



ONTARIO BORDER COLLIE CLUB BY-LAWS

FINAL DRAFT

By-laws relating generally to the transaction of the affairs of the Ontario Border Collie Club (the "Corporation"), a corporation without share capital incorporated under the *Ontario Corporations Act* (Ontario Corporation Number 1547511).

The objects for which the corporation is incorporated for are the operation of a Border Collie Club for the purposes of:

- A) Promoting the traditional herding ability of the Border Collie;
- B) Encouraging the responsible breeding of the Border Collie;
- C) Arranging trials (competitions) and establishing and granting prizes awards and distinctions;
- D) Fostering interest in the Border Collie as a working farm dog;
- E) Arranging training clinics;
- F) To encourage obedience and other non-traditional uses of the Border Collie.

Head Office

1.0 The directors may, from time to time, determine the specific location of the Head Office.

Fiscal Year

2.0 The fiscal year of the Corporation shall begin on the 1st day of January of each year and end on the 31st day of December of the same year.

Seal

3.0 There shall be no corporate seal for the Corporation.

4.0 Membership

4.1 Membership in the Ontario Border Collie Club is open to persons interested in pursuing the purposes and objectives of the Club, who have paid the annual dues. The types of membership are:

ADULT – A single membership for a person older than 17 years of age;

YOUTH – A single membership for a person 17 years of age or younger;

FAMILY – A group membership for those living in one household;

HONORARY – A person who has shown a special interest and support for the Club or the Border Collie breed, who has the affirmative vote of the membership in attendance at an Annual General Meeting. Honorary memberships may be for life or for a specific time.

4.2 Every paid-up member of the unincorporated Ontario Border Collie Club, as of the date these by-laws are adopted by the Incorporated Club, is a member of the Incorporated Club for that year.

4.3 New members may be admitted with the approval of the Board of Directors; memberships may be renewed from year to year on the payment of the annual dues.

4.3 Dues will be established by the Directors, to be subject to confirmation by a vote at the next Annual General Meeting.

4.4 Dues paid before November 1 will apply to the year in which they are paid, and dues paid after November 1 will apply to the following year. Dues are payable on January 1 each year.

5.0 Every member in good standing is entitled to attend any general meeting of the Corporation. Each single member is entitled to one vote at any meeting of the Corporation. Each Family membership shall entitle the Family group to two votes at each meeting of the Corporation so long as there are at least two adults in the group. Youth members have all the rights of members except the right to vote.

6.0 **6.1** A simple majority of members voting shall rule, but the Chair of the meeting shall not vote, except where necessary to break a tie.

6.2 A member may vote by proxy.

6.3 Proxies must be filed with the secretary prior to the commencement of the meeting.

6.4 Voting shall be by a show of hands, unless a ballot is requested by one or more members.

7.0 Membership shall cease:

7.1 upon death of a member;

7.2 if the member resigns by written notice given to the secretary;

7.3 If the member has failed to pay his or her dues as determined by the Secretary, or

7.4 Upon resolution at a general meeting of the membership.

7.5 No awards, prizes or distinctions may be awarded to a person who is not a member,

and points toward such awards, prizes or distinctions may not be accumulated for work done by a dog whose handler has not paid his or her dues prior to the event for which the dog and handler would otherwise be eligible for points. No points shall be awarded retroactively after dues have been paid.

Meetings

- 8.0** The annual general meeting of the Corporation shall be held no later than 18 months after the incorporation and no later than 15 months after the last annual general meeting in subsequent years. The following business shall be conducted at the annual general meeting:
- 8.1** reading of the financial reports;
 - 8.2** election of the directors;
 - 8.3** appointment of auditors and fixing or authorizing the board to fix the remuneration of the auditors; and
 - 8.4** any other business that may properly be brought before the meeting.
- 9.0** The directors may, from time to time, call a general meeting of the corporation.
- 9.1** A general meeting may take place in any location in Ontario named in the notice of the meeting
- 10.0** The directors shall call a general meeting of the Corporation upon the written petition of 20 members and the meeting shall consider only the business specified in the notice of the meeting or petition.
- 11.0** Notice of the annual general meeting or of a general meeting, shall be given to the members by the secretary at least 30 days before the date of the meeting.
- 12.0** Quorum for the annual general meeting or for a general meeting of the Corporation shall be a minimum of 8 members of the Corporation present in person.
- 13.0** Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

Notices

- 14.0** Any notice required to be given under the Act, the Letters Patent, the by-laws or otherwise by a member, director, officer or auditor shall be deemed to have been given if:
- 14.1** delivered personally to the person to whom it is to be given;
 - 14.2** delivered to the person's address as recorded in the Corporation's records;
 - 14.3** mailed to the person's address as recorded in the Corporation's records by prepaid ordinary mail; or
 - 14.4** sent to the person's address as recorded in the Corporation's records by any means of prepaid transmittal, delivery or recorded communication.
 - 14.5** it is included in the Newsletter, and delivered in any of the above methods.
- 15.0** The notice shall specify the business to be attended to at the annual general meeting, the general meeting or the meeting.

Board of Directors

- 16.0** The affairs of the Corporation shall be managed by a board of directors of 5 directors, consisting of a President, Vice-President and Secretary and two additional directors.
- 17.0** The membership of the Corporation, at the Annual General Meeting, shall elect the President, Vice-President and Secretary, and two additional directors.
- 18.0** The directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, unless the directors are

restricted by members from exercising those powers. These powers include, but are not limited to, the power:

- 18.1** to enter into contracts or agreements;
 - 18.2** to make banking and financial arrangements;
 - 18.3** to execute documents;
 - 18.4** to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
 - 18.5** to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable; and
 - 18.6** to purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, directors and officers from any claims, damages, losses or, costs arising from or related to the affairs of the Corporation.
- 19.0** Each director shall have been a member of the Corporation for at least one year at the time of his or her election or appointment, and must remain a member to hold office. A director shall be at least 18 years of age and must be a resident of Canada. A director may not be an undischarged bankrupt nor a mentally incompetent person.
- 20.0** Each director shall be elected to hold office until the first annual general meeting after he or she was elected or until his or her successor shall have been duly elected. All directors shall retire at each annual general meeting, but each is eligible for re-election if he or she is otherwise qualified to be a director.
- 21.0** The directors may appoint a director to fill a vacancy, provided that a quorum of directors remains in office. If there is no quorum of directors, the remaining directors shall call a general meeting of the Corporation to fill the vacancies.
- 23.0** The members of the Corporation may elect a director or directors, as the case may be, by a show of hands or by ballot if requested by a member.
- 24.0** The members of the Corporation may remove a director by a resolution passed by at least two-thirds of the votes cast at a general meeting for which notice was given and may by a majority of votes cast elect at that general meeting any person who is qualified to be a director in his or her stead for the duration of the term.

Nominating Committee

- 25.0** At least thirty days before the annual general meeting, the board shall appoint a Nominating Committee consisting of at least three members of the Corporation.
- 26.0** The Nominating Committee shall prepare a report of its nominations for the next year's board and present the report at the annual general meeting.
- 27.0** Nominations, in addition to those made by the Nominating Committee, may be made at the annual general meeting provided:
- 27.1** the nomination is in writing;
 - 27.2** a nominee who is not personally present at the meeting has agreed in writing to accept the nomination; and
 - 27.3** the nomination is moved and seconded by members of the Corporation.

Meetings of the Directors

- 28.0** A quorum for a meeting of the board of directors shall be 3 directors. The board may hold its meetings at any place in Ontario as it may, from time to time, determine.
- 29.0** Meetings of the board may be called by the president, the vice president, or the secretary.
- 30.0** No formal notice of any meeting of the board shall be necessary if all the elected directors are present or if those absent have indicated their consent to the meeting being held in their

absence.

- 31.0** The board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
- 32.0** No error or omission with respect to notice for a meeting of the board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.
- 33.0** The directors shall vote on any resolution arising at any meeting of the board. A majority of votes shall decide the resolution. In case of a tie vote, the chair of the meeting shall have a casting vote in addition to his or her original vote.
- 34.0** A declaration by the secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

Officers

- 35.0** The officers of the Corporation shall have the following duties:
 - 35.1** President - chair all meetings of the Corporation and of the board, when present in person and able; have general supervision of the affairs of the Corporation; sign all by-laws and execute any documents with the secretary; perform any other duties which the board may, from time to time, assign;
 - 35.2** Vice President - exercise any or all of the duties of the president in the absence of the president or if the president is unable for any reason to perform those duties; and perform any other duties which the board may, from time to time, assign;
 - 35.3** Secretary – Treasurer - keep and maintain the records and books of the Corporation, including the registry of officers and directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the board, the by-laws and resolutions; give any notices required for the annual general meeting, general meetings and meetings of the board of directors; and perform any other duties which the board may, from time to time, assign;

keep and maintain the financial records and books of the Corporation; countersign all cheques or other payments with the president or the vice-president, as the case may be; assist the auditor in the preparation of the financial statements of the Corporation; and perform any other duties which the board may, from time to time, assign; and

Indemnification

- 36.0** The Corporation shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
 - 36.1** all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
 - 36.2** all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own wilful neglect or default.

Remuneration of Directors and Conflict of Interest

- 37.0** The directors of the Corporation shall serve without remuneration and a director of the Corporation shall not, either directly or indirectly, enter into a contract with the Corporation.
- 38.0** If a director of the Corporation intends to enter into a contract or proposed contract with the Corporation, either directly or indirectly, the director shall:
 - (i)** declare his or her interest in such contract at the first meeting of the directors after which he or she became interested or aware of any such interest;

- (ii) request that his or her declaration be recorded in the minutes of the meeting; and
- (iii) resign from the board of directors prior to any consideration and vote on any resolution of the board concerning the contract or proposed contract.

Confidentiality

- 39.0** A director of the Corporation shall not disclose confidential information, make copies of confidential documents or communicate any confidential information or knowledge acquired during his or her term as a director to any third party.
- 40.0** Following his or her term in office, a director shall not disclose or use any material or information belonging to the Corporation, its partners or suppliers without the written consent of the Corporation for such disclosure or use.

Banking Arrangements

- 44.0** The board shall designate the officers and any other persons who are authorized to transact the banking affairs of the Corporation. A banking resolution shall be passed by the board which shall provide to the designated officer or other person the power:
 - 44.1** To operate the Corporation's accounts with the financial institution;
 - 44.2** to make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any cheque, drafts, acceptances, bills of exchange and orders for the payment of money;
 - 44.3** to issue receipts for and orders with respect to the property of the Corporation;
 - 44.4** to execute any agreements with respect to the banking affairs of the Corporation;
 - 44.5** to authorize any officer of the financial institution to do any act or thing on the Corporation's behalf to facilitate the banking affairs.

Committees and appointments

- 48.0** The board may from time to time appoint any committee or committees that it considers necessary or appropriate. The board shall, when appointing any committee, set out the purposes of the committee, its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the board of directors.

The board may from time to time appoint the editor of its newsletter from among the Corporation's membership.

Amendments

- 49.0** By-Laws of the corporation may be enacted, repealed, amended, added to or re-enacted by the directors in accordance with the provisions of the Corporations Act, but must be confirmed by the membership following discussion at the next Annual General Meeting, by mail-in vote.
- 50.0** The Corporation may be dissolved by a vote of two thirds of the members at a meeting for which notice has been given, and its assets, after expenses and debts have been paid, donated to the Canadian Border Collie Association.
- 51.0** Trial Guidelines may be adopted and amended by the Board of Directors from time to time. Amendments must be approved by a majority of the members in attendance at the next Annual General Meeting.

PASSED by the board of directors this th day of .

**Final draft for purposes of voting by members of the unincorporated OBCC,
April 2004.**