

HAVANESE FANCIERS OF CANADA ^{Inc.}
CONSTITUTION AND BY-LAWS



1. **NAME:** The name of the club shall be HAVANESE FANCIERS OF CANADA, Hereinafter referred to as the club. This club shall be a National Club and its area of operations shall be all of Canada.
This club's fiscal year shall begin the 1st day of January and end on the last day of December.

2. **OBJECTS**

The objects of the club shall be the protection and responsible promotion of the Havanese through the following means:

- a) Educate the public about the Havanese Breed.
- b) Provide a rescue service
- c) Hold seminars to educate and ensure responsible ownership.
- d) To serve as a resource to Canadian Havanese Breeders.
- e) To do all in its power to protect and advance the interest of the Havanese breed and to encourage sportsmanlike competition at conformation shows, obedience/agility trials and other performance events.
- f) The club shall operate on a non-profit basis. Any resulting surplus shall not be used for the benefit of any member of the club.

REVISING THE CONSTITUTION AND BYLAWS

2.21 Changes in this constitution and Bylaws may be made only after the proposed alterations have been raised for debate in at least two regular meetings of the Club and been voted on by the voting membership of the Club with a 2/3 approving majority (of votes returned), the document to contain the entire Constitution and Bylaws as revised.

2.22 The constitution and by-laws, may be amended at any time provided a copy of the proposed amendment has been mailed, emailed or otherwise electronically transmitted by the secretary to each member in good standing on the date of mailing,

a) Written Ballot - the proposed amendment must be accompanied by a ballot on which he may indicate his 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 30 days after the date of mailing by which date the ballots must be returned to the Secretary.

b) Or, where agreed upon by the voting membership, an Electronic ballot may be set up by the Secretary or e-list moderator for a secret electronic vote. Electronic votes to be set up for a minimum period of 7 days.

2.22 Approved By-Laws will be submitted to the CKC for their records.

2.23 Approved By-Laws will be submitted to the Ministry of Industry. No repeal or amendment may be enforced or acted upon until it has received the approval of the Minister of industry.

3 **MEMBERSHIP**

3.1 The membership year for the club shall be from the first day of January to the last day of December.

3.2 Any Canadian Resident, over 18 years of age, who owns/co-owns at least one CKC registered Havanese, is a CKC member in good standing and who meets the criteria for membership as per Article 3.4 below is eligible for regular membership in the Club.

3.2.1 Any Canadian resident over 18, foreign resident, and youth 10 to 17, who own/co-own at least one registered Havanese who does not meet the criteria for regular membership for reasons of age, residence, activity level, fledgling knowledge of the breed, length of acquaintance with sponsors etc. but who does meet the criteria for non-voting membership as per article 3.5 below is eligible for non-voting membership in the Club.

3.3 Types of Membership:

a) Regular Member: Anyone voted into membership according to section 3.4 below

b) Honorary Member: A member who has contributed to the welfare of the Havanese breed but who may no longer be actively involved in breeding or breed promotion. Honorary membership is non-voting. The regular members must vote this member in. It is a permanent status with no dues payable.

c) Associate Member: For pet owners, performance enthusiasts and newcomers to the breed who support the principles and ideals of the HFC and who are voted into membership according to section 3.5 below. Associate membership is non-voting.

d) Foreign Member: adult whose primary residence is outside of Canada who supports the principles and ideals of the HFC and who is voted into membership according to section 3.6 below. Foreign membership is non-voting.

e) Junior Member: for youths aged 10 to 17 years voted into membership according to section 3.7 below. Junior membership is non-voting.

3.4 Admission to Regular Membership shall be based on the following criteria and dependant upon payment of the appropriate annual dues.

3.4.1 A Regular member is someone who is currently engaged in some aspect of promotion of the breed whether through showing, breeding, field or obedience training, etc. and then subject to approval of the Membership Approval Board as per section 3.6 below

3.4.2 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 2 meetings during the year OR participation in at least two activities that contribute to the Club.

3.4.3 Member in Good Standing - shall be defined as a regular member of at least one or more years membership in the Club, who meets the ongoing criteria for active Club participation and who has membership dues up to date.

3.4.4 Application for Regular Membership: Each application for membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by this constitution and the by-laws and the rules of the Havanese Fanciers of Canada. That application shall state the name and address of the applicant and it shall carry the endorsement of 1 Regular Member, as well as information supporting the active involvement in the Havanese Breed. The sponsors shall be a member in good standing, who has been a member for at least 2 years. Membership application shall include a brief biography of the applicant. Members sponsoring the applicant are encouraged to provide a letter of referral which includes some background information. Accompanying the application, the prospective member shall submit dues for the current year. Membership applications which are approved after October 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.

3.5 Admission to Non-voting Membership (Associate member, Foreign member or Junior member) shall be based on the following criteria and dependant upon payment of the appropriate annual dues. Non voting members are not counted towards a meeting quorum.

3.5.1 A non-voting member is someone who owns or co-owns a registered Havanese and then subject to approval of the Membership Approval Board as per section 3.6 below. All breeders are encouraged to apply for voting membership and subject to additional criteria according to HFC membership guidelines.

3.5.2 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 1 meeting during the year or participation in at least one other activity that contributes to the Club.

3.5.3 Application for Non-voting Membership: Each application for non-voting membership shall apply on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by this constitution and the by-laws and the rules of the Havanese Fanciers of Canada. That application shall state the name and address of the applicant and it shall carry the endorsement of 1 regular Member in good standing who has been a member for at least 2 years. Accompanying the application, the prospective member shall submit dues for the current year. Membership applications which are approved after October 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.

3.6 Approval of Membership: The application will be reviewed by the Membership approval committee who will gather and confirm all pertinent information. Once the application has been unanimously approved by the committee, the candidate will be presented to the membership for comment prior to final approval.

3.7 Rejection of Membership: Any applicant who has been rejected must be informed within 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.

3.8 The following rights and privileges shall be extended to members::

- a) Regular Member 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
- b) All members will receive all pertinent mailings as well as the newsletter four times per year.
- c) All Members must agree to abide by the Club's Code of Ethics and Conduct.
- d) In a two member voting household, the second voting member shall be entitled to a rebate equal to the cost of the newsletter. Only one newsletter will be mailed.

3.9 Termination of Membership:

- a) A Member may be expelled from the Club if found by a 2/3's majority of returned votes to be in violation of the Club's Code of Ethics
- b) A member may resign at any time by writing a written letter of resignation and given to the secretary by either electronic or regular mail
- c) Termination of membership may occur as a result of resignation, failure to renew, expulsion by the Club, or as a result of deprivation, suspension, debarment, expulsion or termination of the CKC Membership as imposed by the CKC's Discipline Committee.

3.10 Voting Privileges: An individual must be a Regular Member for at least 1 full year prior to being granted voting privileges. Unpaid membership dues shall constitute denial of 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 waiting period

3.11 Leave of Absence - A member in good standing may request a one year Leave of absence for personal reasons. Regular 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.

4 MEETINGS

Meetings shall be held at the date, time and place as determined, in a member approved forum where all members have access and may participate equally. Private and secure location with only members permitted attendance.

4.1 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 or emailed to each member 30 days prior to the date of the meeting. The quorum of the meeting shall be ½ of the regular membership, all of who must be in good standing with the club. Each regular member shall be entitled to one vote per motion as per article 6 below.

4.2 Two members of the Club may request special meetings in writing. Notice of a special meeting must be sent 3 weeks in advance to all members.

a) Quorum of the Club for a special meeting shall be defined as 1/2 majority of the Regular Members, represented in person that are in good standing with the club.

b) Voting at a special meeting shall be carried out by secret ballot, one vote per member per motion. The secretary will mail out the ballots to each Regular Member or secret ballot vote may set up electronically.

c) Such special Meetings 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.

4.3 Regular meetings: Shall be held at the place and time designated by the board of directors with all members notified at least 14 days in advance via mail, email or other transmission. Quorum shall be ½ of voting members represented in person that are in good standing with the club. Each regular member shall be entitled to one vote per motion as per article 6 below.

4.4 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 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 per motion as per article 6 below.

4.5 Executive meetings: Shall be held at the place and time designated by the Executive with all executive members notified at least 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 as per article 6 below.

4.6 Officers meetings: Shall be held at the place and time designated by the Officers with all members notified at least 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.

5. BOARD OF DIRECTORS:

5.1 The Board: The Board shall comprise of the officers (President, Vice-President, Secretary and Treasurer) who are residents of Canada plus a minimum of 4 Directors of the 6 regions across Canada together with the Chairpersons of all standing Committees, all of who must be in good standing with the Club and the Canadian Kennel Club. All members of the Board of Directors must be 18 years of age with power under law to contract. No more than 3 Regional Directors may be elected from any one region and directors must reside in the region they represent. Regional directors shall be elected for 5 terms as provided and shall serve until their successors are elected. All officers (other than regional directors) shall be elected for a 2 year term and shall serve until they are replaced. General Management of the Club's affairs shall be entrusted to the Board of Directors. If a member of the Board resigns or is expelled, the Club's members will nominate and have a vote on a new member into that vacancy. All board positions are non-renumerated.

5.2 Resignation from Board

Board positions including officers, executive, regional directors and standing committee chairman shall be automatically vacated

a) if at a special meeting of members, a resolution is passed by 2/3 of the voting members present at the meeting that he/she be removed from office.

b) If a board member has resigned office by delivering a written letter of resignation to the secretary of the Club

c) If a member faces deprivation, suspension, debarment, expulsion or termination of the CKC Membership as imposed by the CKC's Discipline Committee.

d) On death

5.3 DUTIES OF THE 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.

b) Vice-President: the vice-president 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.

- 5.4 The executive of the Club shall consist of the above officers together with the immediate Past President and Regional Directors. All executive positions are non-remunerated
- 5.5 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 director shall be available for help, support, and follow-through on areas that need attention. 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. All regional directors positions are non-remunerated
- 5.6 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.
- 5.7 The executive committee will outline the duties of the committees as each committee is struck and a chairperson appointed. Committee appointments shall be reviewed annually.
- 5.8 The club will ensure that the Canadian Kennel Club is advised in writing, within 39 days, any changes to the Club's Constitution/By-Laws or the Club's executive.

6. VOTING: Voting will be done at regular meetings, the annual general meeting, special meetings of the Club, or as required. Each eligible member shall be entitled to one vote per motion. Voting by proxy shall not be permitted. Voting shall be limited to those regular members in good standing who are present at the meetings except for the election of officers and Directors and amendments to the constitution and by-laws (and standard of the Breed), which shall be decided by secret ballot. Ballots will be mailed out by the secretary, or may set up for electronic secret vote (in a secure private format as consented to by the membership).

6.1 If there is no quorum at a meeting where a vote is required, the option of a 24 hour electronic vote may be considered.

6.2 Motions will be approved with ½ clear majority ; defined as 50% + 1 of votes cast - abstentions do not count as cast votes ; with the exception of Constitution /Bylaw and Standard Changes which require a 2/3 approving majority of cast votes.

7. NOMINATIONS:

- a) No person may be a candidate in a Club election who has not been nominated in accordance with these by-laws. All Regular Members are entitled to nominate someone for a position on the Board of Directors. Only regular members may be nominated for office.
- b) The nominations shall be sent to the secretary and the secretary will post the list of nominees in writing (via mail, email or other electronic transmission) to all Regular Members for vote as per article 8 below

8. ELECTIONS: The election of the officers shall be conducted by secret ballot. Ballots to be voted must be received by the individual designated by the Board within 30 days of receiving the nominations. The designated individual who is not a candidate for the Board shall count ballots. Alternately, where agreed upon by the membership, an electronic secret ballot vote may be set up. The person receiving the largest number of votes from each position shall be declared elected. Results shall be posted to regular members by email or letter whereby necessary

- a) Officers: the Regular Members of the Club shall elect the officers of the Club
- b) Directors: The Regional Directors of the Club shall reside in the region, which they are representing and shall be elected by the Regular Members of the Club.
- c) Officers terms will commence on January 1st following election and run for two years as per article 5.1

9. FINANCE:

9.1 The financial year of the Club shall be a calendar year, commencing on the first day of January and ending on the last day of December.

9.2 Dues shall be the amount specified by the board of directors (payable annually during the month of December)

9.3 Banking: : the funds for the Club shall be placed in a branch of any Canadian Chartered Bank except for amount specified by the board of directors as authorized to be placed in the safe-keeping of certain board members as a Petty Cash fund.

9.4 All cheques issued by the Club shall require the signatures of two 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.

9.5 Should this Club remain inactive for a period of (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 charity decided upon by a two-thirds majority vote.

10. AUDITOR - The members shall at each annual meeting appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting. If vacancy occurs during the year, the directors may fill such vacancy. The remuneration of the auditor (if any) shall be fixed by the board of directors.

11. LOGO - The official HFC Club logo is copywrite to the Havanese Fanciers of Canada and may only be used by the Club. Any members wishing to use the Logo for fundraising and/or other applications must receive prior board approval.

12. LEGAL - The Treasurer and the President shall hold signing authority. For HFC Rescue, the rescue chairman and HFC treasurer shall hold signing authority.

13. EXECUTION OF DOCUMENTS – Contracts and documents requiring the signature of the corporation shall be signed by two 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 the board of directors.

14. 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.

15. BREED STANDARD CHANGES AND ALTERATIONS

13.1 Any proposal to alter the Breed Standard shall be presented for debate in at least two regular meetings of the Club and shall be subject to 2/3 approving majority of cast votes.

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

a) For written ballot, the amendment must be accompanied by a ballot on which he may indicate his 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 30 days after the date of mailing by which date the ballots must be returned to the Secretary.

b) OR For Changes or Revisions to the Breed standard; where agreed upon by the voting membership, an on-line ballot may be set up for electronic secret vote. Polls for Electronic votes to be open for a minimum period of 7 days.

13.3 In the case of the Breed Standard, a 2/3-majority vote of those eligible voting members who have voted is required to affect the amendment.

16. CONFLICT OF INTEREST

Conflict of Interest - Members who hold Executive and/or Board of Director positions require permission from their executive directors before accepting appointments to the executive or board of any other Club as some of these may have parallel or overlapping concerns. When issues arise that may place them in actual or potential conflict with HFC Club policy or procedures, they should declare a conflict of interest. This includes activities which may directly conflict with their duties as HFC board members, or which use their knowledge of confidential HFC plans, projects or information that may influence or affect them in carrying out their duties as a member of the HFC. No Board member shall use his/her appointment for personal or political gain.

17. AFFILIATION

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

a) Formation of a regional or local club subsidiary to the National Club according to HFC and CKC guidelines for affiliation.

b) By accepting independently formed regional and local Havanese clubs into affiliation according to HFC and CKC guidelines for affiliation

18. DISCIPLINE

16.1 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.

16.2 A Regular Member found in violation of these by-laws or Code of Ethics should be sent a notice in writing as such. Notice to be sent by the secretary or assigned member of the Discipline Committee. The Regular Member will be given 30 days to respond to the violation. The reply will be forwarded to the Discipline Committee for review. The Committee Members will discuss discipline, debarment, being expelled or deprivation of privileges to the club. The Discipline Committee then will forward a brief summary and discipline recommendation to all the regular members in good standing at a Special meeting for a final decision (2/3 majority of cast votes of members in attendance). The Regular Member in Violation will receive a written notice of the Club’s decision by Registered Letter.

These by-laws of Corporation are not embodied in the letter patent and may be repealed or amended by by-law or a new by-law relating to the requirement of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least 2/3 of members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Ministry of Industry has been obtained.