

THE GERMAN SHORTHAIRED POINTER CLUB OF CANADA

CONSTITUTION

1. Name

- (a) The name of this club shall be “The German Shorthaired Pointer Club of Canada” hereinafter referred to as the (“**Club**”).

2. Area of Operation

- (a) This Club is a National Breed Club and its area of operation shall be all of Canada.

3. Objects

The objects of the Club shall be the encouragement, improvement, promotion and development of pure-bred dogs and more specifically the German Shorthaired Pointer (“**GSP**”) breed by:

- (a) Developing the GSP breed to the highest standard possible, always keeping foremost that the breed is meant to be versatile and that the field function, conformation and companion aspects are to be given equal attention in breed development;
- (b) Educating Club members and the public at large in the benefits of owning pure-bred dogs and to ensure responsible ownership;
- (c) Providing a rescue service;
- (d) Holding Canadian Kennel Club (“**CKC**”) licensed and sanctioned events such as booster and specialty shows, field tests and trials, obedience, tracking, rally and agility trials for participation by member and fanciers, and to attract public interest;
- (e) General promotion, publicity and protection of the GSP breed;
- (f) Protection of the GSP breed standard and assisting the CKC with its interpretation; and
- (g) Ensuring that the Club is at all times run as a bona fide non-profit organization.

4. Affiliation

The Club shall work in co-operation with the CKC and may further affiliate itself with organizations devoted to the aims and objects of the Club, any such affiliations to be approved by the Club in a Standing Resolution to be attached to the By-Laws hereunder.

5. Revision of the Constitution

The Constitution shall be amended only in accordance with the By-laws.

BY-LAWS

1. Membership

- (a) The membership year shall be based on the calendar year (January 1st to December 31st).
 - (i) Any person of the full age of 18 years who is voted in by the Board of Directors shall be eligible to join the Club.
 - (ii) The executive may approve such applications, subject to question by the membership at large for sixty (60) days, following publication of applicant's name in the Club's newsletter.
 - (iii) New members shall not have voting rights for one full year after acceptance of membership application (see Provisional Membership).
- (b) There shall be six (6) types of memberships in the Club: Provisional, Regular, Junior, Honorary, Life and Affiliate.
 - (i) Provisional Membership: shall have no voting rights, nor will it carry the ability to hold office. An individual may apply for Provisional membership only when he or she is eighteen (18) years of age or older and may apply for a Single or Family Membership. Names of the applicants shall be published in the next Club newsletter following receipt of application.
 - (ii) Regular Membership: shall be for Club members in good standing who have completed 12 consecutive months as Provisional members and who have been granted Regular Membership status by the Board. Each Regular Member shall have one vote. A Family Membership is available to new members and is defined as two (2) individuals only, who are age 18 and over, living at the same address, each of whom shall have one vote.
 - (iii) Junior Membership: shall be for youngsters who have an interest in GSPs, or whose parents have acquired a GSP and for some reason they do not wish to join the club. Junior members could be mentored by a senior club member in the various activities that can lead to the rewarding experience of owning a GSP. Junior members will have no voting rights nor can they hold office.
 - (iv) Honorary Membership: may be awarded to non-club members who have made outstanding contributions to the Club or to the advancement of the GSP breed and whose names have been presented by the Board for consent of two thirds (2/3) of the Voting Members. Honorary Members shall be exempt from payment of fees, they shall have no voting rights nor may they hold office.

- (v) Life Membership: may be granted to those persons who have been Regular Members and who have made outstanding contributions to the Club. Names of proposed Life Members shall be presented by the Membership for consent of two thirds (2/3) of the Voting Members. Life Members shall enjoy all the privileges of Regular Members. All Life Members shall be exempt from payment of fees.
- (vi) Affiliate Club Membership: shall be restricted to GSP breed clubs within Canada. Affiliate Club Membership shall carry no voting rights. It is not necessary for the Affiliate Club to be recognized by the CKC however, the members of the Affiliate Club must be eligible for CKC membership. Names of clubs desiring Affiliate Club status shall be presented to the Board for consent by two thirds (2/3) of the Voting Members.
- (c) Each applicant for membership shall apply on the form approved by the Board which states that the applicant agrees to abide by this constitution and by-laws, the Club's Code of Ethics, and in addition, by the rules of the CKC.
- (d) Rejection of Membership: Any applicant who has been rejected must be provided in writing with the reasons for such rejection.
- (e) Termination of membership may be for the following reasons:
 - (i) Resignation: any member in good standing may resign from the Club upon providing written notice to the Secretary;
 - (ii) Lapsing: a membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the membership year; and
 - (iii) Expulsion: a membership may be terminated by expulsion as provided in Section 7 of these By-laws.
- (f) Voting privileges

All Regular and Life Members in good standing have the right to vote at all the meetings of the Club.

2. General Meetings

- (a) Annual General Meetings
 - (i) The Annual General Meeting will be held at a location in Canada determined and agreed to by the Board of Directors. It can be timed to coincide with the date of the National Specialty so as to allow for the participation of as many members as possible.

- (ii) At the AGM the Board will report to the membership, and will provide a Treasurer's report indicating the financial status of the Club plus a consolidation of all Committee reports.
- (b) Special General Meetings
 - (i) The Board may, at its discretion, call a Special General Meeting, notice of such meeting will be communicated to the Club members in writing together with the purpose of the Meeting and shall contain enough information to allow members to make reasoned decisions. Only the business specified in the notice may be dealt with at these Special General Meetings.
- (c) Board Meetings
 - (i) Meetings of the Board of Directors shall be quarterly in the months of January, April, July and October and may be held in person, by mail, conference call, electronic mail or such other electronic means as seems reasonable and necessary to the majority of the Board in its sole discretion, to minimize cost and/or hardship.
 - (ii) Fifty percent (50%) rounded to the nearest whole number plus one (1) shall constitute a quorum for the transaction of business at Board Meetings.
 - (iii) Notice of Board meetings shall be delivered by telephone or electronically not less than ten (10) days before the meeting is to take place.
 - (iv) Each Board member shall have one vote on each motion. Questions arising at any meeting of the Board shall be decided by a simple majority of votes. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.

3. Board of Directors

The Officers of the Club shall be a President, a Vice-President, a Secretary and a Treasurer.

The Executive of the Club shall consist of the above officers together with the seven (7) Directors who will be representatives of their regions.

The Board of Directors of the Club shall consist of the Officers and the Directors.

The Standing Committees of the Club shall be those named to deal with Shows, Field Tests and Trials, Obedience, Breed Relations, Health, Rescue, Annual Awards and any other areas that the Board may feel requires special attention.

(a) Duties and responsibilities:

Each member of the Board shall be a member in good standing of the Club and shall remain as such throughout the term of office.

- (i) The President shall preside over all meetings of the Club and the Board and shall have general supervision of the affairs and business of the Club. The President shall be an ex-officio member of all committees.
- (ii) The Vice-President shall, in the absence of the President, perform the duties of the President.
- (iii) The Secretary shall keep a record of all meetings of the Club and the Board and of all votes taken by mail or electronically, and of all matters of which a record shall be ordered by the Club. He/she shall have charge of all correspondence, shall notify members of meetings, notify Officers and Directors of their election to office, keep a roll of the members of the Club and their addresses, and carry out such other duties as prescribed in this Constitution and By-Laws.
- (iv) The Treasurer shall collect and receive all monies due or belonging to the Club. He/she shall deposit the same in a bank approved by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection by the Board and the Treasurer shall report at every meeting the condition of the Club's finances. At the Annual General Meeting the Treasurer shall render accounting of all monies received and expended during the previous fiscal year.
- (v) The outgoing President shall become the Past-President and shall be an ex-officio Board member for one term. As an ex-officio Board Member, the Past-President shall receive Board agenda material and may participate in all Board meetings in an advisory capacity but shall have no voting privileges as a Board member.

(b) Vacancies and Resignations

The office of a Board member of the Club shall be vacated if such Board member:

- (i) Becomes incapable of acting by reason of mental health or infirmity;
- (ii) Ceases to be a resident of Canada in the case of Executive members, or, if elected as a Regional Director, ceases to be a resident in the appropriate geographical region of Canada as defined by the CKC;
- (iii) Resigns office by notice in writing to the Club.
- (iv) Fails to participate in or attend, without being excused by resolution of the Board, four (4) consecutive Board meetings.

(c) Filling of vacancies

- (i) Any vacancies occurring among the Officers shall be filled by a majority vote of all the members of the Board, except that a vacancy in the office of the President shall automatically be filled by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.
- (ii) To fill a vacancy on the Board of Directors, the Board in its sole discretion, as long as a quorum exists, may hold a by-election, may appoint a Regular member or Life member, or may leave the position vacant if the vacancy occurs at the Regional Director level as long as the Board remains in compliance with the minimum requirements for geographical representation, as defined by the CKC.
- (iii) If the vacancy of a Regional Director is to be filled by appointment, the appointee must be a resident of the geographical region in which the vacancy occurred. Appointment of a Regional Director required to fill a vacancy mid-term will be made by the executive group.
- (iv) If no appointee can be found to fill the seat within the vacant geographical region, the Board may appoint a Regional Director from another geographical region which is not represented on the Board.
- (v) The Club will advise the CKC, within the required time stipulated, of any changes to the Board.

(d) Term of office

- (i) The Board shall be elected every three (3) years.

4. Finances

(a) Financial Year

- (i) The financial year of the Club shall commence on the 1st day of February and shall conclude on the 31st day of January of the following year.
- (ii) Dues shall be the amount specified in the Standing Resolutions hereunder and are payable on or before the 31st day of January each year. Notice of membership renewal deadline will be sent to the membership in November and a notice will also be published in the Club's official newsletter. No member may vote whose dues are not paid for the current year.

(b) Banking Institution

The funds of the Club shall be placed in a branch of any Canadian Chartered Bank. The Treasurer of the Club shall place the funds of the Club in such branch

as she or he chooses. Details of the banking arrangements will be communicated to the Board and henceforth the banking institution may be changed only with the consent of the Board which may be given at any Board meeting.

(i) All cheques issued by the Club shall require the signatures of two Club Officers (President, Treasurer and Secretary).

(c) Petty Cash

The Board may authorize a sum of money (see Standing Resolutions), which may not be deposited in the banking institution, to be used as petty cash to be kept by the Secretary. This money will be accounted for by the Treasurer to the Board.

(d) Advance of Funds for Club Events

From time to time members of the Club are required to make purchases in advance for events in their region (i.e., Field Dog Tests/Trials, Shows). Members taking responsibility for these purchases should contact the Treasurer ahead of the date of the event so that funds can be advanced. The Club will provide a Cash Advance Form showing details of the funds disbursed and the advance will need to be included in the Financial Statement for the Event. All funds belonging to the Club should be forwarded to the Treasurer along with the P&L Statement at the conclusion of an event.

(e) Annual Review of Club Financial Records

An annual audit of the books and accounts of the Club shall be made by the Board or an individual so appointed by the Board. This individual so appointed does not have to be an accredited accountant. The financial records so audited shall be made available to the club members.

5. Voting, Nominations, Elections

(a) Voting

(i) No member may vote whose dues are not paid for the current year.

(ii) Each Individual member shall be entitled to one (1) vote. Each Family membership entitles said members to two (2) votes (voting members must be on file in the Club's membership records).

(b) Nominations

(i) Any member in good standing who has been a Regular member for at least one calendar year is eligible to stand for election to the Board.

(c) Elections

- (i) An Elections Committee shall be appointed by the Board in the month of September prior to the Board's termination term in office. It will consist of three (3) voting members in good standing, no more than one (1) of whom is on the present Board of Directors. The committee shall choose a Chairperson. The Elections Committee may conduct its business by mail or email.
- (ii) The Elections Committee shall nominate from among the voting members of the Club in good standing one (1) candidate for each office and for each position on the Board of Directors, and shall procure the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Secretary, who shall post the list on a nomination form on the Club newsletter and distribute to the membership via email notification.

(d) Nominations Process

- (i) The nomination form may contain a slate of candidates for the Board recommended by the Elections Committee. In addition to any slate of candidates suggested by the Elections Committee, any Voting member of the Club may nominate any eligible Club member for election as a Board member, provided they procure acceptance of each nominee chosen.
- (ii) The exception is nomination for Regional Directors whereby any voting member, within a given Regional jurisdiction, may nominate any other Voting member within that same Regional jurisdiction for the position of Regional Director.
- (iii) No person shall be a candidate for more than one position and additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination from the Elections committee.
- (iv) If no valid additional nominations are received by the Secretary, not less than two (2) weeks prior to the election, the Elections Committee's slate shall be declared elected and no balloting shall be required.
- (v) If one or more valid additional nominations are received by the Secretary, a ballot shall be mailed to each member in good standing not less than two (2) weeks prior to the election. The ballot shall list in alphabetical order the names of candidates for each office, and his or her address. The Secretary shall also forward with each ballot a plain, self-addressed envelope marked "Ballot" for the return of each ballot. Results of elections shall be published in the Club's newsletter.

(e) Electronic Voting Process

Voting for the election of the Board of Directors and for By-law amendments under Section 8 may be conducted by an electronic voting method approved by the Board of Directors. Any such method shall allow for voter verification and ensure the secrecy of the vote.

6. Standing Committees

The Standing Committees of the Club shall be those named to deal with Dog Shows, Field Tests and Trials, Obedience, Breed Relations, Health, Rescue, Annual Awards or any other area that the Board may feel requires special attention.

- (a) The Board may appoint such committees as it from time to time sees fit and may determine the size, composition and duties of each Committee at its discretion. Each Committee will have a Chair appointed by the Board.
- (b) No Committee shall have the power to act for or on behalf of the Club or otherwise commit or bind the Club to any course of action. Committees shall only have the power to make recommendations to the Board or to the members, as the Board may from time to time direct.
- (c) Members of committees shall be appointed by and hold office at the discretion of the Board for a term corresponding to the term of office of the Board.
- (d) Each Committee shall submit to the Board such reports as the Board may request from time to time, but in any event, each committee shall submit a written report to the Board to be included with the material to be circulated at the AGM.
- (e) Committee Chairs and their responsibilities will be reviewed at the halfway point of the Board's term of office. Any committee appointment may be terminated by a majority vote of the Board upon written notice being sent to the appointee, and the Board may appoint a successor to the person whose services have been terminated.

7. Discipline

- (a) The Board shall have the power to suspend, expel, or reprimand any member if, in the opinion of the Board, the member has violated:
 - (i) The Club's Constitution
 - (ii) The Club's By-Laws
 - (iii) The By-Laws of the CKC

The Board shall have the power to suspend or terminate the membership of a member who, in the opinion of the Board, has committed an act which is

considered prejudicial to the objects and aims of the Club, the CKC or other Kennel Club, or the interest of its members or their dogs.

(b) Canadian Kennel Club Suspension

Any member who is suspended, debarred, expelled or deprived of the privileges of the CKC shall be automatically suspended from the privileges of the Club for a like period.

(c) Complaints

(i) Any member may lay a complaint against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written complaints containing details of the alleged misconduct must be filed in duplicate with the Secretary together with a deposit of \$50. If the defendant is found guilty at a hearing of the Board or of a committee duly appointed for this purpose, the deposit will be refunded to the complainant.

(ii) The Secretary, upon receiving such a complaint shall, within 30 days, forward a copy of the complaint, along with a notice of hearing to the defendant, the complainant, and each member of the Board or appointed committee.

(iii) The hearing date shall be set no later than 30 days from the date of receipt of the complaint. If the Board holds the hearing, a minimum of four (4) members of the Board must be present. In the event that a committee holds the hearing, at least a majority of the appointed committee shall be present. Should a complaint be laid against the Secretary, then the President shall act in accordance with these By-laws.

(d) Hearing of complaints

(i) The Board or appointed committee shall ensure the complainant and the defendant are treated fairly and in accordance with the rules of natural justice. Should the complaint be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or committee may by a majority vote of those present, impose an appropriate penalty. The Secretary shall then notify each of the parties of the decision taking place within 30 days.

(ii) Disciplinary Action

Should a member commit a minor infraction of the “Code of Ethics” or behave in what is viewed as “conduct unbecoming”, the Board may call a Special General Meeting to review the reasons for disciplinary action. If further action is warranted, the member may be advised that his/her

Regular membership will be reverted to Provisional Status instead of outright loss of membership and its consequences.

(e) Procedure for expulsion of member

A member may be expelled and membership terminated only upon the unanimous decision of the Board of Directors for any of the following reasons:

- (i) Contravention of any of the By-laws or Object of the Club
- (ii) Any action, which in the opinion of the Executive and the Board of Directors, could adversely reflect on the Club.

8. Alterations or Amendments to the Constitution and By-Laws

(a) Minor Proposal for Alterations or Amendments

- (i) Minor alterations or amendments may be proposed by the Board or by written petition addressed to the Secretary, signed by ten members in good standing. Proposals by petition shall be considered by the Board at the next regular meeting and must be subsequently presented to the members of the Club with the recommendations of the Board within ninety (90) days of the date when the petition was received by the Secretary. These minor proposed alterations or amendments can be sent to the membership by electronic means, with a deadline of 30 days for receipt of replies.
- (ii) Alterations or Amendments by vote

Alterations or Amendments may be proposed at any time, provided a copy of the proposed changes has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. Dual-envelope procedures shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The majority vote of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

(b) Canadian Kennel Club Approval

No amendment to the constitution and by-laws shall become effective until it has been approved by the CKC.

9. Dissolution

- (a) Should this Club remain inactive for a period of two (2) years, or should its members decide to dissolve the Club, they can do so by written documented consent of at least 2/3 of the eligible voting members (proxies are not permitted).

- (b) In the event of the dissolution of the Club, other than for the purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club, nor any proceeds thereof, nor any assets of the club shall be distributed to any members of the Club. After payment of the debts of the Club, its property and assets shall be given to a charitable or not-for-profit organization for the benefit of dogs, such organization being selected by the Board of Directors.

10. Rules of Order

- (a) Authority:

All meetings of the Club and of its governing bodies and all other matters of practice and procedure not otherwise specified herein shall be governed by Robert's Rules of Order, current edition.

STANDING RESOLUTIONS

SR No. 1 of 15 Oct. 82 (Cont. 2 Affiliation)

Resolve that the Club secure and maintain official recognition by The Canadian Kennel Club
SR. No. 2 of 15 Oct. 82 (Art. III, Sec. 1)

Resolved that the Club will provide within 30 days to The Canadian Kennel Club information concerning changes to the Club's Constitution/By-laws or any changes to the Club's executive.
SR No. 3 of 15 Oct. 82

Dues shall be as follows:

Provisional and Regular Individual Membership \$25
Regular Family Membership (2) \$35
Junior Membership \$10
Honorary Membership Nil
Affiliate Club Membership \$50

Resolved that the Secretary have a Petty Cash imprest account of \$25.00
SR No. 6 of 10 Nov. 83 (Art. III)