

The Cairn Terrier Club of Canada



THE CONSTITUTION AND BY-LAWS

Revised July 5, 2018

CONSTITUTION AND BY-LAWS

ARTICLE I INTERPRETATION

1.01 Definitions

In this Constitution and By-Laws, the following terms shall mean:

“Associate Member” has the meaning ascribed to it in Article 4.02;

“Automatic Termination Event” has the meaning set out in Article 5.03;

“Complaint” means a written complaint to the Board of Directors regarding a Member’s breach of the Code of Ethics, as described in section 5.02;

“Club” shall mean the Cairn Terrier Club of Canada as outlined in Article 2 hereof;

“Director” means a director of the Board of Directors of the Club;

“General Membership” means all the current members of the Club;

“Hearing” means the hearing of the Board of Directors to deal with the Complaint made against the Member in Issue as set out in Article 5.02;

“In Writing or Written” means printed or electronic form of document;

“Lifetime Member” has the meaning ascribed to it in Article 4.04;

“Member” means any of Associate Member, General Member or Regular Member of the Club;

“Member in Issue” has the meaning ascribed to it in article 5.02;

“Nomination Deadline” means the deadline fixed by the Elections Committee, as described in Article 9.03;

“Officers” means the President, Vice-President, Secretary, treasurer and Immediate Past President of the Club, or singularly, Officer means any one of these;

“Response” means the written response of a Member in Issue, as described in Article 5.02;

“Regions” has the meaning set out in Article 8.02; and

“Regular Member” has the meaning ascribed to it in Article 4.03.

1.02 Gender

For the purpose of this Constitution and By-Laws wherein and wherever the masculine gender is referred to it is to be interpreted to also refer to the feminine gender

1.03 Ambiguity

Any interpretation required to give effect to the Constitution set out herein or By-laws shall be made by the Board of Directors.

1.04 Time

Where an act is required to be done by this Constitution and By-Laws on or before a specified date and the act has not been done by that date it shall be done as soon as practicable thereafter.

ARTICLE II NAME OF CLUB

The name of the Club shall be THE CAIRN TERRIER CLUB OF CANADA (the "Club").

ARTICLE III OBJECTS OF THE CLUB

The objectives of the Club are:

- a) to promote the quality and reputation of the breed called the Cairn Terrier;
- b) to maintain the standards of the breed as set out in Schedule "A" to this Constitution and By-Laws entitled "The Canadian Kennel Club Breed Standard for the Cairn Terrier", and
- c) to encourage the art of responsible breeding and the care, handling and exhibition of the breed.
- d) to organize or support a system for local Cairn rescue.

ARTICLE IV MEMBERSHIP

4.01 Categories of Membership

The Club is comprised of three categories of membership:

- a) Associate Member;
- b) Regular Member; and
- c) Lifetime Members.

4.02 Associate Members

All new members shall make application to the Club as an Associate Member as described herein.

Associate Members are Members who hold a limited membership. Associate Members are eligible to participate in all the Club's activities but are limited in that Associate Members are not permitted to and shall not perform the following:

- a) vote at any meetings of the Club;
- b) act as an Officer or Director of the Club;
- c) nominate or second any Regular Member for a position as either an Officer or a Director of the Club; or
- d) propose or second any new Members to the Club.

After two years of consecutive membership with the Club, Associate Members may apply for admission as a Regular Member of the Club.

4.03 Regular Members

Regular Members are Members who hold an unlimited membership. Regular Members are eligible to participate in all the Club's activities. Regular Members are permitted to perform the following:

- a) vote at any meetings of the Club;
- b) act as an Officer or Director of the Club;
- c) nominate or second any Regular Member for a position as either an Officer or a Director of the Club; or
- d) propose or second new Members to the Club.

4.04 Lifetime Members

A Regular Member shall automatically be given the designation of Lifetime Member after twenty-five consecutive years of membership. No further application is required.

A Lifetime Member shall not pay any membership fees to the Club.

A Lifetime Member shall continue to have all the rights and privileges previously enjoyed,

4.05 Application for Associate Membership

As outlined herein, all new Members shall make application to the Club as an Associate Member.

Any person may make an application to the Club to be an Associate Member.

Associate Members may be admitted by application to the Club as follows:

- a) the new Member has obtained written sponsorship from one Regular Member; and
- b) the new Member has signed and subscribed to the Code of Ethics of the Club attached hereto as Schedule "B".
- c) application is submitted to the Vice President of the Club

4.06 Application for Regular Membership

Only Associate Members who have maintained a membership with the Club for two consecutive years may apply for a regular membership in the Club.

Regular Members may be admitted by application to the Club as follows:

- a) the Associate Member who maintained a membership with the Club for two consecutive years immediately preceding his/her application for Regular Membership shall make an application to the Club as a Regular Member. Such application must be sponsored and seconded by two Regular Members of the Club, which Regular Members shall be from different households, and submitted to the Secretary of the Club;

- b) The Board of Directors shall review the application of the Associate Member and approve or deny the application by vote at a regular meeting of the Board of Directors. Should the application be denied, the club shall provide the applicant with written reasons for the rejection within 30 days.

ARTICLE V REJECTION OR TERMINATION OF MEMBERSHIP

5.01 Termination of Membership

A membership may be terminated by expulsion if he/she is in breach of the Code of Ethics as provided in Schedule "B" or whose conduct is in the opinion of the Board injurious to the interests or reputation of the Club. Complaint must be submitted to the Board in writing. The member in question will have 30 days to respond to complaint also in writing. The Board will then review and decide if the member in question should be suspended or terminated.

5.02 Termination of Membership – Other

A Member's membership may also be terminated as a result of the following:

- a) resignation submitted in writing to the Board of Directors
- b) failure to renew;
- c) lapse in payment of membership dues by March 31st of each calendar year; or
- d) deprivation, suspension, debarment, expulsion, failure to renew or termination of Canadian Kennel Club membership of a Member as imposed by the Canadian Kennel Club Discipline Committee,

ARTICLE VI MEMBERSHIP FEES

6.01 Fees

Membership fees for Regular and Associate Members shall be as fixed by the Board of Directors from time to time.

A reduced joint membership fee is available for two Members from the same household.

Membership fees are due and payable by January 1 of each year. Membership fees are considered lapsed if not paid by March 31, and such membership shall be automatically terminated in accordance with Article 5.03 hereof.

6.02 Membership Year

The calendar year shall be considered the membership year.

ARTICLE VII FISCAL YEAR

The fiscal year of the Club shall end on December 31st in each year.

**ARTICLE VIII
BOARD OF DIRECTORS AND OFFICERS**

8.01 Constitution of the Board of Directors and Officers

The property and business of the Club shall be managed by a Board of Directors, which shall consist of:

- a) President;
- b) Vice-President;
- c) Secretary;
- d) Treasurer;
- e) Immediate Past-President (the positions in paragraphs 8.01(a) through (e) shall collectively be referred to as the “**Officers**”);
- f) and at least four other Directors (the “**Directors**”).

The number of Directors required by this Article may be increased or decreased by the Board of Directors if it is considered necessary in the interest of the Club.

The Officers and Directors of the Club shall be residents of Canada and Canadian Kennel Club Regular Members in good standing.

Officers and Directors shall hold office for two years commencing on January 1st of the year following their election as set out herein.

8.02 Regional Requirements for the Board of Directors

The Club shall be divided into the following six regions (collectively, the “**Regions**” or each a “**Region**”):

- a) British Columbia;
- b) the Prairie Region (Alberta, Saskatchewan, Manitoba);
- c) Ontario;
- d) Quebec;
- e) the Atlantic Provinces (Nova Scotia, New Brunswick, Newfoundland, Prince Edward Island); and
- f) the Territories.

At least four of the Regions shall be represented by an Officer or Director who resides in the Region on the Board of Directors, provided however, that no region is required to be represented on the Board of Directors if no Member in good standing reside therein.

The number of Directors from each Region shall be elected based on the relative representation of the General Membership location in each Region, provided that no Region may have more than three Directors from Region.

The Regional Directors shall be elected by the Members residing in their respective Regions.

8.03 Committees of the Board of Directors

The Board of Directors may, at its sole discretion, appoint committees to advance the work of the Club. Such Committees shall always be subject to the final authority of the Board of Directors and will be automatically dissolved upon completion of their mandate to the satisfaction of the Board.

ARTICLE IX ELECTION OF OFFICERS AND DIRECTORS

9.01 Election

There shall be a biennial election of Officers and other Directors, which election shall be conducted by mail-in or electronic ballot.

9.02 Election Committee

The Board of Directors shall choose an election committee (the "Election Committee"), which shall be comprised of the Secretary and two other members in good standing.

9.03 Nominations

The Election Committee shall in writing request nominations from the Regular Members of candidates for each of the positions enumerated in Article 8 hereof.

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The Election Committee shall in writing request nominations from the Regular Members of candidates for each of the positions enumerated in Article 8 hereof.

Nominations shall be:

- a. in writing;
- b. accompanied by the written acceptance of the nominee signifying his/her willingness to be a candidate along with their CKC membership number
- c. submitted to the Election Committee by the deadline fixed by the Election Committee

All candidates shall be residents of Canada and Canadian Kennel Club Regular Members in good standing.

No person shall be a candidate for more than one office or position.

Officers and Directors are eligible for re-election.

Nominations can only be made as set out in this Article.

9.04 Vacancies

The Election Committee may nominate candidates from Regular Members to fill any position on the Board of Directors and to represent any region set out in Article 8 for which representation on the Board is required by that Article, or where it is deemed necessary in the interests of the Club.

A vacancy in any office in the Board of Directors during the term of office shall be filled by the Board of Directors.

9.05 Election Procedure

The Election Committee shall submit its slate of candidates to the Secretary within 14 days after Nomination Deadline.

At least one month prior to an election the Secretary shall mail or email a ballot to each Regular Member listing all the nominees:

- a) for each officer position; and
- b) for each regional Director position that the Member is eligible to vote on,
- c) the election of Officers and Regional Directors shall be decided by secret ballot.
- d) ballots will be set up for electronic secret ballot or mailed out by the Secretary as required.

If any nominee at the time of the election is unable to serve for any reason, votes for such nominee will not be counted and such nominee shall not be elected. Any vacancy, if created shall be filled by the new Board of Directors.

In the event that no ballot is required for any office position or positions, the procedure outlined in this Article shall be dispensed with and the nominee or nominees for such office, position or positions shall be declared elected by acclamation.

ARTICLE X RESIGNATION OF DIRECTORS

The office of any Director or Officer shall be automatically vacated if:

- a) a Director resigns his/her office by delivering a written resignation to the Secretary of the Club;
- b) he/she is found to be mentally incompetent;
- c) at a special general meeting of Members with the required quorum, a resolution is passed, by a 75 percent affirmative vote of the Members present at the meeting, that the said Director or Officer shall be removed from office.

ARTICLE XI DUTIES OF OFFICERS

The duties of the Officers of the Club shall be as set out in this Article.

11.01 President

The President shall preside at all general meetings, all meetings of the Officers and the Board of Directors and he/she shall be *ex-officio* a member of all committees.

The President shall carry out the signatory duties consistent with the office and the President shall be, whenever possible, a signatory to all cheques issued on behalf of the Club on any account.

11.02 Vice President

In the absence of the President, the Vice President shall preside at all meetings of the Directors, all general meetings, shall relieve the President of all possible duties and, in the absence of any member of the Board of Directors, Committee Chairman or Secretary, shall assume their duties *pro tem*.

11.03 Secretary

The Secretary shall attend all meetings of the Board of Directors, all general meetings and shall keep minutes and records of major importance.

The Secretary shall purchase stationery, stamps and office equipment, etc.

Anything that is required by the Secretary costing more than an amount fixed by the Directors must first be approved by the Board of Directors.

The Secretary must carry out and be responsible for all usual secretarial duties associated with a club of this nature.

11.04 Treasurer

The Treasurer shall receive and deposit in a bank to be approved by the Board of Directors all monies belonging to the Club and shall give a receipt for all monies received on behalf of the Club on one of the Club's official receipt forms.

The Treasurer shall issue and be a signatory with one other officer to all cheques issued on behalf of the Club on any account and shall keep the account books and financial records of the Club in a manner approved by the Board of Directors.

The Treasurer shall annually submit an audited financial statement showing the financial position of the Club.

11.05 Directors

All Directors, in addition to their general duties set out herein, shall be responsible for the carrying out of the objects of the Club as set out in Article 3.

Directors in carrying out their duties shall specifically endeavor to:

- a) attend and participate in all meetings of the Board, Special Meetings and the Annual General Meetings.
- b) prepare and submit reports on the activities within their region to the Secretary prior to all meetings.

ARTICLE XII MEETINGS OF MEMBERS

12.01 Annual General Meeting

The Club shall hold an Annual General Meeting in conjunction with the National Specialty or at a time as set by the Board of Directors prior to the end of the fiscal year.

12.02 Special Meetings

Special meetings may be called by the President, or by a majority vote of the Board of Directors, or by a petition of at least ten signatures of Members in good standing being presented to the President.

12.03 Quorum

15% of voting members in attendance shall be a quorum.

ARTICLE XIII MEETINGS OF DIRECTORS

13.01 Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the Directors.

13.02 Quorum

Six Members shall be a quorum.

ARTICLE XIV Order and Conduct of Business

The order and conduct of business at all meetings shall be as follows:

14.01 Conduct of Business

- a) business may be conducted electronically or by teleconference as decided by the Board of Directors.
- b) the Secretary shall give notice in writing of all meetings at least ten days prior to the date of the meeting.
- c) regional & committee reports to be received by the Secretary no later than 4 days prior to a meeting. Secretary shall publish previous minutes and reports along with the Agenda 2 days prior to a meeting.
- d) members to review agenda, previous minutes and all reports prior to meetings.

14.02 Order of Business

- a) roll call of Officers, Directors and Members;
- b) reading of minutes of previous meeting;
- c) reports of Officers and Board of Directors;
- d) reports of Chairmen of the various committees;
- e) Treasurer's report of income and expenditures;
- f) reading of the Club's correspondence;
- g) business arising from the Club's correspondence;
- h) unfinished business;

- i) election of Officers (Biennial general meeting);
- j) new business; and
- k) adjournment.

ARTICLE XV PROTESTS OR COMPLAINTS

15.01 Any protest or complaint by a Club Member against another Club Member or their dog shall be considered by the Board of Directors, whose decision shall be final.

- a) protest or complaint must be submitted in writing with sufficient detail to the Secretary
- b) must be accompanied with a \$50 deposit
- c) deposit will be refunded if the protest or complaint is upheld.

15.02 The protest or complaint will be forward to the Board of Directors and the defendant.

15.03 The defendant will have thirty days to address the protest or complaint in writing to the Board of Directors.

15.04 The Board of Directors will review the protest or complaint and through a motion decide the outcome.

15.05 If the protest or complaint is upheld the \$50 deposit will be refunded.

15.06 If the defendant is found to be in error they will be advised in writing and charged the \$50 fee.

15.07 If the said fee is not received within 10 days of receiving notice their membership will be forfeited until fee is paid.

ARTICLE XVI CONSTITUTION AND BY-LAWS REVIEW & AMENDMENTS

Proposal of Amendments

16.01 Review Procedure

There shall be a review of the Constitution and By-Laws at a maximum of every five years.

16.02 Review Committee

The review committee must have at least three regular members, one of which is on the current Board of Directors.

16.03 Proposal of Amendments

Amendments to this Constitution and By-Laws or the schedules thereto attached may be proposed by:

- a) the Review Committee
- b) or by written petition addressed to the Secretary and signed by ten Regular Members

16.04 Vote to Approve the Amendment

Amendments to the Constitution and By-Laws must be approved by a vote of the Regular Members. A two thirds majority of returned ballots is required to affect the amendment.

Voting must be by mail in ballot; proxies are not allowed. The Secretary shall mail to each Regular Member a copy of the proposed amendments, a ballot together with a blank envelope and a return envelope addressed to the Secretary, marked "ballot" and bearing the name of the Regular Member to whom it was sent. Each voter after marking his ballot shall seal it in the blank envelope which in turn shall be placed in the envelope addressed to the Secretary.

No changes to the Constitution and By-Laws or breed standard shall become effective until it has been approved by the Canadian Kennel Club.

ARTICLE XVII CLUB ACTIVITIES

17.01 Dog Shows

All dog shows held under the name of the Club shall be in accordance with the Canadian Kennel Club Dog Show Rules.

The National Specialty may be held annually and whenever possible be rotated through the Regions.

17.02 Limitation on use of the Name of the Club

At no time shall any Officer, Director or Member of the Club undertake any activities in the name of the Club, which shall in any way conflict with this Constitution or the Constitution and Rules of the Canadian Kennel Club.

ARTICLE XVIII DISSOLUTION

18.01 Dissolution by Consent

The Club may be dissolved at any time by the consent in writing of not less than two-thirds of the Members.

After payment of all debts and liabilities of the Club, the property and assets to the Club shall be transferred to any organization in Canada which, in the opinion of the Board of Directors, has objects consistent with those of the Club and if there is no such organization then the property and assets shall be distributed to accredited Veterinary Colleges involved in small animal research.

ARTICLE XIX REPEAL OF PREVIOUS CONSTITUTION AND BY-LAWS

All previous Constitutions and By-Laws of the Club are repealed and replaced with the Constitution and By-Laws set out herein.

ENACTED AND PASSED by a two-thirds vote of all Regular Members counted on the 5 day of July, 2018 .

Revisions to this Constitution and By-Laws, as mandated by the Canadian Kennel Club By-Laws, were incorporated as of July 5, 2018.

President Lynethia H. McClean

Secretary Suzanne Siddon