

**HAVANESE FANCIERS OF CANADA Inc.**  
**BY-LAWS**

---



## TABLE OF CONTENTS

- Section 1 - General
- Section 2 - Membership
- Section 3 - Meetings of members
- Section 4 - Voting
- Section 5 - Directors
- Section 6 - Meetings of directors
- Section 7 - Breed standard changes and alterations
- Section 8 - By-law changes and alterations
- Appendix 1 - Definitions

## SECTION 1: GENERAL

### 1.01 NAME

The name of the club shall be HAVANESE FANCIERS OF CANADA, hereinafter referred to as the club.

### 1.02 AIMS and OBJECTIVES

The aims and objectives of this national club shall be the protection and responsible promotion of the Havaneese dog breed through the following means:

- a) educate the public about the Havaneese breed;
- b) promote responsible ownership and encourage spaying/neutering of all pets;
- c) serve as a resource and provide guidance for members and Havaneese breeders in Canada;
- d) encourage responsible breeding practices in accordance with the official Canadian Kennel Club (CKC) breed standard;
- e) conduct ongoing club-approved judging seminars and breed education presentations;
- f) host national and regional breed activities (specialties, matches, boosters ...);
- g) encourage sportsmanlike competition at conformation shows, performance trials and other events;
- h) provide a breed rescue service to protect, care for, train, and rehome Havaneese in need;
- i) further genetic health through education, awareness, and appropriate health screening; and
- j) protect and advance the interests of the Havaneese breed.

### 1.03 PERSONAL GAIN

Operating on a not-for-profit basis according the guidelines of the Act, any profit acquired by the corporation shall be directed in furtherance of the club's goals and activities and not for the benefit of any member. No member of this club shall use his/her membership or position in the club as a means of furthering any personal, financial, or other aspiration, nor shall the club, as a whole, take part in any movement not in keeping with its purposes and objectives.

### 1.04 CLUB LOGO

The official HFC club logo is copyright to the Havaneese Fanciers of Canada (HFC) and may only be used by the club. Any member(s) wishing to use the logo for fundraising and/or other applications must receive prior board approval.

### 1.05 EXECUTION OF DOCUMENTS

Contracts and documents requiring the signature of the corporation shall be signed by two (2) officers as agreed upon by resolution of the board of directors. The directors may by resolution appoint an officer or officers on behalf of the corporation to sign specific contracts or documents. The directors may give the corporation's power of attorney to any registered dealer in securities for the transferring and dealing with stocks, bonds and other securities of the corporation. The seal, when required, may be affixed to contracts and documents signed by any officer or officers appointed by resolution of the board of directors.

### 1.06 LEGAL

The treasurer and the president shall hold signing authority. For HFC Rescue, the rescue chairman and HFC treasurer shall hold signing authority.

### 1.07 FINANCIAL YEAR

The financial (fiscal) year of the club shall be a calendar year, commencing on the first (1st) day of January and ending on the thirty-first (31st) day of December.

**1.08 BANKING**

The funds for the club shall be placed in a branch of any Canadian chartered bank or credit union except for amount specified by the board of directors authorized to be placed in the safe-keeping of certain members as petty-cash. 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 of directors may by resolution designate, direct, or authorize. All cheques issued by the club shall require the signatures of two (2) club officers, specifically the president and treasurer. HFC Rescue shall have a separate account from the general club; the rescue chairman and the treasurer shall hold signing authority.

**1.09 BORROWING**

Directors may not borrow money or grant security on property of the corporation without full knowledge, consent, and approval of the members by special resolution.

**1.10 ANNUAL FINANCIAL REPORT**

The board of directors shall at each annual meeting appoint an auditor to review the accounts and annual financial statements of the corporation. Financial report to be presented to the members at the first regular meeting following completion of the review as well as at the next annual meeting. The auditor may not be a director, officer, or employee of the corporation unless approved by special resolution of the club membership. The remuneration of the auditor (if any) shall be fixed by the board of directors.

**1.11 AFFILIATION**

The Havanese Fanciers of Canada may permit affiliation of regional/local Havanese clubs as the breed grows by:

- a) formation of a regional or local club subsidiary to the National club according to HFC and CKC guidelines for affiliation; or
- b) by acceptance of independently formed regional and local Havanese clubs into affiliation according to HFC and CKC guidelines for affiliation.

**1.12 PROCEDURE**

All meetings of the club and its governing bodies and all other matters of procedure not otherwise specified shall be governed by the Common Law of Procedure of Canada, Roberts Rules of Order, current edition.

**1.13 DISTRIBUTION OF PROPERTY ON DISSOLUTION**

Should this club remain inactive for a period of two (2) years, or should its members decide to dissolve the club, all assets will be converted to cash and transferred by way of cheque to a registered charity decided upon by special resolution.

**SECTION 2 : MEMBERSHIP****2.01 MEMBERSHIP YEAR**

The membership year for the club shall be from the first (1st) day of January to the thirty-first day (31st) of December. The term of membership is subject to annual renewal in accordance with the policies of the Corporation.

**2.02 TYPES OF MEMBERSHIP**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members (voting) called the Regular members, and Class B members (non-voting) which includes Associate, Foreign, Junior and Honorary members.

**2.03 APPLICATION FOR MEMBERSHIP**

All members must be individuals and not corporations or associations. Each applicant for membership shall apply on a form approved by the board of directors and which shall provide that the applicant agrees to abide by these by-laws and the rules of the Havanese Fanciers of Canada including the code of ethics and conduct. That application shall state the name, address and full particulars of the applicant, a listing of all Havanese owned and co-owned, and it shall carry the endorsement of one (1) sponsor and two (2) references. The sponsor shall be a regular member in good standing, who has been a member for at least two (2) years. Membership application shall include a brief biography of the applicant including background information and breed involvement. Accompanying the application, the prospective member shall submit dues for the current year.

**2.04 CONDITIONS OF MEMBERSHIP**

Admission to membership shall be based on the following criteria, subject to the approval of the membership review board, and dependent upon payment of the appropriate annual dues.

#### 2.04.1 REGULAR MEMBERS (voting)

Regular membership shall be available only to a Canadian resident, over eighteen (18) years of age, who has applied, meets the criteria for membership, subject to the approval of the membership approval board and been accepted for regular membership in the club. Following are the criteria for regular (voting) membership:

- a) owns/co-owns at least one (1) Canadian Kennel Club registered Havanese - at least two (2) years ownership; and
- b) is a CKC member in good standing; and
- c) is currently engaged in some aspect of breed promotion whether through showing, breeding, performance training, etc; and
- d) supports the principles and ideals of the HFC; and
- e) is sponsored by one (1) HFC regular voting member in good standing who has known applicant for at least two (2) years;
- f) if a breeder, additional criteria must be met according to HFC membership guidelines.

2.04.1.1 NOTICE/VOTE: As set out in the articles, each regular member is entitled to receive notice of, and attend all meetings of members. Voting privileges are granted one year after approval into regular membership. Once eligible to vote, each such member shall be entitled to one (1) vote per motion at meetings of members.

2.04.1.2 LISTING: Each regular member is entitled to be listed on the member roster of the club's website; one listing per member according to their primary address (address to which CKC mail is delivered).

2.04.1.3 PARTICIPATION: Ongoing membership is contingent on continued active participation in the club. All members are encouraged to participate in the activities of this club by contributing ideas, thoughts, experience and observations which can benefit members and strengthen the club's objectives. Minimum participation requirements for regular members to maintain good standing is attendance to at least two (2) meetings during the year or participation in at least two (2) activities that contribute to the club.

#### 2.04.2 NON-VOTING MEMBERS

Non-voting membership shall be available only to a person who does not meet the criteria for regular (voting) membership for reasons of age, residence, activity level, fledgling knowledge of the breed, length of acquaintance with sponsors etc., and who has applied, meets the criteria for non-voting membership, subject to the approval of the membership approval board, and been accepted for non-voting membership into the club.

##### 2.04.2.1 NON-VOTING CATEGORIES

- a) ASSOCIATE: Canadian resident over eighteen (18) years of age who does not qualify for regular membership;
- b) FOREIGN: adult who meets membership criteria but whose primary residence is outside of Canada;
- c) JUNIOR: for youths aged ten to seventeen (10-17) years of age, parental consent required. May apply to move up to associate or regular membership, as eligible, upon reaching 18 years of age;
- d) HONORARY MEMBER: A member who has contributed significantly to the welfare of the Havanese breed but who may no longer be actively involved in breeding or breed promotion. The regular members must vote this member in. It is a permanent status with no dues payable.

2.04.2.2 CRITERIA: Following are the criteria for non-voting membership:

- a) owns or co-owns at least one (1) registered Havanese - at least one (1) year ownership; and
- b) supports the principles and ideals of the HFC; and
- c) is sponsored by one (1) HFC regular voting member in good standing who has known the applicant for at least one (1) year
- d) if a breeder, additional criteria must be met according to HFC membership guidelines; breeders are encouraged to apply for voting membership if/when eligible.

2.04.2.3 NOTICE/VOTE: As set out in the articles, a non-voting member (as well as a regular member during the first year probationary non-voting period) shall be entitled to receive notice of, and attend meetings of the members but shall not be entitled to vote.

2.04.2.4 LISTING: Each non-voting member is entitled to be listed on the member roster of the club's website; one listing per member according to their primary address (address to which CKC mail is delivered).

2.04.2.5 PARTICIPATION: Ongoing non-voting membership is contingent on continued active participation in the club. All members are encouraged to participate in the activities of this club by contributing ideas, thoughts, experience and observations which can benefit members and strengthen the club's objectives. The minimum participation requirement for non-voting members is attendance to at least one (1) meeting during the year or participation in at least one (1) other activity that contributes to the club.

## 2.05 APPROVAL OF MEMBERSHIP

Approval of membership: Each application will be reviewed by the membership approval committee who will gather and confirm all pertinent information and verify that all criteria are met. Once the application has been unanimously approved by the committee, the candidate will be presented to the membership for comment prior to final approval. Where committee consensus is lacking, applications may also be resolved in such other manner as may be prescribed by the board.

## 2.06 REJECTION OF MEMBERSHIP

Application is not a guarantee of acceptance. Any applicant who has been rejected must be informed within thirty (30) days of the club's decision and must be provided a written letter of rejection from the board of directors or membership approval board, including the reason of rejection. Any misrepresentation of facts on any part of the application or supporting documents is grounds for rejection.

## 2.07 RIGHTS AND PRIVILEGES OF MEMBERSHIP

The following rights and privileges shall be extended to members:

- a) Regular members shall be allowed to vote at regular meetings, special meetings, at the annual meeting, and throughout the year as the business of the Club dictates the necessity (as per 2.08)
- b) All members will receive all pertinent mailings as well as the newsletter four times per year.

## 2.08 VOTING PRIVILEGES

An individual must be a regular member for at least one (1) full year prior to being granted voting privileges. New members who are not entitled to vote yet may attend meetings and discussions and are encouraged to actively participate in the club during their probationary waiting period.

## 2.09 LEAVE OF ABSENCE

A member in good standing may request a one year leave of absence for personal reasons. Full dues are payable. A member on leave is exempt from the club participation requirements and is considered non-voting during this time. After the one year period, a member on leave must resume normal club activities and membership requirements or they may choose to terminate their active membership in the club. After an initial leave of absence, a subsequent request by a member for additional leave(s) shall be considered and decided by the executive according to individual circumstance.

## 2.10 MEMBERSHIP DUES

- a) Membership dues, in the amount as approved by resolution, are payable annually by December thirty-first (31st).
- b) In a two (2) member household, the second member shall be entitled to a rebate equal to the cost of the newsletter. Only one newsletter will be mailed.
- c) New members whose applications are approved after October first (1st) of a given year will be considered to have dues paid for the remainder of the current year as well as the coming year.
- d) Late fees, in the amount as approved by resolution, shall be imposed upon those with dues in arrears.
- e) Membership dues more than three (3) months in arrears, after March thirty-first (31st), shall be considered failure to renew.

## 2.11 TERMINATION OF MEMBERSHIP

- a) by expulsion: a member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws. A two-thirds (2/3) majority of votes cast by eligible voters is required for expulsion;
- b) by resignation: a member may resign at any time by sending a letter of resignation to the secretary by either electronic or regular mail;
- c) by failure to renew; membership dues more than three (3) months in arrears shall be considered failure to renew.
- d) upon death; or
- e) if the corporation is liquidated or dissolved under the Act.

## 2.12 EFFECT OF TERMINATION

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. The member shall not be entitled to a refund of any portion of the fees that such member has paid.

## 2.13 DISCIPLINE

- a) Any member who is suspended, debarred, expelled or deprived of privileges from the Canadian Kennel club automatically shall be suspended from the privileges of this club for a like period.
- b) Any member found in violation of these by-laws or the HFC Code of Ethics shall be sent a notice in writing as such. Notice to be sent by the discipline chair or assigned member of the discipline committee. The member will be given thirty (30) days to respond to the violation. The reply will be forwarded to the discipline committee for review. The committee members will discuss dismissal of claim or discipline as appropriate to each individual

situation. Discipline may include caution, reprimand, monitoring, debarment, being expelled or deprivation of privileges to the club. Where debarment, expulsion or suspension of privileges are recommended, the discipline committee then will forward a brief summary and discipline recommendation to all the regular voting members in good standing at a Special meeting for a final decision (two-thirds (2/3) majority of cast votes of eligible voting members in attendance). Where there is no quorum at a special meeting, the matter shall be decided by the board of directors. The member in violation will receive a written notice of the club's decision by registered letter.

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).

## **SECTION 3 MEETINGS OF MEMBERS**

### **3.01 PLACE OF MEMBERS MEETINGS**

Meetings shall be held at the date, time, and place as determined by the board of directors, in a member approved forum where all members have access and may participate equally. As approved by resolution, meetings may be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility.

### **3.02 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS**

A person participating in a meeting by such means such as telephonic, electronic or communication facility, 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.

### **3.03 NOTICE OF MEETINGS**

All members are entitled to receive notice of meetings of the members. Notice of the date, time, and place of a meeting shall be mailed, emailed, or sent by other transmission to each member. Unless otherwise noted, such notice to be delivered at least fourteen (14) days in advance of the meeting.

### **3.04 OMISSION OF NOTICE**

The accidental omission to give notice of any meeting or the non-receipt of any notice by any person or persons shall not invalidate any resolution passed or any proceedings taken at any meeting.

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.

### **3.05 PERSONS ENTITLED TO BE PRESENT**

All members are entitled to attend and participate in meetings of the members. Only members of the club are entitled to be present. Any other person may be admitted only on the invitation of the chair or by resolution of the members.

### **3.06 QUORUM OF MEETINGS**

A quorum shall be counted from the regular voting members in attendance, non-voting members are not counted towards a meeting quorum. Unless otherwise specified, the quorum of the meeting shall be one half (1/2) of the regular voting membership, all of who must be in good standing with the club.

### **3.07 MINUTES OF MEETINGS**

HFC requires that written minutes be kept of each meeting and include the date, time, and place of the meeting, the members who were present, an accounting of all matters proposed, discussed or decided, and any supporting documents. Written minutes of all general meetings must be available to club members within thirty (30) days after adjournment of the meeting.

### **3.08 REGULAR MEETINGS**

Regular meetings shall be held monthly with the exception of July and August.

### **3.09 ANNUAL MEETING**

The annual meeting of the club shall be the December meeting online where the board of directors shall designate the date, time, and hour. Written notice of the annual meeting shall be mailed, emailed, or otherwise transmitted to each member at least thirty (30) days prior to the date of the meeting.

### **3.10 SPECIAL MEETING**

A special meeting is a meeting convened to deal with specific serious issues or special problems which fall outside of the scope of general business. Two members of the club may request a special meeting by submitting such request in writing or via email to the board. Notice of a special meeting must be sent at least twenty-one (21) days in advance to all members.

Quorum of the club for a special meeting shall be defined as one half (1/2) majority of the regular voting members in good standing who are present at the meeting.

- a) Voting at a special meeting shall be carried out by secret ballot, one (1) vote per eligible member per motion. The secretary will mail out the ballots to each eligible member or secret ballot vote may set up electronically.
- b) Such special meeting shall be held at the place and time designated by the board of directors. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted.
- c) Where there is no quorum, the matter under discussion shall be decided by the board of directors.

## **SECTION 4 VOTING**

### **4.01 VOTING**

Voting will be done at regular meetings, the annual general meeting, special meetings of the club, or as required. Voting by proxy shall not be permitted. Abstentions do not count as cast votes.

### **4.02 VOTING ELIGIBILITY**

Each eligible member shall be entitled to one (1) vote per motion. An individual must be a regular member in the voting class for at least one (1) full year prior to being granted voting privileges. Loss of good standing or unpaid membership dues shall constitute denial of voting privileges.

### **4.03 POLLING FORMAT**

- a) Our primary method of polling is by secret electronic poll except where a paper ballot is specifically required as noted. All general electronic polls to be open for seven (7) days.
- b) For meetings where there is a quorum: voting shall be limited to those eligible regular voting members in good standing who are present at the meeting. Unless otherwise noted, if there is no quorum at a meeting where a vote is required, or for club votes outside of a meeting, an electronic vote will be set up according as per 4.04.
- c) Election of officers and regional directors, amendments to standard of the breed, and amendments the constitution and by-laws, shall be decided by secret ballot. Ballots will set up for electronic secret vote or be mailed out by the secretary as required.

### **4.04 ABSENTEE VOTING AT MEMBER' MEETINGS**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility 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.

### **4.05 RESOLUTION**

General motions will be approved by ordinary resolution with ½ clear majority; defined as 50% plus 1 of votes cast. Motions for by-law updates, breed standard changes and other specific areas as noted require approval by special resolution; defined as two-thirds (2/3) approving majority of cast votes.

### **4.06 PRESIDENT'S VOTE**

The impartiality required of the presiding officer requires refraining from voting, except in the case of a tie or when his or her vote will affect the result of a required majority.

## **SECTION 5 - BOARD OF DIRECTORS**

### **5.01 NUMBER OF DIRECTORS**

The Board shall comprise of the officers (President, Vice-President, Secretary and Treasurer) plus a minimum of four (4) regional directors of the six (6) regions across Canada. No one member may hold more than two board positions concurrently.

### **5.02 BOARD REQUIREMENTS**

All members of the board of directors must be residents of Canada and at least eighteen (18) years of age with power under law to contract and must be regular voting members in good standing with the club and the Canadian Kennel Club. All board positions are non-remunerated.

### 5.03 TERM OF OFFICE

All officers and regional directors shall be elected for a two (2) year term and shall serve until their successors are elected and they are replaced.

- a) Officers' terms will commence on the first (1st) day of January following election and run for two years ending on the thirty-first (31st) day of December of the following year.
- b) Regional director terms will commence on the first (1st) day of January following election and run for two years ending on the thirty-first (31st) day of December of the following year.
- c) Officers and regional directors shall be elected on alternate years.

### 5.04 NOMINATIONS

- a) No person may be a candidate in a club election who has not been nominated in accordance with these by-laws. Only regular voting members in good standing are entitled to nominate and/or be nominated for board positions.
- b) Nominations will be open until the day prior to the annual general meeting (AGM). The nominations shall be sent to the secretary of the club.
- c) After nominations are closed, the secretary will post via mail, email, or other electronic transmission to all eligible voting members, a list of candidates along with a brief bio of each candidate.
- d) Only candidates who have accepted nomination shall be placed on the voting ballot.

### 5.05 ELECTIONS

The elections shall be conducted by electronic secret ballot. The person receiving the largest number of votes from each position shall be declared elected. If only one person agrees to stand, then he or she is elected by acclamation to that position. Results shall be posted to the members by mail, email, or other electronic transmission.

### 5.06 OFFICERS

- a) President: the president will preside over meetings, strike and oversee standing committees as needed, cast a vote in the event of a tie or when vote will affect majority.
- b) Vice-President: the vice-president shall assist the president as required and will assume the duties of the president in his/her absence.
- c) Secretary: the secretary shall keep minutes of meetings in a record book, respond to correspondence as necessary with other affiliates and keep a membership record. The secretary shall be the custodian of the corporate seal which shall be delivered only when authorized by resolution of the board of directors and only to such person(s) as may be named in the resolution.
- d) Treasurer: the treasurer will keep the accounts of the club in good order, report regularly to the officers and the directors, pay bills as requested by the club, and collect membership dues.

### 5.07 REGIONAL DIRECTORS

The regional directors shall represent the interests of the principles and ideals of the club, with specific responsibilities to the members and affiliate clubs within their respective regions as required by the board. A regional director shall be available for help, support, and follow-through on areas that need attention. Regional directors are the primary contact and club resource person for a specific geographical region and act as a liaison to transmit knowledge, concerns, and requests as needed; they are an important link in the relationship between national club and local/regional affiliates. The six (6) regions are: Pacific (British Columbia, Yukon), Alberta/Territories (Alberta, Nunavut, North West Territories), Prairies (Manitoba, Saskatchewan), Ontario, Quebec, and Atlantic (Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland & Labrador). No more than three (3) regional directors may be elected from any one region and directors must reside in the region they represent.

### 5.08 EXECUTIVE

The executive of the club shall consist of the above officers together with the regional directors and the immediate past president (acting in an advisory capacity).

### 5.09 STANDING COMMITTEES

The standing committees of the club shall be those named to deal with publicity, rescue, health, education, newsletter, and membership. Special committees may also be appointed by the board as needed. The executive will outline the duties of the committees as each committee is struck. Executive shall select committee members from those volunteering for the position based on interest, experience, and commitment to serve. Once a committee is assigned, the committee members shall self-appoint a chairperson. Committees shall report to the board of directors on a monthly basis. Committee appointments shall be reviewed annually.

### 5.10 CONFLICT OF INTEREST

Members who hold executive/board positions with the HFC and who also hold similar positions in any other Havanese club must advise the HFC board of such appointments. They must try to avoid any situation that could lead to divided

loyalties or present the appearance of a conflict of interest. If any issues arise at any time during their HFC term that may place them in actual or potential conflict with HFC club policies or procedures, they should declare a conflict of interest.

#### 5.11 VACANCY IN OFFICE

If a member of the board resigns or is expelled, the club's members will nominate and vote another eligible member into said vacancy for the remainder of the term.

#### 5.12 RESIGNATION FROM THE BOARD

Board positions including officers, executive, and regional directors shall be automatically vacated:

- a) if a board member is removed from office by special resolution in accordance with the Act;
- b) if a board member has resigned office by delivering a letter of resignation to the secretary of the club;
- c) if a board member faces deprivation, suspension, debarment, expulsion or termination of the CKC membership as imposed by the CKC's discipline committee;
- d) upon death; or
- e) if the corporation is liquidated or dissolved under the Act.

#### 5.13 NOTICE OF EXECUTIVE CHANGES

The Canadian Kennel club must be advised in writing, within thirty-nine (39) days, of any changes to the club's executive.

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

#### 6.01 BOARD OF DIRECTOR MEETINGS

Shall be held at the place and time designated by the board of directors with all board members notified at least fourteen (14) days in advance via mail, email or other transmission. At least one board meeting shall be held annually. A majority of board members, represented in person, that are in good standing with the club shall constitute a quorum. Each board member shall be entitled to one vote only per motion regardless of whether or not such director is occupying two positions. Meeting summary, including an accounting of all matters proposed, discussed, or decided, shall be posted to the club within thirty (30) days of the adjournment of the meeting.

#### 6.02 EXECUTIVE MEETINGS

Shall be held at the place and time designated by the executive with all executive members notified at least fourteen (14) days in advance by mail, email or other transmission. A majority of executive members represented in person that are in good standing with the club shall constitute a quorum. Each executive member shall be entitled to one vote per motion. Executive meetings are convened as needed. Meeting summary, including an accounting of all matters proposed, discussed, or decided, shall be posted to the club within thirty (30) days of the adjournment of the meeting.

#### 6.03 OFFICERS MEETINGS

Shall be held at the place and time designated by the Officers with all members notified at least fourteen (14) days in advance by mail, email or other transmission. A majority of officers represented in person that are in good standing with the club shall constitute a quorum. Each officer shall be entitled to one vote per motion as per article 6 below. Officer meetings are convened as needed. Meeting summary including an accounting of all matters proposed, discussed, or decided, shall be posted to the club within thirty (30) days of the adjournment of the meeting.

#### 6.04 EMERGENCY MEETING

The President may call an emergency meeting of the board, executive, or officers on less than usual notice providing there is the approval by telephone or otherwise, of at least two-thirds (2/3) of those called to the meeting. In such case, a meeting may be held, but the matters to come before such meeting shall be limited to those of an emergency nature which were the object of the call of the meeting. A summary and final result of the emergency meeting shall be reported to the club within thirty (30) days of the adjournment of the meeting.

### **SECTION 7 BREED STANDARD CHANGES AND ALTERATIONS**

#### 7.01 BREED STANDARD DEBATE

Any amendments or changes to the breed standard may be made only after the proposed alterations have been raised for debate in at least two regular meetings of the club and open for discussion over a period of at least thirty (30) days, and then been voted on by the voting membership of the club.

#### 7.02 NOTICE OF PROPOSED BREED STANDARD AMENDMENT

The breed standard may be amended at any time in accordance with CKC regulations provided a copy of the proposed amendment has been mailed/mailed or otherwise electronically transmitted by the secretary to each eligible voting member in good standing on the date of mailing.



### 7.03 BREED STANDARD POLLS

Preliminary and discussion polls shall be conducted by online ballot; final approval poll must be by written ballot.

- a) For online ballot: an on-line ballot shall be set up by the secretary or e-list moderator for electronic secret vote. Polls for electronic votes to be open for period of seven (7) days.
- b) For written ballot: the amendment must be accompanied by a ballot on which the member may indicate a choice for or against the action to be taken. Dual envelope procedures shall be followed in the handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the secretary.

### 7.04 BREED STANDARD RESOLUTION

In the case of the breed standard, a two-thirds (2/3) majority vote of those eligible voting members who have voted is required to affect the amendment.

### 7.05 BREED STANDARD EFFECTIVE DATE

No amendment to the breed standard may be enforced or acted upon until it has received the approval of the Canadian Kennel Club and is subject to CKC date of effect.

## SECTION 8 REVISING THE BY-LAWS

### 8.01 REPEAL OR AMENDMENT

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed. 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.

### 8.02 BY-LAW DEBATE

Changes in these by-laws may be made only after the proposed alterations have been raised for debate in at least two regular meetings of the club and open for discussion over a period of at least thirty (30) days, and then been voted on by the regular voting membership of the club.

### 8.03 NOTICE OF PROPOSED BY-LAW AMENDMENT

The by-laws may be amended at any time provided a copy of the proposed amendment (the document to contain the entire by-laws as revised) has been mailed, emailed or otherwise electronically transmitted by the secretary to each eligible voting member in good standing on the date of mailing.

### 8.04 BY-LAW POLLS

All polls for by-law revisions shall be conducted by online ballot. On-line ballots shall be set up by the secretary or e-list moderator for electronic secret vote. Polls for electronic votes to be open for period of seven (7) days.

### 8.05 BY-LAW RESOLUTION

In the case of the By-laws, a two-thirds (2/3) majority vote of those eligible voting members who have voted is required to affect the amendment.

### 8.06 SUBMISSION OF BY-LAW CHANGES

- a) The Canadian Kennel club must be advised in writing, within thirty-nine (39) days, of any changes to the club's by-laws.
- b) Approved by-laws will be submitted to the Ministry of Industry within twelve (12) months of being confirmed.

### 8.07 ADOPTION OF BY-LAWS

This by-law replaces all prior by-laws and amendments adopted as of the date herein below noted and at the time of its adoption constitutes the only by-law of the corporation.

### 8.08 EFFECTIVE DATE

This document to which is affixed the corporate seal is certified to be the official By-law of the Corporation, as enacted by the directors of the Corporation and confirmed by the members of the Corporation by special resolution on the 25th day of March, 2013.



## APPENDIX 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 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;

"Canadian resident" means a person who is a Canadian citizen or permanent resident of Canada and whose principal residence is in Canada for a total of at least six (6) months during any calendar year;

"CKC" is the accepted abbreviation for the Canadian Kennel Club;

"good standing" shall be defined as a member of at least one or more years membership in the club, who is regarded as having complied with all explicit obligations of the club including membership dues up to date, ongoing criteria for membership, and with no outstanding discipline issues.

"HFC" is the accepted abbreviation for the Havanese Fanciers of Canada:

"not-for-profit" means that any proceeds, income or profit acquired by the corporation may be used only in accordance with the goals and activities of the club and not for the profit of any member.

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

"regional director" means a representative of a designated region within Canada;

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

"residence" means the place where a person habitually resides;

"seal" means the official seal of the club, an embossed imprint of which is used to certify certain official documents;

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

"sponsor" means a regular voting member in good standing, who has been a member for at least two (2) years and who gives endorsement of a prospective membership applicant whom he/she has known for a minimum specified length of time.

\* In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders.