



Annual General Meeting Minutes

October 28, 2019

Meeting called to order at 7:12 PM. A quorum was present (60 members).

Moved by Dave Denis **that the minutes of the 'Special Annual General Meeting' held on November 26, 2018 be accepted as corrected.** Seconded by Carole Walker.

CARRIED

Moved by Judy Robertson **that the financial records for the years September 1, 2018 – Aug 31, 2019 be accepted.** Seconded by Katelon Bajona-Fox. (1 against; 2 abstained.)

CARRIED

Most of the Annual Committee Reports were sent out by email to the members. Reports for Sunshine, Lure Coursing, Newsletter and the Bylaws and Policies Committee were read out.

Moved by Yvonne Downey **that the Annual Committee Reports be accepted.** Seconded by Marlene Caskey.

CARRIED

Debbie MacLeod called a 'Point of Order' regarding the special resolutions not being presented properly in the Notice of the AGM. Discussion ensued. **Moved** by Ron Levesque **to ask members to decide whether the special resolutions go ahead in this meeting or be presented again next month.** Seconded by Doug Savory. (4 against doing them at this meeting; 2 abstained)

CARRIED

Moved by Marlene Caskey **that Special Resolution # 1 (Part 1 - Interpretation and Administration) of the new bylaws be accepted.** Seconded by Dave Denis. (3 against; 5 abstained)

CARRIED

Note: Wording of each special resolution is below.

Moved by Marlene Caskey **that Special Resolution # 2 (Part 2 – Membership) of the new bylaws be accepted.** Seconded by Judy Robertson. (5 against; 5 abstained)

CARRIED

Moved by Marlene Caskey **that Special Resolution # 3 (Part 3 – Complaints and Disciplinary Action Process) of the new bylaws be accepted.** Seconded by Dinant van den Hoek. (3 against; 6 abstained)

CARRIED

Moved by Marlene Caskey **that Special Resolution # 4 (Part 4 – Club Meetings) of the new bylaws be accepted.** Seconded by Michelle Martin. (2 against; 4 abstained)

CARRIED

Moved by Marlene Caskey **that Special Resolution # 5 (Part 5 – Board of Directors) of the new bylaws be accepted.** Seconded by Dave Denis. (3 against; 3 abstained)

CARRIED

Moved by Marlene Caskey **that Special Resolution # 6 (Part 6 – Committees) of the new bylaws be accepted.** Seconded by Doug Savory. (2 against; 3 abstained)

CARRIED

Moved by Marlene Caskey **that Special Resolution # 7 (Part 7 – Financials) of the new bylaws be accepted.** Seconded by Valerie Lennox. (1 against; 5 abstained)

CARRIED

Moved by Marlene Caskey **that Special Resolution # 8 (Appendix – Code of Ethics) of the new bylaws be accepted.** Seconded by Linda Halliday. (1 against; 4 abstained)

CARRIED

Elections were done by ballot. Newly elected were:

Vice President: Sandi Malcolm (acclamation)

Treasurer: Rachel Kirk (acclamation)

Membership Secretary: Bev MacCorquodale

Directors-at-Large: Doug Savory, Janet Lostale, Dinant van den Hoek (2 year terms) and Dave Labiuk (1 year term)

Complete Board of Directors for 2019-2020:

President: Deanna Smith (term ends 2020)

Vice President: Sandi Malcolm (2019-2021)

Second Vice President: Linda Halliday (term ends 2020)

Secretary: Marlene Caskey (term ends 2020)

Treasurer: Rachel Kirk (2019-2021)

Membership Secretary: Bev MacCorquodale (2019-2021)

Directors-at-Large:

Gail Beerman (term ends 2020)

Dave Labiuk (term ends 2020)

Michele Martin (term ends 2020)

Janet Lostale (2019-2021)

Doug Savory (2019-2021)

Dinant van den Hoek (2019-2021)

Moved by Deanna Smith **that the ballots be destroyed.** Seconded by Yvonne Downey.

CARRIED

Meeting adjourned by Dave Denis at 9:22 PM.

Special Resolution # 1: The Bylaws and Policies Committee is requesting that you come to the AGM on October 28th, in order to vote on the newly created bylaws for the NKC.

Part 1 - Interpretation and Administration

1.1 The definitions in the Societies Act apply to these Bylaws.

1.2 In these bylaws, unless the context otherwise requires:

“AGM” means Annual General Meeting held once a year for the purpose of the elections and business

“Board of Directors” consists of the president, vice president, club secretary, treasurer, membership secretary, and 4 directors-at-large

“CEO” means Chief Executive Officer

“CKC” means Canadian Kennel Club

“Club” means Nanaimo Kennel Club

“Directors” make up the governing body of the club

“Directors-at-Large” are directors who are elected or appointed to positions on the Board in addition to the Executive Directors

“Executive Directors” are President, Vice President, Club Secretary, Treasurer, and Membership Secretary.

“General Meeting” means a general meeting of the members of the NKC for the transaction of corporate business, excluding informal gatherings.

“In writing” means a hand-written or typed letter with an original signature

“NKC” means Nanaimo Kennel Club; and

“Societies Act” means the Societies Act of British Columbia in force and all amendments to it.

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

(a) If the NKC bylaws do not address a specific subject, the Societies Act and/or its' Model Bylaws will be the default.

1.4 Words imparting the singular include the plural and vice versa, and words imparting a male person include a female person and a corporation.

Canadian Kennel Club

1.5 Members with CKC-registered dogs must comply with CKC rules and regulations.

Club Communication

1.6 Written club communication is primarily by electronic means.

Area of Operations

1.7 The area of operations of the club shall be within the Regional District of Nanaimo, or nearby.

Record-keeping and Access to Records

- 1.8 The club shall restrict access to the official records required to be kept under Section 20 of the Societies Act.
- (a) Directors have the right to inspect all records.
 - (b) Members have the right to inspect all records except the accounting records.
 - (c) Non-members may inspect the constitution, bylaws, register of directors, financial statements, and general meeting minutes.
 - (d) Access to the Register of Members shall be confined to requests in compliance with the Society Act, section 25 (3, 4, 7). The application must be in writing, state the purpose for the request and that the list will only be used for that purpose.
 - (e) The club shall charge a fee for the disclosure of all records, whether electronically or by paper copy.
 - (f) Members are entitled to receive, without charge, one copy of the current constitution and bylaws and the most recent financial statements.
 - (g) A fee will be charged to non-members for inspection of the records.
 - (h) Details regarding access, timing and fees will be provided in the Record-Keeping Policy and Procedures.

Privacy and the Club

- 1.9 The club's actions and decisions shall conform to the Personal Information Protection Act (PIPA).

Special Resolution #2: The Bylaws and Policies Committee is requesting that you vote on these newly created bylaws for the NKC at the AGM on October 28th.

Part 2 - Membership

2.1 A person may apply for membership in the society and, on acceptance by a majority of the directors, is a member.

(a) A person whose application for membership in the society is not accepted shall be provided in writing with a reason for such rejection.

2.2 Members and club directors need not reside in the Regional District of Nanaimo but must live within driving distance in order to regularly attend club functions.

2.3 The membership year runs from January 1st to December 31st .

2.4 Every member must uphold the constitution and comply with these bylaws and comply with any rules or policies adopted by the club from time to time, including the Code of Ethics.

2.5 Membership fees will be determined by the executive with input from club members, and may be revised from time to time.

(a) Any member who has not paid by January 31st loses their status as a 'member with voting privileges'.

(b) Any member who has not paid their dues by the last day of February will be removed from the register of members, and will need to reapply as a new member.

(c) The directors may choose to apply a 'late' fee to member renewals after December 31st.

2.6 A person ceases to be a member of the society:

(a) By delivering his or her resignation in writing to the club secretary or by mailing or delivering it to the address of the club,

(b) Upon their death, or

(c) Upon being expelled.

2.7 Membership Categories:

(a) Voting Members:

(i) Single Members – have all the rights and benefits of a member and one vote in any and all cases, subject to meeting the Voting Privileges (below).

(ii) Family Members – includes up to two adults living in the same household and all children less than 18 years of age. The adults will each have a vote, subject to meeting the Voting Privileges.

(iii) Life Members – Must have been a member with Voting Privileges for 25 consecutive years. Each life member has the right to vote.

(b) A member with Voting Privileges must meet the following requirements:

(i) Has paid his or her current annual membership fee, and any other subscription or debt due by the member to the club, and

(ii) Who is not being disciplined for being in violation of the Constitution, Bylaws or Code of Ethics.

(c) Non-voting Members:

(i) Juniors – have all the rights and benefits of club membership except the right to vote or to hold office.

Note: For the purposes of membership, Juniors and children in family memberships refer to children under the age of 18. When the child turns 18, they will remain a Junior or child in a family membership until December 31 of the year in which they turned 18.

(ii) Associate Members – those who become members between September and December of the current calendar year. They have all the rights and benefits of club membership except the right to vote. On January 1st they will become Regular Members.

(iii) Members from 2.7 (a) (i) or (ii) who do not meet the Voting Privileges

2.8 All members must have attended at least 3 meetings within the past year in order to vote at the AGM.

1. Notwithstanding the above, the Board may exempt members from this proviso on an annual basis, based on special circumstances including work schedules and mobility issues.

Special Resolution # 3: The Bylaws and Policies Committee is requesting that you vote on these newly created bylaws for the NKC at the AGM on October 28th.

Part 3 - Complaints and Disciplinary Action Process

3.1 Federal and provincial legislation require that the Complaint and Disciplinary process shall remain strictly confidential to protect all parties involved.

3.2 Any member including those on the board may deliver to a board member, in writing, a complaint against another member for alleged breach of the constitution, bylaws, policies or any other rules adopted from time to time, including the Code of Ethics.

(a) The complaint must be submitted on the Nanaimo Kennel Club complaint form.

(b) A non-member may also deliver a complaint against a member.

(c) A fee, as established from time to time by the Board, must accompany the complaint form.

3.3 The board will follow the steps outlined in the Complaint and Disciplinary Action Policy in their review of the complaint; including, but not limited to, ensuring the complaint is sound and that the review process is fair and respectful.

3.4 The complaints committee will consist of all members of the Board, except those involved with the complaint or who have a conflict or perceived conflict of interest, or where a personality conflict exists.

(a) A minimum of 5 committee members will adjudicate the complaint. If there are fewer than five directors available due to conflicts or reasonable absence, other members will be appointed as needed.

3.5 Upon receiving a written complaint, the board shall promptly take any steps necessary to establish if the complaint is valid; this may include interviews with any witnesses to the alleged infraction.

3.6 Should the complaints committee decide to go forward with the complaint, they shall promptly send a letter and a copy of the original complaint to the person(s) named in the complaint.

3.7 The person(s) named in the complaint may deliver to the committee, in writing and/or in person, a response to the complaint and may have other witnesses also provide information.

3.8 Once all responses have been received and adjudicated the committee members will vote on appropriate disciplinary action, if any, and for a period of time befitting the infraction.

(a) Disciplinary action may range from a warning, to a suspension of privileges, or to expulsion from the club.

(b) A member who is the subject of a proposed resolution for expulsion must be given an opportunity to be interviewed at a Complaints Committee meeting.

(c) The decision of the Complaints Committee shall be considered a decision of the Board of Directors.

3.9 Following the decision, the committee will promptly forward a letter to the person(s) named in the complaint explaining the outcome of the vote and any disciplinary action to be taken.

3.10 If the member to be expelled wishes to appeal the decision, they may do so through an independent arbitration committee organized by the Board.

(a) A fee will be charged, as established by the Board.

(b) Any expulsion from the Nanaimo Kennel Club is permanent.

3.11 Any member who is suspended or deprived of privileges from the club shall not be entitled to vote or hold office as a director or officer during the period of the suspension.

(a) A suspended director shall resume their office for the remainder of their term, if any, at the end of their suspension or discipline but the Board may appoint another member to hold that office during the suspension or discipline.

3.12 Any member who is suspended, deprived of privileges, or expelled from The Canadian Kennel Club may be suspended from the privileges of this society for a like period, and during this period shall not be entitled to vote or hold office.

3.13 The decision of the Complaints Committee shall be considered a decision of the Board of Directors.

Special Resolution # 4: The Bylaws and Policies Committee is requesting that you vote on these newly created bylaws at the AGM on October 28th.

Part 4 - Club Meetings

4.1 The accidental omission to give notice of a meeting to a director or member, or the non-receipt of a notice does not invalidate proceedings at the meeting.

4.2 In the absence of the secretary at meetings, the directors must appoint another member to fulfill the secretarial duties.

Proceedings at General Meetings

Calling a General meeting

4.3 The directors must call a general meeting upon the secretary receiving a written request.

Voting at Meetings

4.4 A member with Voting Privilege present at a meeting of members is entitled to one vote.

4.5 Voting is by a show of hands with the exception of the election of directors, which is done by ballot. Proxy or electronic voting is not permitted.

Quorum for General Meetings

4.6 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.

4.7 The quorum for the transaction of business at a general meeting is 15% of the voting members.

4.8 If a quorum of voting members is not present, the general meeting becomes a social gathering with no further formal club business.

Notice of Special Business

4.9 A notice of a general meeting must state the nature of any business other than ordinary business.

Special Resolution

4.10 A Special Resolution must be signed by 10% of the members with Voting Privileges (Part 2.7(b)).

1. The notice must be made in writing and submitted to the secretary 60 days before the meeting in which the special resolution will be addressed.

2. The written special resolution may not exceed 200 words.
3. The special resolution must be sent to members at least 14 days prior to the meeting at which it will be addressed.
4. A resolution must be approved by at least 2/3 of the votes cast by voting members at the meeting.

Special Resolution # 5: The Bylaws and Policies Committee is requesting that you vote on these newly created bylaws at the AGM on October 28th.

Part 5 - Board of Directors

Election or appointment of directors

5.1 Directors will be elected for two year terms – in even numbered years, the president, club secretary, and 2 directors-at-large will be elected. In odd numbered years, the vice president, treasurer, membership secretary and 2 other directors-at-large will be elected.

5.2 Separate elections must be held for each office to be filled.

5.3 Election will be by secret ballot or by acclamation if there is only one candidate.

5.4 In order to run for a director, a member must meet the requirements of the Societies Act (Part 5 Sections 44 and 45) and be a member with Voting Privileges.

Election or appointment to Board positions

5.5 Directors must be elected or appointed to the following executive positions:

1. President,
2. Vice-President
3. Secretary
4. Treasurer
5. Membership Secretary

5.6 Directors who are elected or appointed to positions on the Board in addition to the positions described above are elected or appointed as directors-at-large.

5.7 Any director, other than the president, may hold more than one position until such time as another person is elected or appointed to the vacated position, as per Sec 5.9.

5.8 As a requirement of the Canadian Kennel Club (CKC), a minimum of 3 executive directors, including the president, must be CKC members.

Vacancies on the Board of Directors

5.9 The directors may appoint another director to fill a vacant executive position. A director or any member may fill any other vacancy.

1. A person so appointed holds office only until the next annual general meeting of the society, but may put their name forward for election. Their term of office when elected will be in accordance with the rotation schedule (see Sec 5.1).

5.10 The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

Proceedings of Directors

Calling a directors' meeting

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

Conduct of directors' meetings

5.12 The directors may meet at any location, on any notice and in any manner convenient to the directors.

Quorum of directors

5.13 A quorum is a majority of the directors in office.

Resolutions

5.14 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

5.15 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

5.16 In certain circumstances, where an issue needs to be addressed before the next scheduled Board meeting, discussion and voting may be done by email.

Directors' attendance at meetings

5.17 Directors who are absent for 3 consecutive meetings or a total of 5 meetings in a calendar year may be removed from their position.

Duties of Directors

5.18 The president is chief executive officer of the club, is responsible for the other directors in the execution of their duties, and is responsible for interpreting privacy issues

as per the Personal Information Protection Act (PIPA).

5.19 The vice-president is vice-chair of the Board and is responsible for the duties of the president, if the president is unable to act.

5.20 The club secretary is responsible for, and makes necessary arrangements for:

1. The correspondence of the club and the board;
2. Notices of, and minutes of, General and Director's meetings;
3. The Records of the Club in accordance with the Act; and
4. The Annual Reports.

5.21 The treasurer is responsible for, and makes necessary arrangements for:

1. Monies and invoices collected from the members or other sources;
2. Accounting records in respect of the Society's financial transactions; and
3. The Society's financial statements.

5.22 The membership secretary is responsible for:

1. The club's membership files,
2. Membership notifications, and
3. Recording attendance at general meetings.

5.23 The directors-at-large attend Board meetings and assist the executive with decisions.

Special Resolution # 6: The Bylaws and Policies Committee is requesting that you vote on these newly created bylaws at the AGM on October 28th.

Part 6 - Committees

6.1 The directors may delegate any, but not all, of their powers to committees consisting of directors and/or members.

6.2 A committee must respect the guidelines established by the Board, and must report regularly.

6.3 Any committee or appointment may be terminated by a majority vote of the Board,

and the Board may appoint a successor to the person whose services have been terminated.

6.4 The Board may appoint the chair of a committee, or if no chair is appointed, the members of the committee may elect the chair.

6.5 The members of a committee may meet and adjourn as necessary.

Special Resolution # 7: The Bylaws and Policies Committee is requesting that you vote on these newly created bylaws at the AGM on October 28th.

Part 7 – Financials

7.1 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaging in the affairs of the club.

Contract signing authority

7.2 A contract to be signed by the Society must be signed on behalf of the Society

(a) By any 2 directors

(b) By one or more individuals authorized by the Board to sign the record on behalf of the Society in their capacity as committee chairs

(i) Authorization of committees will be governed by the Club's committee policy and procedures

Final disbursement of club funds

7.3 Upon the winding-up or dissolution of the society, the funds and remaining property after payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, and after payment of any debts of the society, shall be given to a non-profit charitable dog organization(s) which applies at least 70% of its gross income into the welfare of dogs, and/or a canine health research organization(s) as selected by the Board of Directors.

Special Resolution # 8: The Bylaws and Policies Committee is requesting that you vote on these newly created bylaws at the AGM on October 28th.

Nanaimo Kennel Club Code of Ethics

- Members hereby pledge to practice good sportsmanship at all times, and to conduct themselves in a manner that reflects well upon the Club.
- Members will refrain from verbal aggression, insults, derogatory names or language, rumors or gossip, vandalism of personal or club belongings, threats, personal attacks, cyber bullying or any other action that could be construed as harassment.
- Members will undertake to enhance the place of dogs as essential members of society.
- Members will encourage and educate members, newcomers and the general public in all matters dog related.
- Members will recognize that dogs require extensive socialization. As part of the family, dogs should be included in day-to-day activities wherever and whenever possible.
- Members who decide to breed their dog(s) will ensure that the welfare of the puppies is of prime importance from birth to death. This includes accepting the return of the dog under any circumstances. Care and training of both puppies and owners are essential throughout the dog's life.
- Members will encourage the spaying and neutering of dogs not intended for breeding or showing.
- Members will not sell puppies or dogs through any retail outlet or wholesaler, raffle, auction, or conduct any other third party transaction.
- Members will ensure that, at all times, dogs under their control are properly housed, fed, watered, exercised, safely transported, and that they receive appropriate veterinary attention when required.
- Members shall not allow dogs under their care to roam at large, and when in public places shall ensure they are leashed as required and are under control at all times.
- Members will be expected to "pick up" after their dogs at all times.