

**Bylaws of Vancouver Pups and Handlers Society (the "Society")
Society Incorporation Number: S0069557**


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**Created & Certified 2018-06-27
Amended 2020-12-11**

Part 1 - Definitions and Interpretation

Definitions

1.1 In these Bylaws:

- a) "Act" means the Societies Act of British Columbia as amended from time to time
- b) "Board" means the directors of the Society
- c) "Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 - Members

Application for membership

2.1 A person may apply to the Board for membership in the Society by completing a form as determined which may be changed by the by the Board from time to time and paying the membership fee as set and may be changed from time to time by the Board. The person becomes a member on the Board's acceptance of the application. Only real persons may apply for membership; corporations are not eligible for membership.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.5 A voting member who is not in good standing
- a) may not vote at a general meeting
 - b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members, and
 - c) is deemed not to be a member for the purpose of determining a quorum for general meetings of the members.

Termination of membership if member not in good standing

- 2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months. A person whose membership is terminated under this clause may, at any time, reapply for membership to the Board according to clause 2.1.

Part 3 - General Meetings of Members

Time and place of annual general meeting

- 3.1 An annual general meeting must be held once per calendar year at the time and place the Board determines.

Extraordinary general meetings

- 3.2 All meetings of the members other than the annual general meeting are extraordinary general meetings and may be called by the Board at the time and place the Board determines or requisitioned by the members as allowed for in the Act.

Notice for general meetings

- 3.3 Notice of general meetings must be received, or be deemed to be received, by the members at least 14 days prior to the date of the general meeting.

Ordinary business at general meeting

- 3.4 At a general meeting, the following business is ordinary business
- a) adoption of rules of order
 - b) consideration of any financial statements of the Society presented to the meeting
 - c) consideration of the reports, if any, of the directors or auditor
 - d) election or appointment of directors
 - e) appointment of an auditor, if any
 - f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.5 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.6 The following individual is entitled to preside as the chair of a general meeting:
- a) the individual, if any, appointed by the Board to preside as the chair
 - b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair
 - i) the president
 - ii) the vice-president, if the president is unable to preside as the chair, or
 - iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.7 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum Required

- 3.8 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meeting called by the Board

- 3.9 Quorum for the transaction of business at a general meeting called by the Board is 3 voting members or 15% of the voting members, whichever is greater.

Quorum for extraordinary general meetings requested by members

- 3.10 The quorum for an extraordinary general meeting requested by members is 6 voting members or 30% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a) in the case of a meeting convened on the request of members, the meeting is terminated, and
 - b) in any other case, the meeting stands adjourned to a date not to exceed 7 days in the future, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.12 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournment by chair

3.13 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.14 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at annual general meeting

3.15 The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary
- b) determine that there is a quorum
- c) approve the agenda
- d) approve the minutes from the last general meeting
- e) deal with unfinished business from the last general meeting
- f) if the meeting is an annual general meeting,
 - i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - iii) elect or appoint directors, and
 - iv) appoint an auditor, if any
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting
- h) terminate the meeting.

Method of voting

3.16 For a general meeting, voting must be by a show of hands, an oral vote, online voting, electronic means, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 5 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.

Announcement of chair

3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.18 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.19 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Seconding of motions not required

3.20 Motions and resolutions at general meetings do not need to be seconded.

Part 4 - Directors

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors as decided by and may be changed by ordinary resolution of the members from time to time at an annual general meeting.

Nomination of candidates for directors

4.2 Candidates standing for election or appointment to the Board can only be nominated according to the following procedure. No candidate can be nominated from the floor of the annual general meeting unless the Nominating Committee fails to produce a slate with a sufficient number of candidates to ensure the minimum number of directors are elected or appointed to the Board.

- a) At least four weeks prior to the annual general meeting, the Nominating Committee will circulate a call for nominations to all members in good standing. At a minimum the call for nominations must indicate the date and time by which nominations must be submitted and the address to which nominations must be sent. Members must be given at least two weeks from receiving the call for nominations to submit nominations
- b) at the same time as noted above, members are to submit to the Nominating Committee the names and qualifications of candidates for nomination by the Committee in accordance with these procedures
- c) the Nominating Committee shall determine the number of vacancies on the Board which then exist or which will occur as a result of the ending of terms of office at the annual general meeting. It shall carefully consider and compare the qualifications of each of the persons whose names have been submitted, having due regard for the qualification requirements stated in the Act and as may be determined by the Board from time to time as being required to ensure the smooth and effective operation of the Society. It shall nominate from among these persons, to be a candidate for election as a director, the eligible persons best qualified in its opinion, to fill each position which will be vacant at the next annual general meeting, doing its best to

- ensure that there will be at least one candidate for each vacancy
- d) the Nominating Committee shall review the performance of incumbent directors whose names have been submitted for nominating for re-election, including examining their attendance at meetings, giving preference to those whose attendance records have been superior
 - e) the Nominating Committee shall submit to the Secretary, not later than fifteen days before the date of the annual general meeting, a report of its nominations, together with a biography of the qualifications of each nominee and his signed consent to serve as a director, if elected
 - f) the Secretary shall cause to have the list of names and biography of qualifications those nominated by the Nominating Committee included in the notice of the annual general meeting that is sent to each member.

Election or appointment of directors

4.3 At or prior to each annual general meeting, the voting members entitled to vote for the election or appointment of Directors must elect or appoint the Board from the list of nominees presented by the Nominating Committee or, if the Nominating Committee fails to provide a list with sufficient candidates to fill the vacancies on the Board, from among the list of nominees presented by the Nominating Committee and the candidates nominated on the floor of the annual general meeting. A nomination from the floor of the annual general meeting, if permitted, must be seconded by a member other than the member who first nominated the candidate.

Term of directors elected or appointed at an annual general meeting

4.4 The term of a Director elected or appointed under section 4.3 shall begin at the annual general meeting and last two years or until the end of the second annual general meeting after the Director begins their term, whichever is greater.

Directors may fill casual vacancy on Board

4.5 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board that was not filled through election or appointment at the most recent annual general meeting.

Term of appointment of director filling casual vacancy

4.6 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the next annual general meeting immediately following the director's appointment.

Part 5 - Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless a majority of directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they see fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 - Board Positions

Election or appointment of Officers

6.1 At the first meeting of the Board after the annual general meeting, the directors must elect or appoint from their membership directors to the following Board positions (collectively referred to as "the Officers"), and a director, other than the president, may hold more than one position:

- a) president
- b) vice-president
- c) secretary
- d) treasurer.

Directors at large

6.2 Directors who are not elected or appointed to Board positions serve as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:
- a) issuing notices of general meetings and directors' meetings
 - b) taking minutes of general meetings and directors' meetings
 - c) keeping the records of the Society in accordance with the Act
 - d) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

- 6.6 In the absence of the secretary from a directors' meeting, the Board must appoint another individual to act as secretary at the meeting. In the absence of the secretary from a general meeting, the members must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a) receiving and banking monies collected from the members or other sources
 - b) keeping accounting records in respect of the Society's financial transactions
 - c) preparing the Society's financial statements
 - d) making the Society's filings respecting taxes.

Part 7 - Board Committees

Committees of the Board

- 7.1 The Nominating Committee and Executive Committee shall be standing committees of the Board

- 7.2 The Board may create and disband additional standing and ad hoc committees as they see fit and shall assign to such committees duties as they see fit.

Chair of Committees

- 7.3 With the exception of the Executive Committee, the Board shall appoint and remove a chair of each committee as they see fit from within the directors on the Board.

Membership of Committees

- 7.4 With the exception of the Executive Committee, the Board shall appoint and remove members of the committees as they see fit. Members of the committees of the board may be directors, members of the Society or members of the public as the board sees fit to ensure the committee has the expertise it needs to complete the duties assigned to it by the board or these Bylaws.

Executive Committee

- 7.5 The Executive Committee membership shall consist of the Officers and shall be chaired by the president.

7.6 The Executive Committee shall be responsible for planning the meetings of the directors and for any other duties assigned to it by the Board.

Nominating Committee

7.7 The Nominating Committee shall be responsible for:

- a) recommending to the members at a general meeting the name or names of suitable members willing to be elected to the Board (“candidates”)
- b) recommending to the directors the name or names of suitable members willing to be appointed to the Board in accordance with bylaw 4.2
- c) presentation at the first meeting of the Board after the annual general meeting of its recommendations for filling the Officer positions; and
- d) any other duties assigned to it by the Board.

Part 8 - Remuneration of Directors and Signing Authority

Remuneration of directors

8.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

8.2 A contract or other record to be signed by the Society must be signed on behalf of the Society by two Officers.

Part 9 - Miscellaneous

9.1 Notices required by these Bylaws or by the Act may be sent by mail, delivery, or by electronic means (without limiting the definition of electronic means, examples of electronic means includes facsimile and electronic mail) to the latest contact information on file with the Society.

9.2 Notices sent by:

- a) mail are deemed to be received 5 days after being placed in a Canada Post mailbox and a written and signed statement by the Secretary is sufficient to prove the day the notices were placed in a Canada Post mailbox,
- b) Personal delivery are deemed to be received on the day they are received
- c) by electronic means are deemed to be received the same day they are sent.