

A by-law relating generally to the conduct
of the affairs of

Canadian Association of Professional Dog Trainers
(the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

1. **Definitions**

In this by-law and all other 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;

"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 and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

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.

3. **Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) of three (3) officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have the power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing, items so signed shall be binding upon the Corporation without any further authorization or formality. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

4. Financial Year

The financial year end of the Corporation shall be determined by the board of directors.

5. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

6. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

7. Membership Conditions

1) Membership will be open to anyone, resident in any country, except where noted, who is 18 years of age or older and is or has been actively involved in training dogs or training people to train their dogs or who believes in the humane methods of training dogs and promotes same.

There will be three (3) classes of membership in the Incorporated Association.

- (i) **Professional Membership** – Professional members will be entitled to one vote per Professional member. Professional membership will be restricted to persons who are permanent residents of Canada, who are 18 years of age who agree to abide by the Incorporated Association Bylaws and Code of Ethics and are actively involved in the training and instructing of owners and their dogs. To be eligible to vote on Incorporated Association issues, the Professional member will be required to complete one (1) year of uninterrupted membership.
- (ii) **Associate Membership** - Associate membership will be granted to persons who are residents of any country, who are 18 years of age, who agree to abide by the Incorporated Association Bylaws and Code of Ethics, who are other professionals within the canine industry, and who believe and promote the humane training of dogs. Associate members shall have no voting rights nor may they hold executive office.
- (iii) **Life Membership** – A Life Membership will be bestowed upon a member of the Corporation at the discretion of the Board of Directors. Said member will be exempt from any and all membership fees, be 18 years of age, who agrees to abide by the Incorporated Association Bylaws and Code of Ethics, who are professionals within the canine industry, and who believe and promote the humane training of dogs. If that member is, at the time of Life Membership being bestowed, a voting Professional member, the member will retain that status. If that member is, at the time of Life Membership being bestowed, a non-voting Associate member, the member will retain that status.

- 2) Dues for membership shall be the amount specified by the Board of Directors and may be reviewed and changed by their direction.
- 3) Any member who is not indebted to the Corporation may resign his/her membership from the Corporation by delivering to the Corporation a written resignation. He/she will be deemed to be a member of the Corporation until such time as his/her resignation is accepted by the Board of Directors. When he/she ceases to be a member of the Corporation, he/she will have no right or claim to Corporation property, nor to have any part of his/her membership fees refunded.
- 4) Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.
- 5) No person shall be eligible for, or continue to enjoy membership, who has been convicted of inhumane acts toward animals.
- 6) Application of membership will be made on a form as prescribed by the Board of Directors which may be changed from time to time, at their discretion. The application must be signed by the applicant. Application forms are to be forwarded, with the applicable fee(s), to the membership coordinator. The address will be published in the current Corporation newsletter and on all membership application forms.
- 7) Membership dues are payable on April 1st each year. Any member failing to pay his/her dues before April 30th that calendar year will be considered to be "in arrears". Late renewals will be received and accepted up to May 30th. Late renewed Professional members will lose their voting rights for a period of one (1) year. Late renewed members, as spelled out here, will have their original date of joining remain intact. Any membership renewal received after May 30th will be deemed to be a new membership and will be processed as such. Notice of membership renewal will be posted on the Corporation website and/or in the Incorporated Association newsletter prior to February 1st of each year. Notice of arrears will not be individually sent to members
- 8) The Board of Directors will have the power to suspend, expel or reprimand any member if, he/she has violated: (i) The Bylaws of the Incorporated Association; (ii) The Code of Ethics of the Incorporated Association, and/or (iii) Any Federal or Provincial laws governing the inhumane treatment of animals.
 - (a) The Board of Directors will have the power to suspend or expel by unanimous vote of the entire Board of Directors the member who, in the opinion of the Board of Directors, has committed an act which is considered prejudicial to the objectives and aims of the Corporation or the interests of its membership or their dogs or their client's dogs. Should the member in question be on the Board of Directors at the time of such vote, the vote must be unanimous excluding the vote of the member in question.
 - (b) Any member so suspended or expelled will have the right to appeal the decision of the Board of Directors to the General Membership via the Corporation newsletter within three (3) months of such decision. The suspended or expelled member who wishes to appeal will bear any and all costs incurred in such an appeal. The appeal will be reviewed by an independent third party (made up of a minimum of three (3) professional members not on the Board of Directors, agreeable to both member and the Board of Directors. Suspension when imposed, automatically deprives the member of the privileges of the Corporation for the period ordered.
 - (c) Any accusations, complaints, and/or charges against a member must be submitted to the Board of Directors by registered mail in care of the Corporation Secretary, for consideration by the Board of Directors only. A deposit of \$100 must accompany such complaint. The deposit, in

full, will be returned if such complaint is substantiated. When such complaint fails to be substantiated, the deposit will be forfeited and placed into Corporation funds.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

8. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

9. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

10. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

11. Termination of Membership

A membership in the Corporation is terminated when:

- v. the member dies or resigns;
- vi. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- vii. the member's term of membership expires; or
- viii. the Corporation is liquidated and dissolved under the Act.

12. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

13. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- ix. violating any provision of the articles, by-laws, or written policies of the Corporation;
- x. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- xi. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Discipline of Members (cont'd)

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

14. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

15. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

16. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, the annual or any other general meeting of the members shall be held by electronic means or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The Board of Directors may resolve that a particular meeting of members be held outside of Canada.

17. Quorum at Members' Meetings

20 voting members present at a meeting will constitute a quorum.

18. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

19. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

Participation by Electronic Means at Members' Meetings (cont'd)

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

20. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

21. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

22. Election of Directors

Any voting member of the Corporation can nominate any other voting member, who is a permanent resident of Canada, for available positions. The opening for nominations will be announced to the membership by email at each member's last known address. The nomination, submitted by email to an announced address, must follow the provided format and be copied to the nominee and seconder, who must also email with confirmation.

All elections will be by electronic format using technology appropriate to elections that ensures a one-user, one-vote anonymous voting system. Nominees will be invited to provide a short platform by email. A reasonable open voting period will be announced to voting members by email to members' last known address. Election announcements will include the names of nominees and any platforms provided by nominees. Any majority is enough to carry. In the event of a tie, the Chair will break the tie.

23. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

24. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Notice of Meeting of Board of Directors (cont'd)

Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

25. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

26. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

27. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

28. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

29. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.

If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.