

Halifax Kennel Club Inc.

CONSTITUTION

AND

BY-LAWS

May 2013

*The Halifax Kennel Club Inc. Halifax, Nova Scotia
By-Laws*

Halifax Kennel Club Inc.

CONSTITUTION AND BY-LAWS

May 2013

-- TABLE OF CONTENTS --

ARTICLE 1: AFFILIATION
ARTICLE 2: OBJECTS
ARTICLE 3: MEMBERSHIP
ARTICLE 4: APPLICATION FOR MEMBERSHIP
ARTICLE 5: MEMBERSHIP RENEWAL
ARTICLE 6: EXECUTIVE COMMITTEE
ARTICLE 7: INDEMNITY TO EXECUTIVE MEMBERS & OTHERS
ARTICLE 8: FOR THE PROTECTION OF EXECUTIVE MEMBERS
ARTICLE 8: FOR THE PROTECTION OF EXECUTIVE MEMBERS
ARTICLE 9: FISCAL YEAR – AUDIT OF ACCOUNTS
ARTICLE 10: ANNUAL DUES
ARTICLE 11: ANNUAL GENERAL MEETING
ARTICLE 12: MEETINGS
ARTICLE 13: SHOWS AND TRIALS
ARTICLE 14: DISCIPLINE
ARTICLE 15: NOMINATING COMMITTEE
ARTICLE 16: AMENDMENT TO BY-LAWS
ARTICLE 17: AREA OF OPERATION
ARTICLE 18: DISSOLUTION OF HALFIAX KENNEL CLUB

Halifax Kennel Club Inc.

CONSTITUTION

8 Geo VI 1944

An Act to Incorporate the Halifax Kennel Club
(passed the 6th day of April A.D. 1944)
As amended by 60 Elizabeth II, 2011
An Act to Amend Chapter 77 of the Acts of 1944
An Act to Incorporate the Halifax Kennel Club

Be it enacted by the Governor and Assembly as follows:

Body Corporate

1. W.P.Moore, J.R. Eldridge, G.G. Ryder, G.F.L. Horner, A.T. Johnson, all of Halifax and A.V.Martin of Bedford, in the County of Halifax, Province of Nova Scotia and such other persons as are now members or shall hereafter become members of the Halifax Kennel Club, herein after referred to as the “Club”.

Objectives

2. The objects of the Corporation shall be:
 - a) to promote and encourage the welfare of the pure-bred dog; to use its best efforts to guard the interests of the owners and breeders of the pure-bred dog, insofar as canine matters are concerned; to conduct shows, tests and field trials; to raise money for the purpose of the Club by giving of any entertainment and the holding of fairs, exhibitions or shows of any kind.
 - b) to provide and have a club house or hall for the use of its members.
 - c) to make contracts for the purpose of the Club and to sue for and be sued to in the Corporate name.
 - d) to apply from time to time any of the funds of the Club for any purposes of the Club, and to do all such things as are incidental or conducive to carrying out of the above objects or any of them.
 - e) to make contracts for the purpose of the corporation thereto, including the borrowing of money for the purpose of the Club or objects pursuant to the Act.

Acquisition of Property

3. The Club shall have the power and the authority to purchase, lease or otherwise acquire and hold real and personal property for the purpose of the Club and may rent, sell, lease, hire, mortgage or otherwise dispose of the whole or any part of the real or personal property, rights and privileges it may own at any time subject, however, on approval of two-thirds of its active membership at a meeting to be called and had for that purpose.

By-Laws

4. The Club shall have the power and authority to make By-Laws and regulations relating to its objects, aims and purposes and for the conduct and management of its affairs, and prescribe the terms and conditions for the admission and expulsion of members and fees to be paid by such members, and such By-Laws and regulations may divide the members into different classes and define the rights and privileges to be enjoyed by each class and provide for the election of officers and the appointment of committees and from time to time amend, alter, add to or repeal the same, in whole or in part, in the manner provided by such By-Laws and regulations.

Executive Committee

5. The general administration of the affairs of the Club shall be vested in the executive committee and until the first meeting for the election of an executive committee after the adoption of the By-Laws and Regulations the persons named in the first section of this Act, are constituted a provisional executive committee of the Club and may elect officers.

Fees, etc.

6. The Club shall have and possess power to use and collect all fees, dues, subscriptions and all other accounts and moneys that may become due and payable according to the terms of the By-Laws and regulations of the Club.

Execution of Instruments

7. The Club shall have and possess the power through its proper officers, to make or become parties to promissory notes, bills of exchange, and negotiable papers; make draw, accept or endorse or otherwise execute in accordance with the By-Laws and regulations of the Club made in that behalf; and every such instrument executed as aforesaid shall in no case require the seal of the Club to be affixed and no officer of the Club so making or drawing, or accepting or endorsing, any such instrument for the Club shall be individually liable thereupon.

Execution of Deeds, etc.

8. The Club shall have the power and authority by its proper officers to make and execute any bonds, covenants and agreements necessary to secure any amount or advance made to the Club, subject however, to the approval of two-thirds of its active membership, also for that purpose have the power and authority through its proper officers to make and execute any Deed or Mortgage on real or personal estate with its usual covenants contained in such documents subject however, as aforesaid, to two-thirds vote of its active membership.

Vesting of Property

9. All real and personal property and effects now owned or held by any person on behalf of the Halifax Kennel Club, are hereby vested in the Club hereby incorporated and shall be applied solely to the purpose of the Club

Personal Liability

10. No member or officer of the Club shall be liable in his personal or separate establishment for the debts or liabilities of the Club to a greater amount in the whole than his unpaid fees, dues or subscriptions, unless he shall have rendered himself liable for a greater amount by becoming surety for the debts of the Club.

By-Laws
Halifax Kennel Club Inc.
Halifax, N.S.
(As amended May 28, 2013)

ARTICLE 1: AFFILIATION

The Halifax Kennel Club (hereinafter referred to as “HALIFAX KENNEL CLUB” or “the club”) shall be affiliated with, and operate under the rules and regulations of the Canadian Kennel Club.

ARTICLE 2: OBJECTS

Its objects shall be:

- a) to advance in every possible legitimate way the welfare of the pure-bred dog,
- b) to guard the interests of the owners and breeders of the same, insofar as canine matters are concerned,
- c) to disseminate among members and others knowledge of every kind concerning pure-bred dogs,
- d) to conduct shows, tests or trials at suitable intervals.

ARTICLE 3: MEMBERSHIP

Those eligible for membership in this organization shall be those persons who are interested in the welfare and improvement of pure-bred dogs. No person who has been expelled by the Canadian Kennel Club shall be eligible for membership. No person who has been suspended by the Canadian Kennel Club shall be eligible for membership until the period of suspension has ended. No person who has been convicted of cruelty to animals under the Criminal Code of Canada or provincial statute shall be eligible for membership.

Membership categories are regular, associate, life, honorary and junior and are defined as follows:

1. Regular Membership

Regular members are those members over the age of 18 who have been club members for more than 12 months. Regular members have full voting privileges of the club, provided they have attended at least 4 meetings in the previous 12 months.

2. Associate Membership

Associate members are those members over the age of 18 years who have joined within the last 12 months. Associate members, provided they have attended four (4) meetings, are eligible to vote, except on issues of by-laws or matters of significant financial impact over \$500. Associate members become regular members at the completion of 12 months provided they have attended at least 4 meetings during that period.

3. Life Membership

Life members are those members who have paid membership dues to the club for a period of thirty consecutive years. Life members shall enjoy all the privileges of a regular member, provided they have attended 4 meetings in the past 12 months. They are exempt from membership dues. (Note: For members who joined prior to 2002 criteria for life membership is 20 years.)

4. Honourary Membership

Honourary members shall be members or sponsoring benefactors without voting privileges.

5. Junior Membership

Junior memberships are available to persons under the age of 18 who are sponsored by a member of Halifax Kennel Club. They do not have voting privileges. At 18 years of age junior members shall attain regular membership status provided they have attended at least 4 meetings within the last 12 months.

ARTICLE 4: APPLICATION FOR MEMBERSHIP

Application for membership shall be made through any member of the club on the club's application form. The membership fee shall accompany each application.

The name of the applicant(s) shall be presented to the executive committee for approval. If approved by the executive the name of each new applicant will be communicated to Halifax Kennel Club members prior to the regular meeting at which the new applicant(s) will be considered. An applicant must be approved by a majority vote of regular voting members present. An applicant must be present at the meeting at which his/her application is voted upon.

ARTICLE 5: MEMBERSHIP RENEWAL

In October members will be provided a dues notice. A reminder notice will be provided members in November. Membership dues are due and payable by January 31. Members joining after September 1 enjoy membership gratis September through December of that year; their dues become payable the following January 31.

A member whose dues are outstanding as of February 1 will relinquish their membership. Membership may be reinstated on payment of full dues, plus a late fee of \$5.00 per month to a maximum of two months. After March 31, a past member is required to make an application to join the club as a new member.

ARTICLE 6: EXECUTIVE COMMITTEE

Mandate

The executive committee shall have general supervision of the business of the club and shall attend to such matters as from time to time may arise, shall develop policy and direction for the club's approval, and shall bring to the club's attention (with suggested course of action) those issues that are likely to impact on the objects as outlined in Article 2 of the by-laws of the club.

The executive committee shall meet monthly prior to the monthly meeting of the general membership.

Prior to accepting a position on the executive a member must understand the role of the executive committee and be prepared to fulfill the mandate of that office, or appoint a sub-committee to assist.

Composition

The officers of the club (president, vice-president, secretary and treasurer) must be members in good standing of the Canadian Kennel Club. The executive committee shall consist of the four officers of the club, plus the past president as well as the members' director, social director, publicity director and education director.

Eligibility for Office

Any member holding an executive office in any all-breed kennel club shall not be permitted to hold an executive office in Halifax Kennel Club simultaneously.

No member who has attended fewer than four (4) regular meetings of Halifax Kennel Club in the previous twelve (12) months (as determined by signatures in the club attendance book) shall be eligible to hold an executive office the following year. Any member who accepts an executive position must attend at least six (6) executive meetings as well as six (6) regular monthly meetings per 12 months.

President

The President shall chair all regular meetings of the club. The President or designated member of the executive shall be a member ex officio of all standing committees. The President is eligible for election to a second two-year term, in the absence of a nominee who meets the criteria set forth in these bylaws.

Vice-President

In the absence of the President the Vice-President shall chair all regular meetings of the club and perform all duties pertaining to the office of president. In the absence of the President or Vice-President, the immediate past president or any member of the executive shall be called upon to preside and conduct the business of the meeting. The Vice-President is responsible for ensuring that the webmaster receives material to update the club website as required. The Vice-President is eligible for election to a second two-year term as vice-president in the absence of a nominee who meets the criteria set forth in these bylaws.

Secretary

The Secretary shall keep the minutes of all regular meetings and executive meetings. The Secretary shall also keep all club records and be responsible for all correspondence regarding club business and events. The Secretary is eligible for election to a second two-year term. In the absence of a nominee who meets the criteria set forth in these by-laws, the Secretary is eligible for a third 2 year term.

Treasurer

The Treasurer shall receive all monies of the club and shall deposit them in a chartered bank in the name of the club. The Treasurer shall disburse all monies of the club and shall keep a correct and true accounting of the monies to be presented at each and every regular monthly meeting of the club. The Treasurer shall have access to all Halifax Kennel Club accounts. The Treasurer is eligible for election to a second two-year term. In the absence of a nominee who meets the criteria set forth in these bylaws, the Treasurer is eligible for a third 2 year term.

Members' Director

The Members' Director shall act as the club liaison between members and the executive committee, promoting fellowship and committee activities that do not fall within another director's mandate. It is the Members' Director's responsibility to report to the executive and membership. The Members' Director will maintain the membership roll of the club. The Members' Director will receive new applications for membership, renewals and annual dues and forward them to the Treasurer. The Members' Director is eligible for election to a second two-year term, in the absence of a nominee who meets the criteria set forth in these bylaws.

Publicity Director

The Publicity Director shall publicize all club functions, serve on all club committees where publicity is necessary and be granted funds as required to publicize Halifax Kennel Club functions. It is the Publicity Director's responsibility to report to the executive and membership. The Publicity Director is eligible for election to a second two-year term, in the absence of a nominee who meets the criteria set forth in these bylaws.

Social Director

The Social Director shall have responsibility for all club social events including the annual awards presentation and refreshments at regular meetings. It is the Social Director's responsibility to report to the executive and membership. The Social Director is eligible for election to a second two-year term, in the absence of a nominee who meets the criteria set forth in these bylaws.

Education Director

The Education Director shall have responsibility for arranging activities at club functions including meetings. It is the Education Director's responsibility to report to the executive and membership. The Education Director is eligible for election to a second two-year term, in the absence of a nominee who meets the criteria set forth in these bylaws.

ARTICLE 7: INDEMNITY TO EXECUTIVE MEMBERS AND OTHERS

Every member of the executive of the club or other person who has undertaken or is about to undertake any liability on behalf of the club and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out the funds of the club:

1. All costs, charges and expenses, whatsoever, which such executive members or

other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office.

2. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof: except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

ARTICLE 8: FOR THE PROTECTION OF EXECUTIVE MEMBERS

No member of the executive of the club shall be liable for the acts, receipts, neglects or defaults of any other executive member or employee:

- a) or for joining in any receipt;
- b) or for any loss, damage or expense happening to the club through the insufficiency of deficiency of the title to any property acquired by the club or for or on behalf of the club;
- c) or for the insufficiency or deficiency of any security in or upon which any monies of or belonging to the club shall be placed or invested;
- d) or for any loss or damage arising from the bankruptcy, insolvency or torturous acts of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- e) or for any other loss, conversion, misapplication or misappropriation or for any damage resulting from any dealings with any monies, securities or other assets belong to the club;
- f) or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto; unless the same shall happen by or through his own wrongful or wilful act or through his own wrongful or wilful neglect or default.

The executive members shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the club, except shall as have been submitted to or authorized or approved by the executive members. If any executive member of the club shall be employed by or shall perform services for the club otherwise than as an executive member or shall be a member of a firm or a shareholder, director of a company which is employed by or performs services for the club, the facts of them being a director or officer of such firm or company, as the case may be, does not disentitle them from receiving proper remuneration for such services.

ARTICLE 9: FISCAL YEAR – AUDIT OF ACCOUNTS

The fiscal year of the club shall be from January 1 to December 31 of each year.

All cheques issued by the club shall be signed by the treasurer and any one of the following officers: president, vice-president, or secretary.

Two auditors shall be appointed by the executive committee. It shall be their duty to audit the books of the club on which they shall report at the annual general meeting of the club or if the audit is not completed, at the next regular meeting of the club.

Shows and Trials

Each show treasurer, upon closing the show account, shall submit the show account records to the club treasurer. Within thirty (30) days of the completion of a show, a written report and an interim financial statement shall be presented to club members by the show treasurer. It shall be the duty of the executive committee to appoint two club members, not involved with that show committee, to audit the show treasurer's books. A final financial statement and complete books will be provided to the audit committee. The audit will be completed and a report presented to club members within three (3) months from the date of the show and any monies remaining turned over to the club.

ARTICLE 10: ANNUAL DUES

The annual dues for each membership class - single or family (two persons occupying the same address/residence) - shall be as recommended from time to time by the executive and approved by the general membership at the annual general meeting.

ARTICLE 11: ANNUAL GENERAL MEETING

The annual general meeting of the club shall be held in January of each year.

ARTICLE 12: MEETINGS

The club shall meet monthly, except for July, August and December unless otherwise directed by the president. The president at the written request of three (3) regular voting members may call a special meeting. The secretary will notify all members of the date of such meeting.

Parliamentary procedure shall prevail at the annual general meeting and all other meetings.

A quorum shall consist of a minimum of two (2) officers of the club as well as 25 per cent of the regular voting members of the club.

ARTICLE 13: SHOWS AND TRIALS

Section A General

When show dates have been determined for the coming year, a show chair shall be appointed and will have the power to appoint a show committee whose duty it shall be to organize and manage the shows, tests or trials. The chair shall be a regular voting member of the Halifax Kennel Club. The show superintendent, the show secretary and the show treasurer must be members of the Canadian Kennel Club. The duties of the show committee are set forth in the job descriptions document as approved by club members as required. The committee shall give progress reports to the executive committee when requested. With the exception of the selection of judges, the show committee shall make all arrangements for holding the show and trials, according to the club guidelines for show committees.

All cheques issued by the show committee shall be signed by two signatories, one being the show treasurer, the second being the club treasurer, or other authorized signing officer of the club. At the regular meeting held in the month following the show, the show chair will be responsible for providing a preliminary report.

Section B Judges' Selection Committee

The Judges' Selection Committee will engage judges for all shows and trials held by the Halifax Kennel Club in accordance with the mandate and guidelines drawn up for the committee and approved by the general membership.

ARTICLE 14: DISCIPLINE

Any member who is suspended from the privileges of the Canadian Kennel Club shall be automatically suspended from the privileges of Halifax Kennel Club for a like period.

Any member expelled from the Canadian Kennel Club shall also be expelled from Halifax Kennel Club.

Any member who has been convicted of cruelty to animals under the Criminal Code of Canada or provincial statute shall be expelled from Halifax Kennel Club.

ARTICLE 15: NOMINATING COMMITTEE

A nominating committee of four (4) regular voting members shall be appointed at the October meeting of the club. The president and the vice-president shall each appoint one member from the executive committee and one from the general membership.

The nominating committee must inform a prospective nominee of the full responsibilities of the executive position and any person who accepts nomination for office in Halifax Kennel Club must be prepared to fulfill the mandate of that office or appoint a sub-committee to assist.

The committee will present in writing a proposed slate for the ensuing year, comprised of a nominee for each office to be filled, to the executive committee at its November meeting and to the general membership at the regular November meeting of the club.

The committee shall accept additional nominations from the floor. When nominations are made from the floor for an executive office, nominees must be in attendance at the meeting to accept that position.

Voting for the office must be done at that meeting by secret ballot. If it is impossible for the nominee to be at the meeting, a written statement of acceptance shall be presented on their behalf. The chair of the meeting will appoint two (2) members from the meeting to count the votes.

In the case of a tie, the president shall cast their ballot before holding the annual general meeting. If the president is not present at the November meeting, the president will cast

their ballot before holding the annual general meeting. If voting is required, the results shall not be made known until the annual general meeting of the club has begun.

The newly elected officers shall be installed and take office at the annual general meeting of the club.

Resignation as a member of the executive committee must be submitted in writing. If a member of the executive committee should resign or lose office, a nominating committee shall select an interim candidate to fulfill the balance of the existing term. The candidate shall be elected by the members at the next regular meeting. At the end of the interim term, the candidate may have their name resubmitted by the nominating committee to serve a regular term of office.

ARTICLE 16: AMENDMENT TO BY-LAWS

Notice of proposed amendments to these by-laws must be submitted in writing at the regular meeting previous to that upon which action is desired, and notice of change(s) in the by-laws shall be inserted by the secretary in the notice of the meeting at which action is to be taken. A two-thirds vote of a quorum shall be required to pass such amendment.

ARTICLE 17: AREA OF OPERATION

The designated area of operation for Halifax Kennel Club is the boundaries of the county of Halifax prior to January 1996 and the area known as the Halifax Regional Municipality after January 1996, excluding the area of operation of the Dartmouth Kennel Club. This would include an area approximately 40 miles/63 kilometres in radius from Halifax City.

ARTICLE 18: DISSOLUTION OF HALIFAX KENNEL CLUB

In the event that there are fewer than fifteen (15) regular voting members remaining in the Halifax Kennel Club, a mandatory vote must be held. A majority of 80% of the remaining regular voting members is required to determine if the club continues or dissolves. In the event of a vote for dissolution, the assets of the club will be auctioned and any monies remaining shall be donated to the Atlantic Veterinary College Canine Research Foundation.