

THE JAPANESE SPANIEL CLUB OF CANADA

Constitution and By-Laws

(Dec 2003 - Official)

1. NAME

- 1.1 The name of the name of the Club shall be THE JAPANESE SPANIEL CLUB OF CANADA, hereby referred to as the Club or J.S.C.C.
- 1.2 The area of operation shall be CANADA.
- 1.3 The Club logo is protected by copyright and cannot be used on any correspondence, advertising or the like without the express written permission of the Executive.

2. AIMS & OBJECTIVES

- 2.1 The objectives of the Club shall be:
 - a) To encourage the responsible and conscientious breeding of the Japanese Spaniel.
 - b) To further the recognition of the Japanese Spaniel in Canada.
 - c) To do all in its power to protect and advance the interest of the breed and to encourage sportsmanlike competition;
 - d) To provide a forum whereby Japanese Spaniel enthusiasts can exchange and generate information.
 - e) The Club shall be operated on a non-profit basis. Any resulting surplus shall not be used to the benefit of any member of the club;
 - f) The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

3. MEMBERSHIP

3.1 Membership Year

The membership year shall be from January 1st to December 31st.

3.2 Eligibility

Membership will be open to anyone, residing in any country, who is or has been actively involved with raising, training, health administration or judging the Japanese Spaniel. Prospective members do not have to be actively involved in the ownership of the Japanese Spaniel. No person shall be eligible for, or continue to enjoy membership, who is convicted of inhumane acts toward animals.

3.3 Types of Membership

There shall be two (2) types of memberships as follows:

a) General

- entitles each member to one vote per paid membership

b) Honorary

- entitles each member to one vote, with membership fee waived.

To qualify for an Honorary Membership, the nominee must meet the following criteria;

- i. have attained the age of 80 years and
- ii. have been recognized as a major contributor to the breed.

3.4 Dues

Membership dues shall be payable by the 1st day of February each year. Dues for membership shall be the amount specified by the Executive Committee and reviewed annually at the AGM. Notice of membership renewal and any increase in dues will be posted in the Winter newsletter.

3.5 Application for Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this constitution and by-laws and the rules of The Canadian Kennel Club. The application shall state the name and address of the applicant and be signed. The prospective member shall forward the application with dues payment for the current year, to the Secretary. The name of the Secretary will be published in the current Club newsletter and on all membership application forms.

3.6 **Approval of Membership**

General: Names of applicants will be published in the next Club newsletter following receipt of their membership application. If any member of the Club has reason to believe that membership should NOT be granted, such member will have sixty (60) days to submit a written objection to the Secretary, who will immediately submit a copy of the written objection to each member of the Executive Committee and Board of Directors. If no such objection is received, applicants will be granted membership in the Club.

Honorary: a General member must nominate. All nominations must be submitted to the Secretary on an approved nomination form for forwarding to the Board of Directors for approval. All nominations will be published in the next Club newsletter following approval by the Board of Directors.

3.7 **Rejection of Membership**

Any applicant who has been rejected must be provided in writing with a reason for such rejection.

3.8 **Termination of Membership**

Memberships may be terminated as follows:

- a) *Resignation.* Any member who is not indebted to the Club may resign upon providing written notice to the Secretary. He/she will be deemed to be a member of the Club until such time as the board of Directors accepts his/her resignation. When he/she ceases to be a member of the Club, there is no right or claim to refund of membership fees.
- b) *Delinquency.* A membership will be considered as "in arrears" and automatically terminated if such members' dues remain unpaid after March 1st of that year. Notice of delinquent dues will NOT be individually sent to members.
- c) *Expulsion.* A membership may be terminated by expulsion as provided in Section 11 of these by-laws.

4. **GENERAL MEETINGS**

4.1 The Annual General meeting of the Club shall be held each year at a place, date, and hour designated by the Executive. Notice of the annual meeting shall be sent, via electronic means or Canada Post, by the Secretary to each member at least 45 days prior to the date of the meeting. At such meeting the members will receive a year-end financial report and deal with any other business that is pertinent to the Club.

4.2 **Special General Meetings**

- a) The Board may call a special general meeting of the club at any time by providing such notice to the membership.
- b) The Board is obligated to call a special general meeting, upon the Secretary receiving formal request from at least 5 members in good standing.
- c) Such meeting shall be held at such place, date and hour as the Board of Directors may designate. Notice of the special general meeting shall be sent, via electronic means or Canada Post, by the Secretary to each member at least 30 days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted.

4.3 **Board Meetings**

The first meeting of the Board shall be held in immediately following the election of the Board. Other meetings of the Board of Directors shall be held at such times and places as called by the President or any two (2) Executive. Three (3) members of the Board will constitute a quorum at any meeting(s) of that body.

5. BOARD OF DIRECTORS

5.1 The Board

The Board of Directors shall be comprised of the Executive and a minimum of four (4) Directors representing a minimum of four (4) of the six (6) regions across Canada. No more than three (3) Directors may be elected from any one region and Directors must reside in the region they represent. Directors must be elected by members residing within the region they represent. Directors must be members in good standing with the Club and The Canadian Kennel Club

5.2 Executive

The Executive of the Club shall be the President, Vice-President, Secretary and Treasurer. All must be residents of Canada and members in good standing of The Canadian Kennel Club.

- a) The President will be the Chief Executive Officer of the Club. The President is not required to be in attendance at all meetings of the membership and the Executive and the Board of Directors. He/she will perform the duties consistent with the position of CEO. He/she will be an ex-officio member of all committees.
- b) In the absence of the President, or through his/her inability to exercise his/her duties, the Vice-President will assume the normal duties of the President. He/she will perform such duties as may be required of him/her by the Executive.
- c) The Secretary will attend all General, Special and Executive meetings. He/she will record minutes of the proceedings to be sent to all Executive and Board members. He/she will ensure that the minutes of the AGM are submitted to the editor for the next newsletter following the AGM. He/she advise all members of each upcoming meeting. He/she will retain and file all copies of correspondence received and sent pertaining to the affairs of the Club.
- d) The Treasurer shall collect and receive all revenues of the Club and shall deposit same in a club bank account as approved by the Board, in the name of the Japanese Spaniel Club of Canada. The Treasurer will pay all bills promptly retaining invoices for same, provided that the indebtedness has been approved and sanctioned by the Executive. He/she will keep an accurate record of all income and expense in a ledger provided by the Club; will give a report of the financial status of the Club at the AGM; and be prepared to provide current balances at each meeting. The books of the club shall be open to inspection by the Board at any time, and the financial records of the club shall be the property of the Club.

5.3 Vacancies

The Executive will, through the authority of their office, appoint the necessary number of Executive to fill any vacancies on the Executive or Board of Directors. Appointments will be from among voting members. The term of office for the appointment will be for the time remaining to the next AGM..

5.4 Terms of Office

All positions will have a one (1) year term. Nominations for Executive and Directors positions will be received from January 1st to February 15th of each year. The elected Executive will take office for the term specified, on the day following the AGM. Each of the former Board members shall turn over to his successor in office, all properties and records relating to that office by January 1st of the new term.

6. CLUB YEAR

The Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

7. FINANCES

A separate and independent bank account will be maintained in the name of the Club and all cheques drawn from the club account must have the signature of the Treasurer and one other appointed signing officer.

8. VOTING

At the Annual General meeting or at a Special General meeting of the Club voting shall be limited to those members in good standing who are present at the meeting. The election of Officers and Directors and amendments to the constitution and by-laws and breed standard will be by written ballot. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot.

9. ELECTIONS

9.1 **Ballots**

The Election of Officers and Directors shall be conducted by secret ballot. Official ballots will be mailed to each voting member. Ballots are to be returned in two (2) envelopes, one bearing the name and address of the sender to enable verification of voting status with the second envelope inside clearly marked 'BALLOT'. Any majority is enough to carry. In the event of a tie vote, the President will break the tie. If any nominee is unable to serve for any reason, such nominee shall not be elected and the new Board of Directors in the manner provided by Section 5.3 shall fill the vacancy so created.

9.2 **Nominations**

Any voting member of the Club can nominate any other voting member for available positions. The nomination must be on the official Club nomination form, signed by the principal proposer, seconder and with the acceptance signature of the nominee.

10. **COMMITTEES**

10.1 **Standing Committees**

Standing committees shall be appointed, as required, to deal with areas of importance to the Club.

10.2 **Committee Appointments**

Any committee appointment may be terminated by a majority vote of the Board upon written notice being sent to the appointee, and the Board may appoint a successor to the person whose services have been terminated.

11. **DISCIPLINE**

The Executive will have the power to suspend, expel or reprimand any member if, in the opinion of the Executive, he/she has violated:

- (i) The Constitution or By-laws of the Club,
- (ii) The Code of Ethics of the Club
- (iii) Any laws governing the inhumane treatment of animals.

11.1 **Canadian Kennel Club Suspension**

Any member who is suspended, debarred, expelled or deprived of privileges from the privileges of The Canadian Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

11.2 **Complaints**

Any accusations, complaints, and/or charges against an Club member must be submitted to the Executive by registered mail in care of the Club Secretary, for consideration by the Executive only.

11.3 **Hearing**

The Board or appointed Committee shall ensure that both the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. Should the complaint be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or Committee may by a majority vote of those present, impose an appropriate penalty. The Secretary shall then notify each of the parties of the decision within 30 days of the decision.

11.4 **Expulsion**

Expulsion will terminate membership for all time. Expulsion of a member from the Club shall be accomplished by a majority vote of the Board.

11.5 **Suspension**

Suspension deprives the member of the privileges of the Club for the period ordered. Suspension of a member from the Club shall be accomplished by a majority vote of the Board.

12. AMENDMENTS

12.1 Proposal for Amendments

Amendments to the constitution, the by-laws and breed standard may be proposed by the Board of Directors or by written petition signed by any member in good standing. Amendments may be made ONLY at the Annual General Meeting hereafter referred to as the AGM. All proposed amendments must be received by the Secretary not less than ninety (90) days prior to the AGM. Notice of such proposed amendments and ballot forms will be mailed to all members not less than sixty (60) days prior to the AGM. All votes will be by written ballot and be on the Association's official ballot form, only. Amendments to the constitution and by-laws must have two-thirds (2/3) vote of all eligible members. Voting must be by mail-in ballot; proxies are not permitted. Amendments to the breed standard must have a two-thirds (2/3) affirmative vote of those votes cast.

12.3 Canadian Kennel Club Approval

No amendment to the constitution, by-laws, and breed standard shall become effective until it has been approved by The Canadian Kennel Club.

13. DISSOLUTION

The Club may be dissolved at any time by providing to the CKC, written documentation signed by at least 2/3 of the members of that club who are in favour of this decision. Proxies are not permitted. In the event of the dissolution of the Club, all assets will be converted cash and donated by way of a cheque to a charitable organization for the benefit of dogs, such organization being selected by the Board of Directors.

14. ORDER OF BUSINESS

14.1 At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

14.2 At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment