

Terrier Breeders' Association Of Canada, Inc.

Constitution

Approved July 21, 2015

Article 1 - Name

The Corporation shall be called "Terrier Breeders' Association Of Canada, Inc.", hereinafter referred to as "the Club" or "TBAC".

Article 2 - Affiliation

The Club shall maintain recognition by the Canadian Kennel Club, hereinafter referred to as "the CKC", and shall operate in accordance with the By-laws, Rules, Regulations and Policies of the CKC.

Article 3 - Objectives And Aims

The objectives and aims of the Club are:

- 3.1 to develop interest in and increase knowledge of and otherwise advance and protect all breeds recognized by the CKC as members of the Terrier Group here after referred to as the Terrier Breeds;
- 3.2 to encourage and assist breeders and new owners;
- 3.3 to conduct shows, and events, and educational programs for members and guests;
- 3.4 to encourage the detection and prevention of hereditary and acquired diseases of the Terrier Breeds, and encourage responsible breeding practices and the assumption of responsibility in solving any of the resultant problems in an ethical manner; and
- 3.5 to support these aims it will publish a newsletter as often as required, to circulate pertinent information.

Article 4 - Other Provisions

No member will knowingly sell or aid in selling any dog, puppy, litter, or provide stud service to a pet shop, dealer or catalogue house.

Article 5 - Area Of Operation

The area of operation of the Club shall be the Country of Canada.

Terrier Breeders' Association Of Canada, Inc.

By-Laws

Approved July 21, 2015

Article 1 - Definitions

For the purposes of these By-laws, the following interpretations shall apply:

- "Absent/Absence" - shall refer to the resignation, termination or leave of a person holding office;
- "AGM" - shall refer to Annual General Meeting;
- "Board of Directors" - hereinafter called "the Board" shall mean the elected Board of Directors of the TBAC;
- "Booster" - shall mean a show where the TBAC shall provide keeper trophies to encourage exhibition of Terrier Breeds;
- "Branch" - shall mean a Regional Club falling under the mandate of the TBAC;
- "By-laws" - shall mean the By-laws of the TBAC;
- "CKC Region" - shall mean one of the six Canadian Kennel Club Regions, being: British Columbia, Prairie Provinces (AB, SK & MB), Ontario, Quebec and Atlantic Region (NB, NS, PE & NF), Yukon & NWT;
- "Club" - shall mean the Terrier Breeders' Association Of Canada, hereinafter called "the TBAC" or "the Club";
- "Elections Officer" - shall refer to the person in charge of mailing out ballots, receiving and tabulating votes;
- "Expel" - shall mean termination of membership in the Club and depriving the person so expelled from all privileges of the Club;
- "Regional Specialty" - shall mean a regional, specialty show for Terrier Breeds only, which is administered by a person designated by the Club;
- "General Meeting" - shall mean any meeting of the TBAC open to the membership;
- "Member" - shall mean a member of the TBAC;
- "National Specialty" - shall mean the annual, national show for Terrier Breeds only, which is held by the TBAC;
- "Director (Regional)" - shall mean the person elected by membership to represent a region;

"Special General Meeting" - shall mean a meeting which is not an Annual General Meeting or a General Meeting;
"Suspend" - shall mean that a Member is deprived, for the period ordered, of all the privileges of the Club;
"Terrier" - shall mean a dog recognized by the CKC a member of the Terrier Group;

Article 2 - Corporate Seal

The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of TBAC.

Article 3 - Membership

3.1 Membership Year

3.1.1 The membership and fiscal year of the Club shall be from the first of January to the thirty-first of December.

3.2 Classes of Membership

3.2.1 Full Membership shall be open to those persons who have a proven record of breeding any Terrier and who support the aims and objectives of the Club, or who has been granted the qualification under article 3.2.3.

3.2.2 Associate Membership without voting privileges is open to those persons who support the aims and objectives of the Club.

3.2.3 An Associate Member may be granted Full Membership by the Board of Directors in recognition of exceptional service to the Club. This option shall be limited to two persons per annum.

3.2.4 Life Membership is offered to a Member who has made a significant long term contribution to the Club, maybe elected Life Member by 2/3 majority Members voting at an Annual General Meeting.

3.2.5 Member Emeritus, a Full Member who has made an outstanding long term contribution to the Club and who is no longer active, may be honoured by the title Member Emeritus by 2/3 majority of Members voting at an Annual General Meeting.

3.2.6 Member Emeritus and Life Members shall have full voting privileges and not pay membership dues. Life Members may hold office.

3.3 Membership Requirements

3.3.1 Membership shall be open to all persons who are over the age of 18 and are in accordance with the above purpose and Aims & Objectives of the Club;

3.3.2 All applications for membership are to be sent to the Secretary and must be on the appropriate form as approved by the Executive and contain the following:

A) the completed form signed by the Applicant

B) the prescribed annual fee

C) a signed endorsement of a Member in good standing, or two written referrals of two CKC Members in good standing, or a practicing veterinarian, which may be received under separate cover.

3.3.3 The name, address and the Terrier Breed of an Applicant for membership shall be entered into the minutes by the Secretary following the receipt of the properly completed application. Full Members will have 60 days in which to make objections in writing to the Secretary. Should no written objections be received by the Secretary in that time the Applicant is automatically accorded membership. Should a written objection be received the application shall be referred to the full Board and a decision rendered within 30 days. An Applicant rejected by the Board must be provided with a written explanation of the decision of the Board within 7 days.

3.3.4 No person shall be eligible for, or continue to enjoy membership in the TBAC who;

A) is under suspension or expulsion by the CKC, or

B) is actively engaged in the breeding, buying or selling of dogs which are not pure bred, or are not registered, or

C) is indebted to the Club in any way for longer than one month after the account is due, unless satisfactory arrangements have been made for payment, or

D) has been expelled under Article 3.4 of these By-laws.

3.3.5 The membership fees shall be set at the discretion of the Board of the TBAC.

3.4 Membership Discipline

3.4.1 Any Member of "the Club", who is suspended from the privileges of the CKC automatically shall be suspended from the Club. Loss of all privileges for the same period of time shall be enforced concurrently with all CKC suspensions.

3.4.2 The Board of Directors, hereinafter called the Board, shall have the power to expel from the Club any Officer or Member who has failed to observe the ideals and rules of the Constitution, or who has jeopardized the good name of the Club or the integrity of any of its Members by word, deed, or omission.

3.4.3 The Board will appoint a Complaint and Disciplinary Committee, hereinafter call the "Committee" consisting of two Members of the Board plus one other Member in good standing of TBAC.

3.4.4 The Committee is required to give written notice by registered mail setting out the date, time, place and the reason(s) for the disciplinary hearing being held.

3.4.5 The Member against whom the complaint has been filed will be entitled to make either oral or written submissions to the Committee. The above Member may be represented by an agent or counsel if he/she so elects.

3.4.6 The Committee shall hear the complaint and give reasons for its decisions.

3.4.7 Depending on the gravity of the offense the Committee may:

i) issue a warning, or

ii) refer the matter to the Board with their recommendations.

3.4.8 Where the matter is referred to the Board, the Board may hold a second hearing. Depending on the conclusion reached by the Board, the Board may:

i) warn, reprimand, expel, suspend, debar, terminate, any Member of the Club.

3.4.9 In the event of expulsion being invoked the Member in question may within 30 days of notification make application to the Secretary of the Club, to appeal the decision of the Board to the membership at large to be conducted by secret mail ballot.

3.5 Termination of Membership

3.5.1 A Member of the Club may resign his/her membership by notifying the Club in writing of this intent and sending it to the Club's Secretary at which time the Member shall be required to make payment of any financial indebtedness to the Club.

3.5.2 If a Member's dues remain unpaid 60 days after the first day of the fiscal year, the membership will be considered as lapsed and automatically terminated.

3.5.3 Membership is terminated when the member dies or resigns.

3.5.4 Membership is terminated when the member is expelled or their membership is otherwise terminated in accordance with the By-laws.

3.5.5 Membership is terminated when TBAC is liquidated and/or dissolved.

3.5.6 Upon any termination of membership, the rights of the member, including any rights in the property of TBAC, automatically cease to exist.

Article 4 - Head Office

Until changed in accordance with the Act, the Head Office of TBAC shall be at the current residence of the Secretary.

Article 5 - Organization

5.1 Board of Directors

5.1.1 The elected Board shall be comprised of the President, Vice-President, Secretary, Treasurer, or combined Secretary/Treasurer and up to nine Directors elected. No more than three shall reside in any one CKC region. Directors must reside in the area of which they represent.

5.1.2 Any vacancies occurring on the Board of Directors during the term of office shall be filled by election of a majority vote of all the then members of the Board, except that of a vacancy in the office of President, which is automatically filled by the Vice-President.

5.1.3 The Board shall consist of Members in good standing with the CKC, all of whom shall also be Members in good standing of the TBAC and shall be residents of Canada.

5.1.4 The term of office of the Board shall be two years.

5.1.5 The property and business of the Club shall be managed by the Board, which business may be conducted by mail, electronic mail or telephone through the Secretary,

5.1.6 The Board of Directors can borrow and grant security by a resolution of the members that is passed by at least two-thirds of the members.

5.2 Executive Officers

5.2.1 The Executive Officers shall be the President, Vice-President, Secretary and Treasurer, or combined Secretary/Treasurer.

5.2.3 The Board shall appoint and terminate any committees it deems necessary to further the aims of the Club. The Chair of such committee shall report the proceedings of such meetings to the Board through the President.

Article 6 - Powers And Duties Of Executive Officers

6.1 The President

A) shall be Chief Executive Officer,

B) shall automatically be a Member of all committees other than the Disciplinary Committee
C) shall be the chairperson of all general and executive meetings and shall only vote where a casting vote is required in the event of a tie.

D) shall consult with all Board Members on all issues dealt with by the Board

6.2 The Vice-President

A) shall perform all the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.

6.3 The Secretary

A) shall keep record of all meetings of the Club including the Board, and forward the minutes of such meetings to all Members within 7 days;

B) shall have charge of the correspondence;

C) shall notify new Members of their election to membership;

D) shall keep a roll of the Members with their addresses, etc;

E) shall notify the Members the necessity of renewing their memberships;

F) shall carry out such other duties as are prescribed in these By-laws or as the Board may decide;

G) shall have custody of the corporate seal;

H) shall promptly remit all new membership application cheques and any other Club funds to the

Treasurer.

I) each year call for nominations for National Specialty Judges and conduct a mail ballot if necessary

6.4 The Treasurer

A) shall receive all funds of the Club.

B) shall promptly deposit the same in a chartered bank as approved by the Board in an account in the name of the Club.

C) shall keep books opened at all times for inspection by the Executive and any Member at his or her request.

D) shall give a financial report at each meeting.

E) shall send annual financial statements to members 21-60 days before the AGM.

Article 7 - Conducting Club Business

7.1 Execution Of Documents

7.1.1 Contracts, documents or any instruments in writing requiring the signature of TBAC and properly approved by the membership, shall be signed by any two Executive Officers being the President and one other Executive Officer and all contracts, documents and instruments in writing so signed shall be binding upon TBAC without any further authorization or formality.

7.1.2. All banking documents and cheques may only be signed by either the President, Vice President or the Secretary; and the Treasurer.

7.1.3. No person or officer shall have the authority to bind the Club to any contract, document, instrument, or any other obligations unless duly authorized in writing by the Board.

7.2 Meetings

7.2.1 The Directors may determine that the meeting may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7.2.2 Any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Any person participating in a meeting of members who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that TBAC has made available for that purpose.

7.2.3 The AGM shall be held at such a place and date as may be determined by the Executive. Notice specifying the date, time, place and reasons for holding such meeting shall be sent to all Members at least 21 days before the date fixed for the same and will contain enough information to allow the Member to make a reasoned decision.

7.2.4 At every AGM, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented.

7.2.5 General Meetings shall normally be held monthly or at the discretion of the Executive.

7.2.6 The Board shall call a Special General Meeting of Members on written requisition of not less than 10 voting members. Notice specifying the date, time, place and reasons for holding such meeting shall be sent to all

Members at least 21 days before the date fixed for the same and will contain enough information to allow the Member to make a reasoned decision..

7.2.7 A two thirds majority vote of Members present will prevail at a Special General Meeting. However, decisions at such meetings shall be ratified by a 2/3 majority vote, of members.

7.2.8 10% voting Members at an Annual Meeting or regular General Meeting shall be a Quorum.

7.2.9 At all meetings a majority vote shall prevail. Each Full Member in good standing shall have one vote. Voting by proxy shall not be permitted.

7.2.10 A member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if TBAC has a system that enables the votes to be gathered in a manner that permits their subsequent verification. Absentee voting by members is not permitted except for electronic participation.

7.2.11 Executive Meetings and, or Board Meetings shall be held at the discretion of the Executive at such place and date as may be determined by the Executive. Minutes of Executive Meetings shall be circulated by the Secretary to the membership. All voting by the Board Members shall be recorded.

7.2.12 Electronic documents are permitted.

7.3 Nominations

An Elections Officer, who need not be a member of TBAC, shall be appointed by the Board no later than May 1st prior to an election being held. A nomination form will be sent out to the entire membership by the Elections Officer. All nominations for office must be received by the Elections Officer, in writing, prior to the deadline established. The Elections Officer will notify all persons nominated and determine their willingness to stand.

7.4 Elections

Ballots listing the nominees proposed for election to each position along with an unmarked envelope and a coded envelope will be sent by the Elections Officer to all Members in good standing by a specified time. The Ballots may be mailed in to the Elections Officer.

7.5 Election Voting

7.5.1 Mail-in-Ballots must be received by the Elections Officer no later than October 31 of the election year. Mail-in-ballots must be enclosed in an unmarked envelope within the coded envelope. Improperly mailed ballots will be treated as miss-marked ballots and will not be counted. The mailed-in-ballots will be held unopened by the Elections Officer as appointed by the Executive until the November meeting, when they will be opened, the senders code recorded by the Polling Clerk as appointed by the Executive, and the unmarked envelopes with the ballots enclosed placed in the ballot box.

7.5.2 The Elections Officer shall promptly notify each candidate of the results of the election.

7.6 Order Of Business

All meetings of the Members shall be conducted in an orderly manner in the following order of procedure;

- 1) Call the Members to order
- 2) Approval of the minutes for the previous General Meeting
- 3) Reports of the President, Secretary, Treasurer and Committee Chairs
- 4) Unfinished Business
- 5) New Business
- 6) General Discussion
- 7) Adjournment

Article 8 - Regional Branches Of The TBAC

8.1 The Board may approve Regional Branches, hereinafter call "Branches" of the TBAC from time to time. These Branches should be consistent with the geographic area of operation of the CKC Regions or combinations of Regions.

8.2 Branches shall fall under the mandate of the TBAC and are not individually officially recognized by the CKC. In accordance with the Constitution and By-laws the Branch will further the aims of the TBAC. The Branch shall be administered by Executive elected by Branch members. TBAC members resident in a Branch area are automatically voting members at their Branch. TBAC members outside of a Branch area may attend Branch meetings without voting privileges.

8.3 Individuals wishing to form a Branch of the TBAC must make a written request to the Secretary for Board consideration.

8.4 The Branch may have their own bank account but must give a written financial report to the TBAC Treasurer upon request or at least once a year.

8.5 Monies raised by a Branch may be retained for the purposes consistent with the aims and objectives of the TBAC. Should a Branch be dissolved any surplus funds shall be accrued to TBAC.

8.6 Branches may hold shows such as "Boosters" and "floating Specialties" after application to the TBAC Executive and with a majority vote at a TBAC General Meeting.

8.7 Branches will hold regular meetings, open to all Members of the Club, but only Branch Members may vote on Branch business. Minutes of all Branch meetings shall be forwarded promptly to the Secretary of the TBAC.

8.8 All Members of the Branch must be Members of the TBAC.

8.9 All correspondence to and from the branch shall be copied to the Secretary of the National Club.

Article 9 - Finance

9.1 The financial year of the Club shall commence on the 1st day of January and shall be concluded on the 31st day of December.

9.2 The Club shall not be conducted nor operated for profit and no part of any monies or remainder or residue from dues or donations to the Club shall be to the benefit of any Member or individual.

9.3 All monies due or belonging to the Club shall be governed as per Article 6.4 Duties of the Treasurer.

9.4 The Auditor for the next year shall be appointed at the AGM.

Article 10 - Membership Dues

10.1 The membership shall be charged the prescribed fees.

10.2 The membership will be officially advised the necessity of renewing their membership before last day December each year. This will be the only mandatory Member's notice for their dues, which shall be payable on or before the first day of January of each year.

Article 11 - Amendments

11.1 The Constitution and By-Laws must be reviewed at least every five years by a Committee appointed by the Board.

11.2 Any other proposed amendment to the Constitution and By-Laws must be filed in writing with the Secretary signed by 10 voting Members of the Club. A copy of the proposed amendment or amendments be mailed by the Secretary to all members within 30 days of receipt.

11.3 The Constitution and By-laws can be amended only by a two thirds vote of all eligible members voting in a mail ballot. Voting by proxy is not permitted.

11.4 A member entitled to vote may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if TBAC has a system that:

11.4.1 Enables the votes to be gathered in a manner that permits their subsequent verification, and

11.4.2 Permits the tallied votes to be presented to TBAC without it being possible for TBAC to identify how each member voted.

11.5 From the date of mailing of the ballots Members shall be allowed a period of not less than 30 days and not more than 60 days, during which the ballot may be returned.

11.6 Within 12 months of the confirmation of the By-law changes by the members, a copy of the amended By-laws must be sent to Corporations Canada.

Article 12 - Dissolution

12.1 The Club may be dissolved at anytime by a signed petition, of not less than 2/3 of the Members. After payment of all debts and liabilities of the Club, the property and assets of the Club shall be divided equally among accredited Canadian Veterinary Colleges for canine research.

Article 13 - Protocol For Boosters Or Specialties

13.1 Each year, two years in advance, the Board will determine a venue for the National Specialty, to be held in a region where there is sufficient membership interest and support to make the project viable. Each year, three years in advance the Secretary will call for nominations for National Specialty Judge. If necessary a mail ballot will be conducted to determine the Judge. Judge selection shall be completed no less than two years prior to the Specialty

13.2 The Sweepstakes Judge for the National Specialty shall be selected by the National Specialty Show Committee.

13.3 The venue and Judges for Boosters and Regional Specialties shall be approved by the Board.

13.4 Perpetual Trophies will not leave the possession of the Club.