

Members were asked to vote on by law amendments in 2019. As a result of that vote, 5 amendments were passed and are now in effect as of October 2019. The following identifies those by laws amended, including the rationale for the change, the old by law, and how it now reads.

## **Amendment 1**

### **rationale:**

**Move content of 'Article IX-Definitions and Interpretation' to incorporate this content in Article I. This assists in interpretation by providing definitions before reading the text. This content will become Article I: Sections 4 and 5. Retitle this Article to reflect the change; reword 'Objects' to 'Objectives' for clarity; and include French interpretation of the Club name here and throughout the Bylaws.**

Previous wording of Article I:

### **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.

Amended wording of Article I, with Amendments 1 incorporated and wording changes bolded:

### **Article I NAME, OBJECTIVES, CORPORATE SEAL & DEFINITIONS**

Section 1 NAME

The name of the Corporation shall be the Irish wolfhound Club of Canada - **Club Canadien du Lévrier Irlandais (IWCC-CCLI)**

Section 2 OBJECTIVES

The objectives of the IWCC-CCLI 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-CCLI.

### Section 4 DEFINITIONS

In these by-laws 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-CCLI 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 5 INTERPRETATION

In the interpretation of these by-laws, 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.

# **Amendment 3**

## **rationale:**

**This amends Article II:Section 2 Application for Membership  
The Club now requires a signed Code of Ethics on file for all members.  
This amendment updates the Bylaws to add the need for new and  
existing members to submit to the Secretary, and update as needed, a  
signed Code of Ethics. This amendment also updates the wording of this  
Article to include publication of candidates and new members on the  
official website, as well as in the Bulletin.**

Previous wording of Article II:Section 2:

### **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.

Amended wording with Amendment language bolded:

### **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-CCLI Secretary, which provides that the applicant agrees to abide by the Constitution and By-laws of the IWCC-CCLI and

the rules of the Canadian Kennel Club **and a signed Code of Ethics. Any revisions to the COE will require all members to submit a new signed copy by mail or electronically to the secretary.**

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-CCLI Bulletin and **on the members-only page of the official website.** 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-CCLI member. The name of the candidate shall then be published in the IWCC-CCLI Bulletin and on the members only page of the official website 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-CCLI Bulletin **and on the members-only page of the official website.** 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-CCLI may admit such applicant, if ninety percent (90%) of the voting members present are in favour.

# **Amendment 5**

**Amend Article III:Section 2 to remove "... or suspends payment of creditors...." This is not a legal term used in North America in relation to insolvency or bankruptcy.**

Previous wording of Article III: Section 2, language to be removed bolded:

**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.

Amended wording:

**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 if a Board member becomes bankrupt
  - iii)if a Board member is removed by a majority vote of the members at a Special Meeting
  - iv)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-CCLI.



- 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.

# **Amendment 7**

**rationale:**

**Amend wording to have a consistent Order of Business for all official Club meetings**

Previous wording of Article V: Section 4

**Section 4 ORDER of BUSINESS**

a) At IWCC meetings, the order of business shall be as follows:

Roll Call

Minutes of last meeting

Report of the President

Report of the Treasurer

Report of the Secretary

Reports of Committees

Election of Officers and Board (at the AGM, when relevant)

Unfinished business

New business

Adjournment

b) At Board meetings, the order of business, unless otherwise decided, shall be as follows: Minutes of last meeting Ratification of Motions to be read into minutes

Report of the Treasurer Report of the Secretary Reports of Committees Unfinished business New business Adjournment

Amended wording:

**Section 4 ORDER of BUSINESS**

At all IWCC-CCLI meetings this including Board, committees, and AGM the order of business shall be as follows:

- Roll Call
- Adoption of agenda
- Minutes of last meeting
- Reading in of any motions passed since the last meeting
- Report of the President
- Report of the Treasurer
- Report of the Secretary
- Reports of Committees
- Election of Officers and Board, (at the AGM, when relevant)
- Unfinished business
- New business
- Adjournment

Committees will omit those agenda items not relevant to committee activity, and agendas may be reordered with a simple majority vote when necessary to

accommodate guests, time restraints or schedules of those attending.

## **Amendment 8**

### **rationale:**

**Amend Article VIII: Section 6 REVIEW ENGAGEMENTS to replace the requirement for a review engagement with the creation and supervision of an Audit Committee, as permitted by and described in the Not-for-Profit Corporations Act. Rename the Section to reflect such amendment.**

Previous wording of Article VIII: Section 6 REVIEW ENGAGEMENTS:

### **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.

Amended wording of amended Section:

### **Section 6 AUDIT COMMITTEE**

In accordance with the Canada Not-For-Profit Corporations Act, the Board shall provide, at each AGM, comparative financial statements for the previous fiscal year and the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting. In lieu of a public accountant and Audit or Review Engagements, the Board shall appoint an Audit Committee: as specified in the Act, the committee shall be composed of not less than three directors, a majority of whom are not officers and two Class A members in good standing. The audit committee will review the financial statements of the IWCC-CCLI before they are approved by the Board. The financial statements shall be posted on the members-only page of the clubs official website.