



Irish Wolfhound Club of Canada By-laws

Article I NAME, OBJECTS and CORPORATE SEAL

Section 1 NAME

The name of the Corporation shall be the Irish Wolfhound Club of Canada (IWCC).

Section 2 OBJECTS

The objects of the IWCC shall be:

- a) to do all in its power to protect and advance the interest of purebred Irish Wolfhounds.
- b) to urge its members and breeders to accept the standard of the breed as the only standard of excellence by which Irish Wolfhounds shall be judged.
- c) to do all in its power to encourage sportsmanlike behaviour at all times.

Section 3 CORPORATE SEAL

The seal, whose impression is stamped in the margin, shall be the seal of the IWCC.

Article II DUTIES of MEMBERS

It shall be the duty of every member of the IWCC to forward the interests of the Breed and the Club, to promote honourable dealings in all matters and to report to the IWCC any irregularities affecting it or its members. And, in order to ensure smooth and efficient administration of the IWCC, it shall also be the duty of every member to notify the Secretary of all relevant changes to their contact information.

Section 1 TYPES of MEMBERS

There shall be two (2) classes of members:

(1) Class A Members

Regular Members have all the privileges of the IWCC

Life Members are founding members who are Regular Members in good standing, have all privileges of the IWCC, but are exempt from paying dues.

(2) Class B Members

Associate Members have the privileges of the IWCC, except the right to vote, hold office and serve on the Nominating Committee.

Junior Members are persons between 10 and 17 years of age, have all the privileges of the IWCC, except the right to vote, hold office and serve on the Nominating Committee. At 18, they shall, upon payment of the necessary annual dues, become Regular Members, if they have held Junior Membership for three years or more or Associate Members, if they have held Junior Membership for less than three years.

Foreign Members are persons residing outside Canada and the United States, have all the privileges of the IWCC, except the right to vote, hold office and serve on the Nominating Committee.

Section 2 APPLICATION for MEMBERSHIP

Membership applications for all classes shall be on a form approved by the Board of Directors and available from the IWCC Secretary, which provides that the applicant agrees to abide by the Constitution and By-laws of the IWCC and the rules of the Canadian Kennel Club. The application shall be accompanied by the dues for the current year.

Each candidate for Associate, Foreign or Junior Membership shall be automatically accepted upon receipt by the Secretary of a completed application form, dues for the current year and a signed Code of Ethics. The new members' names shall be announced in the IWCC Bulletin.

Each candidate for Regular Membership shall be a resident of Canada or the United States and shall first have completed three consecutive years from the date of their membership as a non-voting IWCC member. The name of the candidate shall then be published in the IWCC Bulletin and the Board of Directors shall invite any members knowing a reason why the candidate should not be admitted to submit their comments in writing to the Secretary within thirty (30) days. If no comments are received, the candidate shall be admitted and so advised. The names of new Regular Members shall be announced in the IWCC Bulletin. If comments are received, the Secretary shall present them to the Board of Directors for consideration. A simple majority of Board members present at a meeting or a simple majority of the entire Board voting by mail shall determine whether or not the candidate is admitted.

An application that has received a negative vote by the Board of Directors may be presented by the applicant either in person or in writing at the next AGM. The IWCC may admit such applicant, if ninety percent (90%) of the voting members present are in favour.

Section 3 DUES

Membership dues shall be payable on 1 January each year. Only those members whose dues are paid for the current year may vote. A member joining after 15 November shall not, however, be required to pay further annual dues for the following year

Section 4 TERMINATION of MEMBERSHIP

Memberships may be terminated:

- a) by resignation.
- b) by lapsing. A membership is considered lapsed and automatically terminated, if dues remain unpaid on 1 April, however, the Board of Directors, at its discretion, may grant an additional 3 months of grace to such a delinquent member. In no case may a person whose dues are unpaid at the date of that meeting be entitled to vote at any IWCC meeting.
- c) by expulsion. A membership may be terminated by expulsion as provided in Article VI, Section 4 of these By-laws.

Article III DIRECTORS and OFFICERS

Section 1 BOARD of DIRECTORS

The Board of Directors shall consist of a President, three Vice-Presidents, a Secretary, a Treasurer and five persons known as Directors-At-Large, who shall be members in good standing and residents of Canada. Officers and Directors shall be elected for two year terms at an IWCC AGM, as provided in Article VIII. Management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2 VACANCIES

- a) A position on the Board of Directors shall be automatically vacated:
 - i) if a Board member resigns by delivering a written resignation to the Secretary
 - ii) if a Board member develops an illness which leaves her medically unfit to serve
 - iii) if a Board member becomes bankrupt or suspends payment of creditors
 - iv) if a Board member is removed by a majority vote of the members at a Special Meeting
 - v) if a Board member dies

In the event of a vacancy for any of the above reasons, the Board of Directors may, by majority vote, fill the vacancy by appointment with a member of the IWCC.

- b) A retiring Board of Directors member shall remain in office until the dissolution or adjournment of the meeting at which her successor is elected.
- c) The Board may fill, by a majority vote of the remaining members, any vacancy until the next election.

Section 3 REMUNERATION

- a) Board and Committee members shall not normally receive a remuneration for their Services, but the Board of Directors may allow expenses for attendance at regular and special meetings of the Board of Directors. The Board and Committee members may, however, receive compensation from the IWCC for services rendered in a professional or other capacity.
- b) Such compensation shall be fixed by a resolution of the Board of Directors. The resolution shall be in force only until the next meeting of the Board and shall continue only if confirmed. In the absence of a confirmation, compensation shall cease to be payable from the date of the meeting.

Section 4 INDEMNITIES to DIRECTORS and OTHERS

Any person who undertakes a liability on behalf of the IWCC shall be indemnified and saved harmless out of the funds of the IWCC from and against:

- a) all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her in or about the execution of the duties of her office or in respect of any such liability
- b) all other costs, charges and expenses that she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default.

Section 5 POWERS of DIRECTORS

- a) The IWCC Board of Directors may administer affairs of the Club in all things; enter, in its name, into any contract that the IWCC may lawfully enter into and, save as hereinafter provided, generally exercise all such other powers and do all other things as it is, by its charter or otherwise, authorized to exercise and do.
- b) The Board of Directors shall have power to authorize expenditures on behalf of the IWCC and may delegate by resolution, to an officer or officers of the IWCC, the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the IWCC. The Board of Directors shall have the power to enter into a trust arrangement with a Trust Company for the purpose of creating a trust fund in which capital and interest may be made available for the benefit of promoting the interest of the IWCC in accordance with such terms as the Board of Directors may prescribe.
- c) The Board of Directors shall take such steps as it may deem necessary to enable the IWCC to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the IWCC.
- d) The Board of Directors may appoint such agents and engage such employees as it deems necessary and such persons shall have the authority and perform the duties prescribed by the Board of Directors at the time of the appointment.

Section 6 OFFICERS

The officers of the IWCC shall be a President, three Vice-Presidents, a Secretary and a Treasurer.

Section 7 DUTIES of OFFICERS

All Officers shall be members of the IWCC Board of Directors and shall cease to be officers when they cease to be members of the Board. Officers may be removed from their position by a majority vote of the Board; however, they remain a director unless removed as per Article III, Section 2.

- a) The President shall be the chief executive officer of the IWCC. She shall preside at all IWCC and Board of Directors meetings. She shall have the general and active management of the affairs of the IWCC. She shall see to it that all orders and resolutions of the Board of Directors are implemented.
- b) The first Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon her by the Board of Directors. The Vice-President receiving the largest number of votes shall be considered the first Vice-President, and the others shall be ranked in accordance with the number of votes they received.
- c) The Treasurer shall have custody of the funds and securities of the IWCC and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the IWCC in books belonging to the IWCC and shall deposit all monies, securities and other valuable effects in the name and to the credit of the IWCC in a chartered bank or trust company or, in the case of securities, at a registered dealer in securities, designated by the Board of Directors. She shall disburse the funds of the IWCC as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the IWCC. She shall also perform such other duties as may from time to time be required by the Board of Directors.
- d) The Secretary shall carry on the affairs of the IWCC, generally under the supervision of the Board of Directors, and shall attend all meetings and act as clerk, recording votes and minutes in books to be kept for that purpose. She shall give notice of all Club and Board meetings and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision she shall be. She shall be custodian of the seal of the IWCC which she shall use only when authorized by a resolution of the Board of Directors to do so. The Secretary shall maintain an up-to-date roll of IWCC members and their contact information.
- e) The President, first Vice- President, Treasurer and Secretary may be bonded in such amount as the Board of Directors shall determine.
- f) The duties of all other officers of the IWCC shall be determined by the terms of their engagement or by the Board of Directors.

Section 8 EXECUTION of DOCUMENTS

Contracts, documents or any instruments in writing requiring signature shall be signed by two officers, the President or the first Vice-President and the Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the IWCC without any further authorization or formality. The Board of Directors shall have power to appoint an officer or officers to sign specific contracts, documents and instruments in writing on behalf of the IWCC. The Board may give power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds and other securities. The Seal of the IWCC may be affixed to contracts, documents and instruments in writing signed on behalf of the IWCC.

Section 9 BEQUESTS and ENDOWMENTS

- a) From time to time the IWCC may receive a bequest or endowment from a member, former member or any other person with an interest in the Corporation. Such moneys are to be invested by the Board of Directors as advised by competent investment experts in a safe and secure portfolio with the aim of producing a regular source of income.
- b) The income from the portfolio may be transferred from time to time to the Corporation's operating account to be used to further the aims of the Corporation.
- c) The principal amount of the Corporation's investment portfolio shall not be reduced but may from time to time be increased by the Board of Directors.
- d) In the event that the Board of Directors of the Corporation deems it advisable to draw funds from the principal of the investment portfolio, the Board of Directors shall detail the proposal on a ballot to be forwarded to the IWCC Class A membership. Voting on the proposal shall be as in ARTICLE VII, Section 2 of these by-laws.

Article IV COMMITTEES

Section 1 POWERS

The Board of Directors may strike Committees to advance the work of the IWCC. Such Committees shall always be subject to the final authority of the Board of Directors.

Section 2 MEETINGS

Committee meetings are held at the time and place determined by its members.

Article V IWCC MEETINGS

No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings thereof and members may at any time waive notice of such meeting and may ratify, approve and confirm any proceedings. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be her last recorded address.

Section 1 ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) of the IWCC shall be held in conjunction with its Annual Specialty Show, at a place, date and hour designated by the Board of Directors. Written notice of the AGM shall be mailed by the Secretary to each member in good standing at least twenty-one (21) days prior to the date of the

Section 2 SPECIAL GENERAL MEETINGS

Special General Meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present at a meeting of the Board or who vote by mail, or by the Secretary upon receipt of a petition signed by 5% of the Class A members in good standing. Such meeting shall be held at a date, time and place decided by the Board of Directors. Written notice of such meetings shall be mailed by the Secretary to each member in good standing at least twenty-one (21) days and not more than forty-two (42) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other IWCC business may be transacted. The quorum for such a meeting shall be ten percent (10%) of the voting members in good standing.

Section 3 BOARD MEETINGS

The first meeting of the Board of Director's shall be held as soon as possible following the AGM. Other meetings of the Board of Directors shall be held at a time and place decided by a majority vote of the entire Board, voting in person or by mail. Written notice of each such meeting shall be mailed by the Secretary to each member of the Board at least twenty-one (21) days prior to the date of the Meeting. The Board of Directors may conduct business by mail through the Secretary. The Secretary shall publish a summary of Board Meetings in The Bulletin.

Section 4 ORDER of BUSINESS

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| a) At IWCC meetings, the order of business shall be as follows: | b) At Board meetings, the order of business, unless otherwise decided, shall be as follows: |
| Roll Call | Minutes of last meeting |
| Minutes of last meeting | Ratification of Motions to be read into minutes |
| Report of the President | Report of the Treasurer |
| Report of the Treasurer | Report of the Secretary |
| Report of the Secretary | Reports of Committees |
| Reports of Committees | Unfinished business |
| Election of Officers and Board (at the AGM, when relevant) | New business |
| Unfinished business | Adjournment |
| New business | |
| Adjournment | |

Article VI DISCIPLINE

Section 1 KENNEL CLUB SUSPENSION

Any member who is suspended from the privileges of any national Kennel Club shall be suspended from the privileges of the IWCC for the same period.

Section 2 CHARGES

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Breed and/or the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained. The Secretary shall promptly notify the Board, which shall fix a date and place of a hearing by the Board, not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in her own defense and bring witnesses if she so wishes.

Section 3 BOARD HEARING

Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than twelve (12) months from the date of the hearing, or until the next AGM, and, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before her fellow-members at the ensuing AGM, which will consider the recommendation of the Board. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any. The Secretary shall report in The Bulletin that a complaint was registered against "name" and shall identify whether the complaint was brought under these By-laws or the Code of Ethics, and report whether the Board found for or against the complainant.

Section 4 EXPULSION

Expulsion from the IWCC may be accomplished only at the AGM, following a hearing and upon the recommendation of the Board of Directors as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak on her own behalf. The meeting shall then vote by secret ballot on the proposed expulsion. A two thirds (2/3) vote of voting Members in good standing at the AGM shall be necessary for the expulsion. If expulsion is not voted then the suspension shall stand.

Article VII AMENDMENTS

Section 1 Amendments to the By-laws may be proposed by the Board of Directors or by written petition to the Secretary, signed by twenty percent (20%) of the members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and submitted to the IWCC members with Board recommendations within three months of the date the petition was received by the Secretary.

Section 2

The By-laws may be amended at any time, provided a copy of the proposed amendment has been mailed by the Secretary to each voting member in good standing, along with a ballot to be marked. The notice shall specify a deadline at least thirty (30) days from the mailing date for returning ballots to the Secretary to be counted. Endorsement by three-quarters (3/4) of those voting members in good standing whose ballots are returned by the deadline shall be required to effect any such amendment.

Section 3

A copy of the approved Constitution and of the By-laws shall be filed with Industry Canada.

Section 4

These By-laws conform to Industry Canada *Not-For-Profit Corporations Act* S.C. 2009, c.23., and where they differ, the Act has priority in all mandatory conditions.

Article VIII FISCAL YEAR, VOTING, ELECTIONS, NOMINATIONS, BOARD MINUTES, REVIEW ENGAGEMENT, BOOKS AND RECORDS, and DISSOLUTION

Section 1 FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the IWCC shall begin on the 1st day of January and end on the 31st day of December.

Section 2 VOTING

At the AGM or at a Special general meeting, voting shall be limited to Class A Members in good standing who are present at the meeting, except for the election of officers and directors and amendments to the Constitution and By-laws, which shall be decided by written ballot, cast by mail. Voting by proxy, shall not be permitted. The Board of Directors may decide to submit other specific questions for decision by written ballot cast by mail. At all meetings, every question shall be determined by a majority of the votes, unless otherwise specifically provided by the Constitution and By-laws.

Section 3 ELECTIONS

At the AGM, the election of officers and directors shall be conducted by secret ballot. Ballots, to be valid, must be received by the Secretary prior to the opening of the meeting. Ballots shall be counted at the meeting by two scrutineers chosen by the members present. The person receiving the largest number of votes for each position shall be declared elected. The elected officers and directors shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to her successor all the properties and records relating to that office within thirty (30) days after the election. If any nominee at the time of the meeting is unable to serve, she shall not be elected and the vacancy so created shall be filled by the new Board of Directors as provided in Article III.

Section 4 NOMINATIONS

No person may be a candidate in an IWCC election who had not been nominated in accordance with these By-laws. A Nominating Committee shall be chosen by the Board of Directors at least six (6) months before the AGM. The Committee shall consist of three (3) members and two (2) alternates, all members in good standing, no more than one (1) of whom shall be a member of the current Board of Directors. The Board of Directors shall name a chair for the Committee. The Nominating Committee may conduct business by mail.

- a) The Nominating Committee shall nominate from among the eligible members of the IWCC, one candidate for each office and position on the Board of Directors and shall procure a written acceptance from each nominee so chosen. The Committee shall then submit its slate of candidates to the Secretary in writing, who shall mail the list to each voting member of the IWCC at least four (4) months before the AGM, so that additional nominations may be made by the members, if they so desire.
- b) Additional nominations of eligible members may be made by written petition and addressed to the Secretary and received at her regular address at least two (2) months before the AGM, signed by two (2) members and accompanied by a written acceptance from each additional nominee signifying her willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations provided for herein may be made only from among those members who have not accepted a nomination by the Nominating Committee.
- c) At least one (1) month before the AGM, the Secretary shall mail to each Class A member in good standing, a ballot listing all the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Secretary and marked "ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking her ballot, shall seal it in the blank envelope, which in turn will be placed in the second envelope addressed to the Secretary. The scrutineers shall check the returns against the list of members in good standing prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters, as well as the results of the voting, which shall be announced at the AGM.
- d) Nominations may not be made at the AGM or in any manner other than as provided above.

Section 5 MINUTES of BOARD of DIRECTORS and COMMITTEE MEETINGS

The minutes of Board of Directors and Committee meetings shall not be available to the general membership of the IWCC. Each Board member shall, however, receive a copy of such minutes.

Section 6 REVIEW ENGAGEMENT

The Board of Directors shall at each AGM appoint an independent public accountant to review the accounts of the IWCC and to hold office until the next AGM, and may fill any casual vacancy in the office of independent public accountant. The remuneration of the independent public accountant shall be fixed by the Board of Directors.

Section 7 BOOKS

The Board of Directors shall ensure that all the books and records required by the By-laws are properly kept.

Section 8 DISSOLUTION

The IWCC may be dissolved at any time by the written consent of not less than three-quarters (3/4) of all voting members. In the event of dissolution, whether voluntary or involuntary or by operation of law, none of the property of the IWCC, none of the proceeds thereof and none of the assets of the IWCC shall be distributed to any members of the IWCC. After payment of IWCC liabilities, they shall be distributed to one or more organizations having cognate or similar objects, at the discretion of the membership as constituted at dissolution.

Article IX DEFINITIONS and INTERPRETATION

Section 1 Definitions

In this by-law of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"AGM" means Annual General Meeting

"address" means either a Canada Post address or an email address unless the context otherwise requires;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"board" means the Board of Directors of the Corporation and "director" means a member of the board;

"by-law" means this by-law as amended and which are, from time to time, in force and effect;

"contact information" shall include, as a minimum, a postal address for the member where legal documents can be delivered; and, where available, telephone, fax numbers, and email addresses;

"IWCC Meeting" refers to either the AGM or a Special General Meeting as defined in Article V unless indicated otherwise in the context such as a Board or Committee meeting;

"mail" includes any method of notification addressed individually and where expectation of receipt is assumed, and includes but is not limited to mail (Canada Post), courier service, email and fax;

"place" can be either a physical location, a combined physical/virtual location or a complete virtual location including but not limited to telephone or video conferencing and Virtual Reality environments. Voting will only be permitted from a location where it can be conducted in an unambiguous manner from said location, or the participants at said location will function as observers only;

"public accountant" is a person who meets the qualifications set out in the NFP Act. These qualifications are: (a) be a member in good standing of a provincial branch of the Chartered Accountants of Canada (CA), Certified General Accountants (CGA) or Certified Management Accountants (CMA); (b) have any provincial licenses required to conduct an audit or review engagement in the province where the financial review will take place; and (c) be independent of the corporation.

"review engagement" is the process of engaging an independent public accountant to prepare financial statements on a review basis. The accountant will not express an opinion on the fairness of the financial statements, but will only provide a limited assurance that the financial information is plausible and conforms to generally accepted accounting principles;

"written notice" includes any notification from which a hard copy print can be produced with a time stamp and includes but is not limited to mail (Canada Post), courier service, email and fax.

Section 2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.