees may from time to time be appointed by the Board of Directors to aid the Board with specific projects (such as audits, complaints, By-Law amendments, etc.) when the nature of the committee's mandate will be a specific short term assignment.

10. DISCIPLINE

10.1 Animal Pedigree Act Conviction or Canadian Kennel Club Suspension

Any member who is found guilty of contravening the Animal Pedigree Act, of cruelty to animals or is suspended, debarred, expelled or deprived of privileges of the Canadian Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

10.2 Complaints

a) Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written complaints containing details of the alleged misconduct must be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if the defendant is found not guilty at a hearing of the Board or of a committee of at least 3 members duly appointed for this purpose.

b) The Secretary upon receiving such a complaint, within 30 days shall forward a copy of the complaint, along with a notice of hearing to the defendant, the complainant and each member of the Board or appointed committee.

c) The hearing date shall be set no later than 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 that 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 by-laws.

10.3 Hearing

a) The Board or appointed committee shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. Should the complaint be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or committee may, by a majority vote of those present, impose an appropriate penalty. The

Secretary shall then notify each of the parties of the decision within 30 days of the decision.

b) A hearing may be conducted in person, by mail, by electronic mail or by conference call as per section 4.3 of this article.

10.4 Expulsion

a) Expulsion of a member from the Club shall be accomplished at an Annual General Meeting or Special General Meeting of the Club following a proper hearing and upon the recommendations of the Board or committee being provided as stated in Section 3 of this Article. The President 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 as per section 7 f) on the proposed expulsion. A 2/3 vote of those present shall be necessary for expulsion.

b) At the discretion of the Board, and under severe cases, expulsion may also take place immediately following a hearing with a unanimous vote of the Board.

c) Any member expelled from the Club shall be ineligible to reapply for membership for five (5) years.

11. AMENDMENTS

11.1 Proposal for Amendments

Amendments to the Constitution, the By-Laws and Breed Standard may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by ten members in good standing. Amendments proposed by such petition shall be considered by the Board of Directors at the next Board Meeting and must subsequently be presented to the members of the Club, as per section 7.a of this article, with the recommendations of the Board within ninety (90) days of the date when the petition was received by the Secretary.

11.2 Canadian Kennel Club Approval

No amendment to the constitution, By-Laws or Breed Standard shall become effective until it has been approved by The Canadian Kennel Club.

12. DISSOLUTION

The Club may be dissolved at any time by the written documented consent of at least 2/3 of the eligible voting members; proxies are not permitted. In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club, or any proceeds thereof, or 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, such organization being selected by the Board of Directors.

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13. ORDER OF BUSINESS

13.1 At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of Committees

National Specialty Selection for upcoming years (at Annual General Meeting)

a) A revision of the National Specialty proposals for upcoming years received by the Secretary will be done, followed by a vote, as per section 7.c of this article, determining the site of the National Specialty and the Specialty Chair for upcoming years.

b) All attempts will be made to ensure the National Specialty is held before the end of each fiscal year, ideally between August 1 and October 31 of each year.

c) All attempts will be made to ensure proper geographical rotation of the National Specialty throughout Canada, with one province not being host for more than two (2) consecutive years.

Election of Officers and Board (at Annual General Meeting)

Unfinished business

New business

Adjournment

13.2 At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of Committees

Unfinished business

New business

Adjournment