

**BY LAWS OF  
THE NATIONAL RETRIEVER CLUB OF CANADA**

(As enacted by the directors of the Corporation by resolution on the 14th day of August, 2014  
and confirmed by the members of the Corporation by special resolution on the 11th day of December, 2014)  
Revised by vote of members on September 17, 2016

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A by-law relating generally to the conduct of the affairs of the  
NATIONAL RETRIEVER CLUB OF CANADA  
(the "Corporation")

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

## **SECTION 1 - GENERAL**

### **1.01 Definition**

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 Board of Directors of the Corporation and "director" means a member of the Board;

"**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;

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

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

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

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

### **1.02 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" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.03 Mission Statement**

To promote, facilitate and further the interests of the National Retriever Championship stake and the National Amateur Retriever Championship stake, purebred retrievers and the retriever field trial sport in Canada.

### **1.04 Corporate Seal**

The corporate seal, an impression of which is stamped in the margin of these by-laws and has the words "The National Retriever Club of Canada" endorsed thereon, shall be the seal of the corporation. The

directors shall administer the seal and the secretary shall be its custodian.

### **1.05 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. 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 person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **1.06 Financial Year**

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

### **1.07 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 an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

### **1.08 Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- a) borrow money on the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) give a guarantee on behalf; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

### **1.09 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy electronically or, free of charge at the registered office or by prepaid mail.

## **SECTION 2 - MEMBERSHIP**

### **2.01 Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A - Voting Members and Class B - Non-Voting "Associate" Members. The Board of Directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

#### **Class A - Voting Members**

- a) Class A voting membership shall be available to any club, corporation or association holding a retriever field trial licensed by the Canadian Kennel Club within the current calendar year or the previous five calendar years and who have applied and have been accepted for Class A voting

membership in the Corporation.

- b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each Class A voting member shall be entitled to one (1) vote at such meetings.

### **Class B - Non-Voting “Associate Members”**

- a) Class B non-voting associate membership shall be available to individuals, clubs, corporations or associations who are interested in furthering the corporation’s mission, have applied and have been accepted for Class B non-voting membership in the Corporation.
- b) The term of membership of a Class B non-voting associate member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c) Subject to the Act and the articles, a Class B non-voting member shall be entitled to receive notice of and attend meetings of members as an observer but shall not vote.

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 of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.02 Appointment of a Delegate**

Class - A voting members shall, in writing, designate one of its members to act as its delegate. A delegate shall:

- a) represent the member at meetings of members;
- b) vote on matters before the membership, on behalf of the member;
- c) serve for a period of one year only, from April 1st until March 31st, by which time the member must designate another delegate or re-designate the same delegate.

Class – B non-voting members shall, where the member is a club, corporation or association, in writing, designate one of its members to act as its delegate. A delegate shall:

- a) represent the member at meetings of members;
- b) serve for a period of one year only, from April 1st until March 31st, by which time the member must designate another delegate or re-designate the same delegate.

## **SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.01 Membership Dues and Fees**

The Board may establish membership dues and fees from time to time, and the Board may waive the payment of any and all membership dues and fees. Members shall be notified in writing of the membership dues and fees at any time payable by them, and if any are not paid within 60 days of the due date, the member in default shall thereupon cease to be a member of the corporation

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when,

- a) the member dies, or, in the case of a member that is a club, corporation or association is dissolved;
- b) a member fails to maintain any qualifications for membership described in Section 2.01 of these

by-laws;

- c) the member resigns by delivering a written resignation to the President of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

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.

### **3.03 Discipline of Members**

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 to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that the President receives no written submissions, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

### **3.04 Membership Transferability**

A membership 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.

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.01 Notice of Members Meeting**

Written notice of the time and place of a meeting of members shall be given to each member entitled to attend the meeting by the following means:

- a) mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 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 members.

#### **4.02 Persons Entitled to be Present**

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting. The President or an ordinary resolution passed by the members entitled to vote, may limit those entitled to be present to 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.

#### **4.03 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 40% 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.

#### **4.04 Chair of the Meeting**

In the event that the President and Vice-President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.05 Votes to Govern**

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 question. 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 or casting vote.

#### **4.06 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 electronic or mailed-in ballot 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 not in attendance at a meeting of members.

#### **4.07 Proxies**

At any meeting of members a proxy duly and sufficiently appointed by a member, shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing them, the same voting rights that the member appointing them would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be in writing and shall be valid for one meeting, unless revoked, and deposited with the Secretary of the Corporation before the commencement of the meeting.

#### **4.08 Annual Meeting**

The Annual Meeting of Members shall take place within the two days prior to the commencement of, and at a location near the National Retriever Championship Stake. In the absence of the stake, the



Annual Meeting of Members shall take place at such time, day and place as determined by the Board, but not more than 15 months after the preceding annual meeting of members.

#### **4.09 Special Meetings**

Special meetings of members may be called as follows:

- a) By the President, the Board or any three directors. The secretary shall duly give notice of the time, place and purpose of the meeting to all members and their delegates. Only business specified in the notice of meeting may come before the meeting;
- b) Upon receipt of a written request signed by not less than five per cent of Class A - voting members, it shall be the duty of the secretary to call and duly give notice of a special meeting of members stating the purpose thereof. Only business specified in the notice may come before the meeting.

#### **4.10 Participation by Electronic Means at Members' 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, 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.

#### **4.11 Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of 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.

### **SECTION 5 - DIRECTORS**

#### **5.01 Election and Term**

Subject to the articles, Class A - voting members shall elect the directors at each annual meeting of members at which an election of directors is required and the directors shall be elected for a term of 3 years, expiring not later than the close of the third annual meeting of members following the election. Directors shall not be subject to term limits.

#### **5.02 Number of Directors**

For the purpose of the election of the directors, Canada shall be divided into the following eight areas: Newfoundland and Maritimes, Quebec, Northern Ontario, Southern Ontario, Manitoba, Saskatchewan, Alberta, and British Columbia. The number of directors to be elected from each area shall be based on the following formula:

- a) One or two Class A members resident in the area - One Director
- b) Three or four Class A members resident in the area - Two Directors
- c) Five or more Class A members resident in the area - Three Directors

#### **5.03 Nomination & Election of Directors**

Only persons who are members of a Class A member club, corporation or association may be a director. The right to nominate and elect directors for the above areas shall be restricted to the Class A - Voting

Members in each area. For the purpose of this Section, no Member can be considered to belong to more than one area. In the event that Directors are not elected in any year as required by Section 5 the office shall automatically become vacant.

#### **5.04 Responsibilities of Directors**

The Board shall elect or appoint the Officers of the Corporation and shall elect or appoint the chairpersons of any committees.

- a) The Board may by resolution appoint and constitute committees as it deems necessary which may but not need include members of the Board. Until otherwise provided, the President shall be ex officio of all committees. All committees created by the Board shall be given written terms of reference. Any committee member may be removed by resolution of the Board;
- b) The directors shall have the power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objectives of the corporation.
- c) The Board shall take such steps as they may deem requisite to enable the corporation to receive donations and benefits for the purpose of furthering objectives of the corporation.
- d) The directors may exercise all such powers of the corporation, which are found in the Not For Profit Act or by these by-laws required to be exercised by the members at general meeting.

#### **5.05 Removal of Directors**

The members of an area may, in a resolution passed by a majority of the votes cast at a meeting of members called for the purpose, remove any Director elected by them before the expiration of the Director's term of office.

#### **5.06 Remuneration**

The Directors shall serve as such without remuneration. A director shall be entitled to be paid expenses reasonably and properly incurred by them in the performance of the Director's duties.

#### **5.07 Conflict of Interest**

Every Director, who in any way directly or indirectly, or who has an immediate family member who in any way directly or indirectly, has an interest in a proposed or existing contract or transaction of the Corporation, shall make a full declaration of the nature and extent of the interest at a meeting of the Board. After making such declaration no Director shall vote on such a contract or transaction and shall excuse themselves from any discussion relating to the proposed or existing contract or transaction in question.

### **SECTION 6 - MEETINGS OF DIRECTORS**

#### **6.01 Calling of Meetings**

The President or Vice-President or any director may call meetings of the Board at any time.

#### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Corporation not less than 10 days before the time when the meeting is to be held 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 134 (Notice of change of directors);

- b) mailed by prepaid ordinary mail to the director's address as set out in (a);
- c) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d) by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors 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.

### **6.03 Quorum**

A quorum at a meeting of the Board for the purpose of transacting business shall be a majority of the directors. If a quorum is present at the opening of a meeting of the Board, the Board may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **6.04 Votes to Govern at Meetings of the Board**

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.

### **6.05 Participation by Electronic Means at Meetings of the Board**

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 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 the Board 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.

### **6.06 Meeting of the Board Held Entirely by Electronic Means**

If the directors of the Corporation call a meeting of the Board pursuant to the Act, those directors, 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.

## **SECTION 7 - OFFICERS**

### **7.01 Composition**

The Board shall at the first meeting of directors following each annual meeting of members, or more often as may be required, elect a President and a Vice President from among themselves and appoint a Secretary and a Treasurer. The same person may hold the offices of the Secretary and the Treasurer. The Board may from time to time appoint such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. Officers shall not be subject to term limits.

### **7.02 Responsibilities of Officers**

#### **The President**

Is the leader of the Corporation, responsible for running the Board smoothly and effectively. They will demonstrate the leadership necessary to make the Corporation's mission a success, and it is their responsibility to implement Board decisions and initiatives, and to maintain smooth operation of the Corporation with the assistance of the executive committee and members of the Board.

### **The Vice President**

Supports the President, taking assigned tasks and serving in place of the President when they are not available to conduct official business. An effective Vice President will not only learn as much as possible about the Corporation's goals and projects, but will also learn the duties of the President.

### **The Secretary**

Provides the coordinating and communication link between members, the Board and outside agencies. They often act as an information and reference point for the President and other committee members, clarifying past practice and decisions, confirming legal requirements, and retrieving relevant documentation

### **The Treasurer**

Has a watchdog role over all aspects of financial management, working closely with other members of the Management Committee to safeguard the organization's finances. They typically act as an information and reference point for the President and other committee members, clarifying financial implications of proposals, confirming legal requirements, outlining the current financial status and retrieving relevant documentation.

## **7.03 Vacancy in Office**

Unless so removed in accordance with 7.03, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) such officer ceasing to be a director (if a necessary qualification of appointment); or
- d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **7.04 Removal of Officers**

In the absence of a written agreement to the contrary, the Board by resolution may remove, whether for cause or without cause, any officer of the Corporation.

# **SECTION 8 - OMISSIONS AND ERRORS**

## **8.01 Omissions and Errors**

The accidental omission to give any notice to any member, director, 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.

# **SECTION 9 - BY-LAWS**

## **9.01 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.

## **9.02 Amendments**

Amendments to these by-laws may be made in the following manner:

- a) 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 directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the 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 members at the next meeting of members or if the members at the meeting reject it.

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

- b) A member entitled to vote at an annual meeting of members may, make a proposal to make, amend or repeal a by-law. The proposal must be submitted to the Secretary of the Corporation no less than 90 days before the anniversary of the previous annual meeting of members.

## **SECTION 10 - EFFECTIVE DATE**

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

Certified to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 14th day of August, 2014 and confirmed by the members of the Corporation by special resolution on the 11th day of December, 2014.

Dated the 12th day of December, 2014.

Signed \_\_\_\_\_

*(Secretary, National Retriever Club of Canada)*