

B.C. ALL BREED POINTER CLUB
CONSTITUTION and BY-LAWS
February 3, 2018

The name of the Society is **B.C. All Breed Pointer Club**. (BCABPC)

The objects of the Society are:

- a) This shall be an amateur society and is established for the purpose of improving the pointing breeds (including Pointers, Setters, and all dual-purpose breeds, and excluding those breeds developed primarily for use as retrievers).
- b) To this end the Society shall sponsor field trials, field tests, and the necessary preliminary training seminars and sessions, licensed Sanction Field and Water regional and national trials and other shows as may be applicable.
- c) Other objects are the promotion of good fellowship among sportsmen, a greater refinement in the use of dog and gun to increase interest in the conservation and propagation of game birds.
- d) The Society shall affiliate through individual membership with the Canadian Kennel Club and with any other group, affiliation with which is deemed necessary or advantageous to the fulfillment of the Society objective.
- e) The operations of the Society are to be conducted primarily within the Province of British Columbia.

INTERPRETATION

- “Society” shall mean the B.C. All Breed Pointer Club.
- “Member” shall mean the members of the Society duly appointed under the By-Laws of the Society. In
- all cases the masculine includes the feminine and the singular includes the plural unless otherwise
- specified.
- “Director” shall mean a Director as referred to in the Societies Act, and shall include all members of the
- Executive and all Directors-at-Large.
- “Executive Officers” shall mean the President, Vice-President, Treasurer and Secretary.
- The “Board” shall be interpreted to include the Executive Officers and the Directors-at-Large.
- Members in attendance” at Annual General Meeting, Executive meetings, Regular Meetings, Special Meetings and Board Meetings shall include members present in person or through electronic means, including telephone, e-mail, skype or other form of communication deemed appropriate by the Board.

MEMBERSHIP

1. Membership in the Society shall be based on the calendar year.
2. Membership shall be available to persons fourteen (14) years of age and older.
3. Members of the Society shall be subscribers to the Constitution and the By-Laws, and shall include every other person who becomes a member by whatsoever name called.

4. There shall be three (3) classes of membership in the Society: Regular Membership, Family Membership and Honorary Membership:

- a) The individual member shall be entitled to one (1) vote per member at all meetings of members of the Society.
- b) The family members shall be entitled to two (2) votes. Family shall consist of two (2) partners and all dependents of one household under the age of eighteen (18).
- c) The honorary members shall not be entitled to vote at, but shall be entitled to notice of and to attend meetings of the members of the Society; they shall not participate in any distribution of property of the Society; and they shall not be required to pay any membership fees or dues or subscriptions.
- d) A member shall be deemed to be in good standing when he/she has paid his current annual membership fee.
- e) Failure to pay dues within the first month of each calendar year shall result in suspension of membership privileges and of voice and vote in all activities of the club until such time as dues are paid in full.
- f) All applicants for membership shall be ratified at a general meeting. Affirmation of the application shall require two-thirds (2/3) of the membership votes.
- g) Any person rejected for membership shall be so advised in writing by the President.
- h) Honorary members may be elected by an extra-ordinary resolution of the Society or by notice of motion at an Annual General Meeting.
- i) All Executive Officers shall be members in good standing with the Canadian Kennel Club.
- j) Honorary members may be elected by an extra-ordinary resolution of the Society or by notice of motion at an Annual General Meeting.

TERMINATION OF MEMBERSHIP

13. Any member who desires to withdraw from membership in the Society may notify the Board of Directors verbally or in writing to that effect and on receipt by the Board of Directors of such notice the member shall cease to be a member. A member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to acceptance of his resignation.

14. Termination of membership shall be deemed to have occurred if membership is not renewed by June 1st of the calendar year.

15. After one (1) written warning, the Directors shall have the power, by a vote of three-fourths (3/4) of those present at a duly announced Directors Meeting, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interests or reputation of the Society, or who willfully commits a breach of the Constitution or By-laws of the Society. One (1) month written notice must be given to any member of the intention of the Directors to consider his suspension or expulsion, and he shall have the right to appeal the decision of the Directorate by direct meeting with them within thirty (30) days. There shall be no further appeal of the decision of the Directors.

16. Termination of membership may also occur as a result of deprivation, suspension, debarment, expulsion or termination of Canadian Kennel Club Membership, (where it exists) as imposed by The Canadian Kennel Club's discipline committee.

MEETINGS

17. The **Annual General Meeting** shall be held within April of each year, or as soon as practicable thereafter but in no event later than May 31st of the same calendar year. Written or electronic communication notice of this meeting shall be mailed or emailed to each member not less than thirty (30) days in advance of the date set for the meeting. The order of business at the Annual Meeting shall be:

- a) Reading of minutes of previous meeting.
- b) President's report.
- c) Treasurer's report.
- d) Report of Chairmen of Standing Committee.
- e) Proposal and consideration of amendments to Constitution and By-Laws.
- f) Unfinished business.
- g) New business.
- h) Election of the Executive and Directors-at-Large.
- i) Adjournment.

18. **Special Meetings** shall be called only by the President or in his absence the Vice-President. Member petitions for Special Meetings must state the business for which the meeting is to be called and must be signed by at least five (5) members of the Society. Such meetings shall deal only with the business stated in the petition. Notice of such meetings shall be conveyed in written or electronic format to the membership five (5) days in advance of the meeting date.

19. **Board meetings** may be held on a bi-monthly basis, in advance of the regular meetings of the Society at the discretion of the President. Business shall concern committee progress reports, and preparations for the forthcoming Regular meeting.

20. **Executive meetings** shall be called at the discretion of the President.

21. **Regular meetings** shall be held at the discretion of the President or by request of any two (2) of the Executive for a minimum of two (2) per year. Written or electronic notice of each meeting shall be provided to the members by the Secretary giving the time, date and place of meeting.

Order of business shall be:

- a) Reading of Minutes.
- b) Reading of Treasurer's Report
- c) Identification and acceptance of new members.
- d) Reading of correspondence.
- e) Committee Reports
- f) Business arising out of minutes
- g) (Unfinished business
- h) New business
- i) Program
- j) Adjournment

22. 15% (Fifteen percent) of the memberships of the Society, with any two (2) of the President, Vice-President, Secretary or Treasurer being present, shall constitute a quorum at all Annual, Special or Regular meetings of the Society.

23. No motion may be passed at any meeting unless supported by two-thirds (2/3) of the members present. Voting may be by show of hands (or by electronic means for members attending via electronic communication) except for elections and amendments to the Constitution and/or By-laws, unless otherwise provided for in the By-laws.

24. Amendments, additions and deletions to the Constitution and By-laws may be made only at the Annual General meeting. Notice of such change must be enclosed with notice of meeting.

EXECUTIVE AND DIRECTORS

- a) The affairs of the Society shall be managed by the Executive Officers and not less than three (3) or more than six (6) other members known as Directors-at-Large.
- b) Executive Officers and Directors-at-Large shall be members in good standing at the time of election and throughout the term of office. Each director shall be elected to hold office for a period of two years. Executive Officers: President, Vice-President, treasurer and secretary shall also be elected to hold office for a period of two years.
- c) Each of the two (2) Canadian Kennel Club electoral zones within the Province of BC will be represented by at least one of the Directors-at-Large or one of the members of the Board acting as a Director-at-Large.
- d) Should a position on the board of Directors be vacated for any reason, the President shall have the option to appoint a member or hold an election. In no case shall the position be left vacated.

- e) The members of the Society may, by resolution by at least two-thirds (2/3) of the votes cast at a General meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by majority of the votes cast at the meeting, elect any person in his stead for the remainder of his term.
- f) The Directors may, after at least one (1) written warning, remove any Director from office and appoint another member in his stead. Said action must include notification of intent, due announcement of such meeting, and passage by a two-thirds (2/3) majority of the Directors present in person or by electronic vote.
- g) The Board, at the direction of the President, shall strike a nominating committee on or before October 15th of the calendar year. This committee shall consist of three (3) members in good standing of the Society, no more than one (1) of whom may be a current director. The Board shall identify a chairperson and an alternate committee member.
- h) The committee shall identify an individual candidate for each executive position and each director's position to a maximum of five (5). The candidate's approval will be procured and the "slate" will be forwarded by the chair to the Secretary for distribution to the full membership, by mail or email, by November 15th subsequent to which members may themselves make additional nominations of eligible candidates. The Secretary will accept additional nominations until midnight of November 30th of the calendar year.
- i) The Secretary shall advise the membership of any additional candidates as soon as practicable but in no case later than seven (7) days after receipt.
- j) At the Annual General Meeting the Chairperson of the nominating committee shall assume the position of Chairperson for the process of the election of the Board. They shall call for nominations from the floor for each position. This call for nominations shall be made three (3) times for each position.
- k) Should a vote be required the Chairperson shall appoint a member to act as a returning officer and a member to act as a scrutineer. The vote shall be by secret ballot.

26. The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract that the Society may lawfully enter into and, save as herein provided, generally may exercise all such other powers and do all such other acts and things as the Society is by its Constitution or otherwise authorized to exercise and do.

27. Vacancies on the Executive, however caused, shall, so long as a quorum of Directors remains in office, be filled by the Directors-at-Large at the direction of the President. If at any time there is not a quorum of Directors remaining, the President shall forthwith call a meeting of the members to fill the vacancies.

28. A majority of the Directors elected in a given year shall form a quorum for the transaction of business at a Board meeting. Meetings of the Directors may be held at such place or places in the Province of British Columbia or by electronic means as the Directors may determine. No formal notice of any such meeting shall be

required if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence or by electronic attendance. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two (2) Directors.

29. Questions arising at any meeting of Directors shall be decided by a majority of votes. All resolutions put to the vote of the meeting shall be decided upon by a show of hands (or electronic vote) unless any two (2) Directors request a secret ballot. A declaration by the Chairman that such a resolution has been carried or defeated and an entry to that effect in the Minute Book of the Society shall be conclusive evidence of the fact thereof.

30. The President of the Society and in his/her absence the Vice-President shall preside as Chairman at all meetings of the Directors of the Society. In the absence of the President and the Vice-President, the majority of the Directors present shall elect a chairman. Each Director except the Chairman shall have one (1) vote on any resolution put before a meeting of the Directors, and, in the case of an equality of votes, the Chairman shall have a deciding vote.

31. A resolution in writing signed by all the Directors personally shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

32. The President shall preside at all meetings of the Society and of the Directors and shall have the powers and duties pertaining to that office. The Vice-President shall, in the absence or disability of the President, possess all of the powers and perform all of the duties of the President.

33. The Secretary shall keep the records of all meetings of the Society and of the Directors. He shall file with the Registrar of Companies for the Province of British Columbia an annual statement of the Society and such further particulars as may from time to time be required by Statute or by the Registrar. He shall keep a record of the members of the Society and shall enter therein the names of the subscribers to the Constitution and By-Laws of the Society and the name of every other person who is admitted as a member of the Society, together with the following particulars:

- a) the full name, address, telephone and email (where available) contact information
- b) the date on which each person is admitted as a member
- c) the date on which any person ceased to be a member
- d) whether the member is individual, family or honorary member

34. The Treasurer shall collect and have custody of all monies due to the Society and shall pay all bills of the Society. He shall present an annual statement of the affairs of the Society to the members at every Annual General meeting of the Society which statement shall include a balance sheet containing general particulars of the liabilities and assets of the Society and a statement of its income and expenditures reported on by the

auditors of the Society. In addition, he shall have the powers and duties pertaining generally to his office. The Treasurer shall ensure that a separate bank account is established in the name of the Club and that all financial transactions occur through this account.

35. Standing Committees shall be appointed by the President. They shall be:

- a) The Program Committee. This committee shall be responsible for preparing informative programs for each regular meeting, said programs being designed to further the objectives of the Society.
- b) Field Trial Committee: This committee shall be responsible for arranging dates of trials and securing the necessary equipment including prizes and birds for these trials and shall also be responsible for obtaining satisfactory trial judges. This committee shall be responsible for locating suitable trial sites and enlisting the cooperation of site owners and securing and preparing site for specific trials.
- c) Field Test Committee: This committee shall be responsible for arranging dates of tests and securing the necessary equipment including prizes and birds for these tests and shall also be responsible for obtaining satisfactory test judges. This committee shall be responsible for locating suitable test sites and enlisting the cooperation of site owners and securing and preparing site for specific tests.
- d) Annual Meeting Committee: This committee shall be appointed each year by the President at the November Regular meeting and shall be responsible for all the arrangements necessary to hold the Annual meeting. This committee shall cease to function following each Annual Meeting.
- e) Nominating Committee: This committee shall be appointed by the Directors at the direction of the President before October 15th of the calendar year. It shall be responsible for preparing slates of officers for election at the Annual General meeting. It shall cease to function following each Annual Meeting.
- f) Committee meetings shall be called at the discretion of the Committee Chairman, as frequently as shall be deemed necessary for achieving the committee purposes.
- g) Any committee appointment may be terminated by a majority vote of the Executive in which case written notice shall be served. The Executive may appoint a successor.
- h) Any committee appointment may be terminated by a majority vote of the Executive in which case written notice shall be served. The Executive may appoint a successor

36. All Officers of the Club must be conversant with the terms of the Constitution and Bylaws.

BORROWING POWERS

37. For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it think fit and in particular by the issue of debentures, but such powers may only be exercised upon resolution by the Board of Directors sanctioned by an extraordinary resolution of the Society.

LIABILITIES

38. The Society shall have no capital stock and is not organized for profit and no part of its net earnings shall inure to the benefit of any member or individual; and no member, director, officer or employee of the Society shall receive or be lawfully entitled to receive any profit of any kind from the operation thereof except reasonable compensation for services actually rendered in effecting one or more of its purposes and no substantial part of the activities of the Society shall be carrying on propaganda or otherwise attempting to influence legislation.

39. Signing authority for the Society shall be President, Vice-President and Treasurer with two (2) signatures required on any disbursement over 250.00. Cheques below 250.00 will require only one signature by the President, Vice-President and Treasurer

ACCOUNTS

40. The financial year of the Society shall end on the 31st day of December in each year.

41. The president shall identify one (1) Director and a Member-at-Large to audit the Financial Records by-annually, commencing December 31st, 2016.

42. The auditors shall report to the members and Directors on the accounts examined by the auditors and on every balance sheet and statement of income and expenditures laid before the Society at the Annual General Meeting (a) The auditors shall advise, whether, in their opinion, the balance sheet and statement of income and expenditures referred to in the report presented fairly represents the financial position of the Society as at the date of the balance sheet and the results of its operations for the year ended on that date in accordance with generally accepted accounting principles.

(b) Every auditor shall have a right of access at all times to all records, documents, books, accounts, and vouchers of the Society, and is entitled to request from the Directors of the Society such information and explanations as may be necessary for the performance of their duties.

(c) The auditors of the Society are entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

AMENDMENTS TO BY-LAWS

43. The by-laws of the Society shall not be altered or added to except by an extra-ordinary resolution of the Society. Voting shall be by members present or by mail-in ballot or by electronic means. Proxies are not permitted.

BOOKS AND RECORDS

44. The Secretary of the Society shall have the responsibility to see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept.

45. The books and records of the Society may be inspected by the members at such time and place as may be fixed from time to time by the Directors and shall be kept at such place within the Province of British Columbia as the Directors shall from time to time determine.

RULES OF ORDER

46. Robert's Rules of Order shall prevail at all meetings held by the Society.

FIELD TEST AND TRIAL REGULATIONS

47. Canadian Kennel Club Rules and Regulations shall govern all activities held by the Society.

DISSOLUTION

48. The Club may be dissolved at any time by providing written documentation to the Canadian Kennel Club, signed by two-thirds (2/3) of the membership in favour of this decision. In this event, except for the purpose of reorganization or operation of law, none of the proceeds, property or assets of the Club will be distributed to any members of the club. Said assets shall be given to a charitable organization for the benefit of dogs.

CONDUCT

49. The BC All Breed Club is committed to providing an environment free of discrimination and harassment, where all individuals are treated with respect.

Members are expected to be respectful at all times. Harassment, discrimination, physical and verbal assault will not be tolerated, condoned, or ignored within our membership or at any event sponsored or hosted by the BC All Breed Pointer Club. Any such claims will be reviewed by the board. If a claim of harassment or discrimination is determined, disciplinary measures will be applied, up to and including termination of membership, or suspension from participation in future events for a length of time as determined by the board.