

CONSTITUTION OF THE
ENGLISH COCKER SPANIEL CLUB OF CANADA

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CONSTITUTION OF THE

ENGLISH COCKER SPANIEL CLUB OF CANADA

ARTICLE 1: THE CLUB

(a) Name of Club

The name of the club shall be ENGLISH COCKER SPANIEL CLUB OF CANADA.

(b) Area of Operation

The area of operation shall include all of Canada.

ARTICLE 2: OBJECTS OF THE CLUB

(a) Objects

The Objects of the Club shall be:

- (i) to operate, within the boundaries of Canada, as the National Club for English Cocker Spaniels;
- (ii) to encourage and promote quality in the breeding of pure-bred English Cocker Spaniels and to do all possible to bring their natural qualities to perfection;
- (iii) to encourage the organization of independent local English Cocker Spaniel Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the CKC;
- (iv) to foster the Breed Standard (as approved by the CKC), to urge members and breeders to accept the Breed Standard (as approved by the CKC) as the premier standard of excellence;

- (v) to do all in its power to protect and advance the interest of the English Cocker Spaniel and to encourage sportsmanlike competition at conformation shows, field trials and tests, obedience trials and other like events;
- (vi) to conduct sanctioned and approved events under the rules of the CKC, and other events, for the English Cocker Spaniel, and to abide by the principles of the CKC Code of Ethics;
- (vii) to promote the welfare of the English Cocker Spaniel breed as a whole, including the conducting and promoting of rescue services for the English Cocker Spaniel;
- (viii) to foster and encourage an ethical approach in the breeding and exhibiting of English Cocker Spaniels;
- (ix) to operate the Club on a non-profit basis, it being agreed and understood that no resulting surplus in Club income or other funds, shall be used to the benefit of any member of the Club;
- (x) to promote the English Cocker Spaniel as a breed by making available Club- sponsored literature which promotes the breed and provides information where interested persons can obtain more information about the breed;
- (xi) to promote membership and public education regarding the English Cocker Spaniel as a breed, as well as canines in general. To be involved in community activities and/or projects whenever possible.

ARTICLE 3: MEMBERSHIP

(a) Types of Membership

(i) Regular Membership

A Regular Membership shall be for an individual who is resident in Canada and has attained the age of eighteen (18) years. A Regular Membership shall be entitled to full voting privileges.

(ii) Household Membership

A Household Membership shall be for two (2) or more individuals who are resident in Canada, in the same house and have attained the age of eighteen (18) years. A Household Membership shall be allowed only one vote for the membership.

(iii) Junior Membership

A Junior Membership shall be for an individual who has not attained the age of eighteen (18) years but who would otherwise qualify for Regular Membership. A Junior Membership is not entitled to any voting privileges.

(iv) Non-Resident Membership

A Non-Resident Membership shall be for an individual who is not a resident of Canada but who would otherwise qualify for Regular Membership. A Non-Resident Member cannot be an officer or director of the Club, but with the exception of amendments to the breed standard, amendments to this Constitution and matters pertaining to the possible dissolution of the Club, shall be entitled to the same voting privileges as a Regular Member.

(v) Honourary Life Membership

An Honourary Life Membership shall be awarded to an individual in recognition of long service to the Breed or to the Club. Nomination to Honourary Life Membership may be made by a recommendation from the Executive Committee by a minimum of three members in good standing and endorsed by at least 51% of the membership by ballot mailed to each eligible member a minimum of one month before the Annual General Meeting. An Honourary Life Membership shall be entitled to full voting privileges, but shall not be required to the payment of annual dues.

(b) Membership Year

With the exception of Honourary Life Memberships, Membership in the Club shall be based on the calendar year.

(c) Eligibility

With the exception of Junior Memberships, Membership of the Club shall be open to all persons who are:

- (i) EIGHTEEN (18) years of age, or older; and
- (ii) who subscribe to the Objects (of the Club

All types of Memberships, excepting only Honorary Life Memberships, shall be subject to the payment of dues as set out by the Board from time to time.

(d) Dues

- (i) Membership dues shall be payable by the FIRST day of JANUARY of each year. The annual membership dues for any given year (“the Relevant Year”) shall be determined as follows:
 - (A) the Board shall propose the annual dues for the Relevant Year, prior to the Annual General Meeting of the Club held in the year previous thereto, and shall submit such proposal for approval of the membership at the said Annual General Meeting. The membership shall then fix the annual dues for the Relevant Year, at the said Annual General Meeting. Should, in any year, the Annual General Meeting fail to determine the dues for the following year, the Board shall fix the dues for that following year at a rate up to but not more than the rate which applied for the year during which the Annual General Meeting failed to set the dues ;
 - (B) the Secretary shall in writing notify each member, a minimum of SIX (6) weeks prior to the 1st day of January of the Relevant Year, of the amount of the annual dues set for the Relevant Year, and that the fact that the same are payable on or before the 1st day of January of the Relevant Year.
 - (C) If a member (“the Recalcitrant Member”) has not paid his or her annual dues for the Relevant Year, by the 1st day of March of the Relevant Year, the Recalcitrant Member’s membership shall be terminated. The Secretary shall, prior to the 1st day of February of the Relevant Year, in writing remind each Recalcitrant Member, of the fact that the Recalcitrant Member’s membership dues for the Relevant Year have still not been paid, and of the effect of this rule.
- (ii) Notwithstanding the foregoing, the Board shall have the power, at a meeting thereof, to by resolution reinstate a terminated membership, if it appears to the Board that there is

good and sufficient reason so to do. This power may only be exercised (and may not be delegated) by the Board.

- (iii) A Member whose Membership has been terminated or has lapsed by reason of failure to pay annual dues, may re-apply for admission to the Club.
- (iv) Any applicant for Membership who is notified after October 15th in any given year, that his or her application for membership has been approved, shall be extended free membership for the following year.

(e) Application for Membership

- (i) Except for Honorary Life Memberships, all applications for Membership for the Club shall be submitted on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by this Constitution. The Secretary shall forthwith furnish, free of charge and without enquiry, application forms for membership, upon request of any person.
- (ii) The application shall state the name and address of the applicant and shall be supported by a Member in good standing and endorsed by another Member in good standing, of the Club, which support and endorsement may either appear on the application or be sent in separately to the Club (and if sent separately, may be transmitted electronically). Together with the application, the prospective member shall submit dues payment for the current year.

(f) Member in Good Standing with the Club

A Member shall be deemed to be in good standing with the Club if:

- (i) that Member's membership in the Club or in the CKC is not then undergoing a period of suspension; and
- (ii) that Member has not been debarred or expelled from or by the Club or the CKC; and

- (iii) that Member's Membership in the Club has not been terminated by the Club and (if the Member is a member of the CKC) that Member's membership in the CKC has not been terminated by the CKC.

(g) Approval of Membership

With the exception of Honourary Life Membership, all applications for membership shall in the first instance, be approved or rejected by the Board, and shall be subject to appeal (in the case of a rejection) to the Club in General Meeting.

(h) Rejection of Membership

If the Board rejects an application for membership, it shall do so by written Notice of Rejection to the applicant, stating:

- (i) the reason for the rejection;
- (ii) the fact that the applicant has the right to appeal the rejection to the general membership of the Club, provided that written notice of appeal is received by the Secretary within THIRTY (30) days of receipt by the applicant, of the Notice of Rejection. An appeal, if duly lodged, shall be heard at the next general meeting of the Club, and shall, if allowed, be so allowed by an affirmative vote of FIFTY (50%) percent plus ONE (1) of the Members present and entitled to vote.

(i) Termination of Membership

Memberships may be terminated as follows:

- (i) Resignation. Any Member 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 the same lapses or is terminated by reason of non-payment of dues.
- (iii) Expulsion. A Membership may be terminated by expulsion as provided in Article 9 of these by-laws.

(j) Voting Privileges

- (i) An individual must be a member for not less than SIX (6) calendar months prior to being granted voting privileges. For the purposes of the computation of the said period, Membership for part of a calendar month shall be considered Membership for the full calendar month.
- (ii) In the case where an application for Membership is rejected by the Board but is approved on appeal, by the Club in General Meeting, the individual's Membership shall be deemed, for the purposes of subparagraph (a) above, to have commenced when the Board first rejected the application for Membership.
- (iii) The right to vote may not be exercised by a Member so long as any annual dues remain unpaid.
- (iv) Only Regular Members, the Household Member designated to vote the vote of the Household Membership, Honorary Life Members and Non-Resident Members [other than in matters for which Non-Resident Members are excluded from voting under Article 3 subsection (a)(iii)], are entitled to vote.

ARTICLE 4: GENERAL MEETINGS OF THE CLUB**(a) General Meetings**

General Meetings of the Club shall be of TWO (2) kinds, namely Annual General Meetings and Special General Meetings.

(b) Annual General Meeting

- (i) An annual general meeting (the "Annual General Meeting") of the Club shall be held once in each calendar year. Unless otherwise decided by the Board, the Annual General Meeting shall be held in conjunction with the National Specialty of the Club for that year.
- (ii) Written notice of the Annual General Meeting shall be given by the Secretary EITHER:

- (A) to each member individually, at least SIXTY (60) days prior to the date of the Annual General Meeting. Written notice under this subparagraph shall be separately mailed to each member individually, or mailed to each member individually with the Club newsletter (or other general information dissemination vehicle of the Club), at least SIXTY (60) days prior to the date of the meeting; OR
- (B) to the Membership generally by notice of the Annual General Meeting published in the newsletter (or other general information dissemination vehicle of the Club), at least SIXTY (60) days prior to the date of the Annual General Meeting.

(c) Special General Meetings

- (i) The Board may call a general meeting of the Club at any time, to consider and deal with any particular item or matter, by providing such notice to the membership, and such meeting shall be called a Special General Meeting.
- (ii) The Board is obligated to call a Special General Meeting, upon the Secretary receiving formal request. Such request must be signed by at least 10 Members in good standing and entitled to vote. Of the TEN (10) members there must be at least ONE (1) from each of THREE (3) different Regions of Canada as defined in this Constitution. The request must specify the purpose of the meeting.
- (iii) The Special General Meeting shall be held at such place, date and hour as may be designated by the Board. Written notice of such meeting shall be mailed by the Secretary at least 30 days and not more than FORTY-FIVE (45) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be TEN (10) Members in good standing with the Club and entitled to vote.

(d) Order of Business

At General Meetings of the Club, the order of business, so far as the character and nature of the meeting may permit or require, shall be as follows:

- (i) Roll Call

- (ii) Minutes of last meeting
- (iii) Report of President
- (iv) Report of Secretary
- (v) Report of Treasurer
- (vi) Reports of Committees
- (vii) Fixing of annual dues for the forthcoming year
- (viii) Appointment of Auditor
- (ix) Unfinished business
- (x) New business
- (xi) Closure.

(e) Rules of Order

Unless otherwise stipulated in this Constitution, the most current edition (as of the date of the relevant meeting) of Robert's Rules of Order, shall govern all meetings of the members.

(f) Votes of Members

- (i) At all General Meetings of the Club (i.e., at the Annual General Meeting and at all Special General Meetings of the Club), voting shall be limited to those Members entitled to vote as stipulated in Section 3 (j) of this Constitution, who are in good standing with the Club and are present at the meeting.
- (ii) Voting by proxy shall not be permitted at General Meetings of the Club.

(g) Quorum

The quorum for the Annual General Meeting shall be TEN (10) Members present and entitled to vote at the commencement of the Annual General Meeting. At the commencement of the Annual General Meeting, the Chairperson shall appoint, from the membership present, one Member to act as scrutineer. If during the course of the meeting the quorum be lost, scrutineer shall immediately inform the Chairperson who shall then suspend the meeting until such time as the quorum is again established either on the same day or one another occasion, with adequate notice being given. Any business transacted following the loss of the quorum shall be deemed not to have been transacted.

(h) Written Ballot Required

The election of Officers and Directors, amendments to this Constitution, amendments to the Breed Standard, and any other matters which the Board decides shall be dealt with by written ballot, shall be decided by written ballot.

ARTICLE 5: BOARD OF DIRECTORS/EXECUTIVE**(a) Constitution of the Board**

- (i) The Club shall have a Board of Directors or Executive (the "Board"), which shall comprise the Officers of the Club and the additional Board members as hereinafter provided.
- (ii) The officers of the Club (the "Officers") shall be:
 - (A) the President;
 - (B) the Vice-President;
 - (C) the Secretary; and
 - (D) the Treasurer,

The offices of Secretary and Treasurer may, at the discretion of the Club at General Meeting, be combined as that of Secretary/Treasurer. The remaining members of the

Board may designate any member of the Board to act in the place (and carry out the duties of) any officer who is or will be absent from any meeting of the Club or of the Board.

- (iii) Additional members of the Board (the “Additional Members”) shall be:
- (A) the immediate past President of the Club; and
 - (B) a minimum of FOUR (4) and a maximum of SIX (6) Regional Directors, representing at least FOUR (4) of the SIX (6) regions (the “Regions”) across Canada, namely:
 - (1) British Columbia;
 - (2) the Prairie Provinces (Alberta, Saskatchewan and Manitoba);
 - (3) Ontario,
 - (4) Quebec;
 - (5) the Atlantic Provinces (Nova Scotia, New Brunswick, Newfoundland and Labrador, and Prince Edward Island); and
 - (6) the Northern Territories (Nunavut, the Northwest Territories and the Yukon Territories).

No more than THREE (3) Regional Directors may be or elected from any one Region, and Directors must reside in the region they represent. All members of the Board shall be elected for a single term with commencement and duration as herein provided, and shall serve until their successors are elected or appointed in accordance with this Constitution. All members of the Board shall, upon completion of the term for which they have been elected, be entitled to stand again for re-election, provided that:

- (7) subject to subparagraph (8) hereof, no member of the Board shall be eligible for re-election to the same post more than twice [i.e., for a total of THREE (3) terms] within a continuous period of TEN (10) years;
- (8) the restrictions set out in subparagraph (7) hereof shall not apply if the application of subparagraph (7) would result in there being no qualified person being prepared to stand for election to the position on the Board which the member (who has served the said THREE (3) terms) is resigning from.

(b) Term of Office

The elected Officers and Directors shall take office on January 1st of the year following the election and shall hold office for the term of TWO (2) years thereafter. Each of the former Board members shall turn over to his successor in office, all properties and records relating to that office by January 1st of the new term.

(c) Eligibility for membership to Board

Each member of the Board shall be:

- (i) a resident of Canada; and
- (ii) a Regular Members, a Household Member or an Honorary Life Member, of the Club; and
- (iii) a CKC Regular member in good standing.

(d) Member in Good Standing with the CKC

A Member shall be deemed to be in good standing with the CKC if:

- (i) that Member's membership in the CKC is not then undergoing a period of suspension; and

- (ii) that Member has not been debarred or expelled from or by the CKC; and
- (iii) that Member's membership has not been terminated by the CKC.

(e) Vacancies

In the event of a vacancy in the Board [whether by reason of one or more of the matters mentioned in Section 5(d) or (f), or by resignation, or by reason of failure to nominate or elect one or more members of the Board in the respective capacities hereinbefore mentioned, or otherwise howsoever, the Board may appoint a member of the Club to fill the vacancy, provided always that the Board shall use every reasonable effort, in the case of an appointment to fill a vacancy with respect to a Regional Director, to appoint a member of the Club who is from the relevant Region [always ensuring that FOUR (4) Regions are represented].. Should a vacancy occur in the office of President, such vacancy shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by a majority vote of the Board. A member of the Board appointed to fill a vacancy in accordance with the foregoing, shall hold office for the same length of time and shall have the same rights, powers and privileges and be subject to the same duties and obligations, as if that member had been elected.

(f) Board Meetings

- (i) The first meeting of the Board shall be held within the FORTY-FIVE (45) days immediately following the commencement of the term of office of the Board as herein provided. Other meetings of the Board of Directors shall be held at such times and places as are:

- (A) agreed to by a majority vote of the Board; or

- (B) stipulated or called by any Officer of the Board.

- (ii) A Board meeting shall be held in accordance with one of the following:

- (A) **Meetings in Person**

The Board members may meet in person, and for each meeting of the Board where Board members are meeting in person, written notice of such meetings

shall be mailed by the Secretary to each member of the Board at least thirty (30) days prior to the date of the meeting.

(B) Telephone Conference Meetings

The Board members may also hold meetings by telephone conference. Telephone conference meetings may be held without notice if the members of the Board agree and, if the members of the Board do not agree, upon 24 hours notice.

(C) Meetings by Poll

In lieu of meetings in person and/or telephone conference meetings, the President may, on any issue which requires the decision of the Board, poll the Board members individually, either orally or in writing and either by electronic means or otherwise. The decision of the majority of Board members at the time the poll is taken, shall be deemed the decision of the Board, and shall have the same validity as a decision of the Board at a meeting in person or by telephone conference. No notice need be given when a poll is taken, but the decision of the Board shall not be deemed to have been constituted until the last Board member at the time of the poll, has been polled.

- (iii) The Board shall, by simple majority, decide on its own procedure, provided that unless otherwise decided by the Board, Robert's Rules shall apply.

(g) Quorum for Board Meetings

Excepting Board meetings by poll, and telephone conference meetings, as abovementioned, the quorum for Board meetings shall be at least FOUR (4) members of the Board of which at least 2 shall be Officers and at least TWO (2) shall be Additional Board Members.

(h) Duties of the Board

It shall be the duty of the Board to:

- (i) carry out the Objects of the Club as set out in Article 2 of this Constitution;

- (ii) generally manage the Club's affairs;
- (iii) carry out the wishes of the Club as evidenced by directions and resolutions of the Club passed at General Meetings of the Club; and
- (iv) subject to the directions and resolutions of the Club passed at General Meetings of the Club, to carry out all functions of the Club, including the production and dissemination of Club news through a Club newsletter, and the holding of a National Specialty (which shall include a conformation show and may at the discretion of the Board include obedience and/or field and/or other trials) for English Cocker Spaniels (and at the discretion of the Board, obedience and/or field and/or other trials for other breeds), preferably annually if funds and personnel to hold the same are available, and at least biennially.

(i) Powers of the Board

- (i) The Board shall have all powers necessary to carry out its duties as set out in Section 5 (h) of this Constitution.
- (ii) In the event of any matter arising which is not governed by:
 - (A) a provision of this Constitution; or
 - (B) any directions or resolutions of the Club passed at General Meetings of the Club,

the Board shall have the power to rule thereon, and any ruling given by the Board in such circumstances shall, subject only to appeal to the Club at General Meeting, be final and binding.

(j) Proceedings of the Board

- (i) At meetings of the Board other than meetings by poll:
 - (A) the various officers of the Club shall exercise their respective powers and duties and mentioned in Section 5(l) hereof; and

- (B) decisions shall be by simple majority upon a show of hands in which each member of the Board present shall be entitled to one vote, provided that any member of the Board may require a recorded division of the vote on any issue. In the event of a tied vote, the Chairman shall have a second or casting vote.

- (ii) At meetings of the Board other than meetings by poll, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:
 - (A) Reading of minutes of last meeting
 - (B) Report of Treasurer
 - (C) Reports of Committees
 - (D) Unfinished business
 - (E) Election of new members
 - (F) New business
 - (G) Closure.

(k) Officers

Without in any way attempting to exhaustively detail the same, the duties of the officers of the Club shall be as follows:

- (i) the President shall chair all Board and General meetings of the Club and shall have such duties and responsibilities as specified in these by-laws;
- (ii) the Vice-President shall assume the duties and exercise the responsibilities of the President upon the direction of the President or in such case as the President is unable to carry out the duties and responsibilities of the President;
- (iii) the Secretary shall ipso facto be the clerk of the Board, and shall:

- (A) keep a record of all Board and General meetings of the Club and of all votes taken in the order of business;
 - (B) receive and send correspondence on behalf of the Club;
 - (C) notify members of meetings;
 - (D) notify new members of their election to membership;
 - (E) notify Officers and Directors of their election to office;
 - (F) maintain and distribute to Members, on an annual basis, a roll of the current members of the Club complete with addresses and telephone numbers; and
 - (G) carry out such other duties as are prescribed in these by-laws;
- (iv) the Treasurer shall ipso facto be in charge of the finances of the Club, and shall:
- (A) collect and receive all revenues of the Club and deposit same in a Club bank account as approved by the Board, in the name of the Club;
 - (B) disburse the funds of the Club under the direction of the Board, taking proper vouchers for funds expended; and
 - (C) be responsible for and shall keep proper books and records (the "Financial Records") of all the financial dealings of the Club.

ARTICLE 6: FINANCIAL MATTERS

(a) Financial Year

Unless otherwise determined by the Club at General Meeting, the Club's fiscal year shall begin on the 1st day of January and end on the following 31st day of December.

(b) Financial Practices

- (i) The Club shall adopt financially responsible practices in all its activities. Except as specifically authorized by resolution of the Club at General Meeting, or by this Constitution, or in accordance with a budget approved by the Board for an activity within the duties of the Board, no debt shall be incurred by or on behalf of the Club.

(c) Fund-raising and Control of Expenditures

Without prejudice to the generality of Section 6(b), the Club shall:

- (i) engage in such fund-raising activities as it reasonably can, in order to ensure that there are sufficient funds available for the Club's activities (including the promotion of its Objects) without incurring debt;
- (ii) take all necessary steps to control its expenditures, including such steps as may be necessary to ensure that activities such as the National Specialty, are to the extent possible) self-sufficient. The Club shall ensure that all expenditures are properly monitored and controlled, and shall be entitled to demand of any members engaged in the actual use or disbursement of Club funds prove the proper and judicious use of Club funds in their control from time to time, and to discipline any Member who has misused Club funds, and take such steps as many be necessary (including proceedings in any court of law) to recover or seek remedy from any person (including any member) who has misused or misappropriated Club funds.

(d) Nature of Financial Records

The Financial Records shall include a full and accurate account of receipts and disbursements of the Club, and shall be open to inspection by the Board at any time. A financial report shall be provided at every meeting of the Board and every Annual General Meeting of the Club. Revenues and other monies paid to the Club in connection with a National Specialty or other Club event, shall not, for the purposes of the financial reports provided to the Annual General Meeting, be deemed revenues of the Club, and may be paid into an account under the control of the chairperson of the National Specialty or other event, provided that after all the known expenses of the National Specialty or other event have been paid, the balance of such Revenues and other monies shall be deemed to be revenues of the Club and the said chairperson shall provide the Treasurer with a full accounting (including all source documents) of the monies received and disbursed.

(e) Property of Club

The Financial Records of the Club shall be the property of the Club.

(f) Banking Accounts

- (i) The Club shall maintain a main bank account with the branch of a recognized banking institution which, in the opinion of the Board, is located most conveniently for the Club's purposes. Subject as here-in provided, all monies of the Club shall be deposited into the Club's bank account so established.
- (ii) Club cheques on the Club's main account shall be signed by the Treasurer and any one of the following: the President, the Vice-President or the Secretary.
- (iii) Notwithstanding the provisions of subsections (i) and (ii) above, the Board may authorize the opening of separate Special Purpose Account(s) for separate events or shows held by or under the auspices of the Club, such as the National Specialty, which separate bank accounts shall be opened in the name of the Club with a subtitle or division (such as "The English Cocker Spaniel Club of Canada – National Specialty), with a branch of a recognized bank located near the place of residence of the chairman of the event of show or event. If any such account is opened, all funds relating to that event shall be deposited into that account, and that account shall be operated by the chairman of that event or show and another member of that event or show committee, both of whom shall sign all cheques drawn on that Special Purpose Account. As soon as reasonably possible at the conclusion of the event in question [and in any event within NINETY (90) days thereof], the Special Purpose Account shall be closed and the funds therefrom forwarded and paid to the Club Treasurer.

(g) Review of the Club's Financial records

- (i) The Club shall, at each Annual General Meeting, shall request one or more Members not being members of the Board, to review the accuracy of the Club's records, specifically noting any significant discrepancies or deficiencies.
- (ii) Unless otherwise decided by the Club at General Meeting, the position of Club auditor (if one is appointed) shall be an honorary one, and the Club auditor shall not be entitled to any remuneration.

ARTICLE 7: ELECTIONS**(a) Secret Ballot**

The Election of the Officers and other Directors, with the exception of the Position of Past President, shall be conducted by secret ballot.

(b) Nominations

- (i) No person may be a candidate in a Club election who has not been nominated in accordance with these bylaws.
- (ii) The Board of Directors may (but shall not be obliged) to appoint a nominating committee (the "Nominating Committee"). The Nominating Committee, if appointed:
 - (A) shall be appointed by the 31st day of August of a year immediately preceding the end of the (then current) Board's term of office;
 - (B) shall consist of 3 members from different areas of Canada, and two alternates, all Members in good standing with the Club, no more than 1 of whom may be a member of the current Board of Directors. The Board shall name a Chairman for the Nominating Committee;
 - (C) shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure the written acceptance of each nominee so chosen. Candidates shall not be nominated for more than one office or position. The Nominating Committee shall first obtain the consent of a proposed candidate, prior to submitting that candidate's name, and shall submit its slate of candidates to the Secretary who shall distribute to each Member of the Club, on or before the 15th day of September in that year, a notice which shall include the following:
 - (1) the full name of each candidate and the name of the province and region in which he resides;

- (2) a short synopsis of pertinent information relating to each candidate;
and
 - (3) notification that any Member of the Club may, with the written consent of a potential candidate, nominate other or additional candidates for election to the Board, by submitting a written nomination (satisfying the requirements hereinafter mentioned) of that candidate to the Secretary, on or before the close of nominations on the 15th day of October of that year;
 - (4) may conduct its business by electronic means (including fax or e-mail);.
- (iii) Nominations shall close on the 15th day of October of the year immediately preceding the end of the (then current) Board's term of office. Nominations of eligible members, whether or not there have been nominations made by a Nomination Committee, may be made by any Member of the Club in good standing with the Club. The Nominator shall first obtain the consent in writing of a proposed candidate, prior to submitting that candidate's name, and the nomination shall contain a statement that the nominator certifies that he has obtained the candidate's consent to nomination as a candidate. All nominations of candidates to election must be received on or before the close of nominations on October 15th of the year in question. If no valid additional nominations are received by the Secretary on or before the date of close of nominations, the Nominating Committee's slate shall be declared elected and no balloting will be required.
- (iv) If no balloting is required, the Secretary shall, forthwith upon nominations being closed, the Secretary shall send to all Members in good standing with the Club, a Notice declaring the election of the respective candidates as the new Officers and members of the Board.
- (v) If balloting is required, the provisions hereinafter mentioned with regard to balloting, shall apply.
- (vi) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

(c) Ballots

- (i) In any case where balloting is required, the same shall be governed by the following provisions.
- (ii) The Secretary shall, forthwith on it becoming it becoming known that balloting is required, send to each member of the Club in good standing with the Club and entitled to vote at General Meetings of the Club, a Notice which shall:
 - (A) include a ballot listing all of the nominees for each position in alphabetical order, with the names of the province or region in which they reside, together with a blank envelope, unmarked except for the word "ballot", and a return envelope addressed to an independent tabulator ("the Tabulator") chosen by the Board, and marked on the outside with the name of the voting Member.
 - (B) contain the express stipulation, prominently displayed, that in order to be counted, ballots must be received by the Tabulator before midnight on the 15th of November in that year.

(d) Regions

Each Regional Director shall be elected by members residing in that Region.

(e) Return of Ballots

So that the ballots may remain secret, each voter, after making his ballot, shall seal it in that blank envelope which in turn shall be placed in the second envelope addressed to the Tabulator. The Tabulator shall record on a list, all ballots received, the name of the voting Member who sent the same and the date and time of receipt, and shall hold all ballot envelopes unopened and with their seals unbroken until the time when the ballots are to be counted as hereinafter mentioned, and each Member shall be entitled to require the Tabulator to confirm whether or not that voting Member's envelope has been duly received by the Tabulator.

(f) Voting Deadline

- (i) Ballots may be delivered to the Tabulator by any means available, provided that:

- (A) subject to subparagraph (B), no ballots received by the Tabulator after midnight the 15th day of November (the "Voting Deadline") shall be counted or considered validly received; and
 - (B) if there is interruption of normal mail service (such as a national mail strike), the Voting Deadline will be extended for a period of ten (10) days following the resumption of normal mail service.
- (ii) Ballots shall be deemed returned to (and to have been duly received by) the Tabulator, when actually received by the Tabulator.

(g) Counting of Ballots

- (i) On a day following the Voting Deadline, the Tabulator shall satisfy himself as to all matters relevant to the counting of the ballots, including the following:
 - (A) that all ballots to be counted, were received on or before the Voting Deadline;
 - (B) that only ballots received from Members in good standing and entitled to vote, will be counted.
- (ii) The Tabulator shall count the ballots ensuring that only those ballots received from members entitle to vote are included, and report the results to the Secretary. The person receiving the largest number of votes for each position shall be declared elected. If the candidate receiving the highest number of votes is unable to serve for any reason, such candidate shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Section 5 (f).
- (iii) If two or more candidates receive the same number of votes, the Tabulator shall contact the tied candidates to ascertain if some of them are prepared to withdraw in favour of one of them (who shall then be deemed the elected candidate). If an elected candidate cannot be determined by that process, the Tabulator shall report the matter to the Board, which shall then determine a winner from among the tied candidates by chance, using the toss of a coin or other method of determination by chance, as to the Board may seem fit.

ARTICLE 8: COMMITTEES**(a) Standing Committees**

The Board may each year appoint standing committees to advance the work of the Club in such matters as Conformation shows, field trials, obedience trials, trophies, annual prizes, membership, fund raising and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Ad hoc committees may from time to time be appointed by the Board to aid the Board with specific projects.

(b) Committee Appointments

Any committee appointment may be terminated by a majority vote of the Board upon written notice, and the Board may appoint a successor to the person whose services have been terminated.

(c) Term of Office

A committee appointed by the Board shall have a term of office of such duration as to the Board shall deem fit, provided that:

- (i) it is understood that no committee (appointed by a Board) shall have a term of office which is longer than that of the Board which appointed it; and
- (ii) if no term of office is specified for a committee, the term of office of that committee shall be coterminous with that of the appointing Board.

The above provisions for the term of office of a committee are subject to any provisions of this Constitution providing for other or different terms of office for specific committees, and the termination of the term of office shall not relieve the committee from its duties to report to the Board and to the Club as provided in this Constitution.

ARTICLE 9: DISCIPLINE**(a) Canadian Kennel Club Suspension**

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

(b) Cruelty to Animals

- (i) Any Member who has been convicted of an offence under the Criminal Code of Canada, a Provincial Statute or a Municipal Bylaw relating to cruelty to or abuse of animals shall be expelled from the Club and debarred for a period of THREE (3) years.
- (ii) If that Member's conviction was as a result of charge arising out of the death of an animal that members expulsion from the Club shall be permanent.

(c) Complaints

Any member (a "Complainant") may lay a complaint (the "Complaint") with the Club against another member (the "Defendant") for an alleged breach of this Constitution or other duly constituted rule or code of the Club. Only Complaints satisfying the following requirements shall be entertained by the Club. Every Complaint:

- (i) shall be in writing, and shall be duly sworn by the Complainant as being true and correct; and
- (ii) be filed in duplicate with the Secretary; and
- (iii) clearly allege a breach of a provision of this Constitution or other duly constituted rule or code of the Club, and the exact provision alleged to have been breached;
- (iv) be made with sufficient particularity to enable the person against whom the complaint is laid, to know the exact nature of the alleged breach; and
- (v) be accompanied by a deposit (the "Complaint Deposit") in cash, money order or other certified funds, which shall be in a amount stipulated by the Board in its discretion. In the absence of any stipulation by the Board as to the amount thereof, of the Complaint Deposit shall be \$50.00. The Complaint Deposit shall be forfeited if the Club (through its committee appointed for that purpose) does not sustain the Complaint.

(d) Discipline Committee

- (i) Upon due receipt of a Complaint, the Secretary shall inform the Board of the fact, and the Board shall forthwith appoint the Discipline Committee. The Discipline Committee shall be constituted as follows:
 - (A) the highest ranking Officer of the Club (that is to say, the President, followed by the Vice-President, followed by the Secretary, followed by the Treasurer), living closest to the place where the matter complained of is alleged to have occurred, who is not the Defendant and who does not decline the position, shall be the chairman of the Discipline Committee;
 - (B) the Board shall appoint TWO (2) other members of the Discipline Committee. If the Defendant is not a member of the Board, those members (or either of them) may, at the discretion of the Board, be members of the Board. Only a Member in good standing with the Club, may be a member of the Discipline Committee.
- (ii) The Discipline Committee, once appointed, shall hold office at the pleasure of the Board, and shall be automatically cease to exist upon it completing its duties with respect to the Complaint.

(e) Secretary to Forward Complaint

The Secretary upon receiving a Complaint shall, within THIRTY (30) days of receipt, forward to the Complainant, the Defendant and each member of the Discipline Committee, a copy of the Complaint, along with a notice specifying the date of hearing of the Complaint, which (subject as hereinafter provided) shall be at the discretion of the Discipline Committee but in any event must be held no later than NINETY (90) days from the receipt of the Complaint unless otherwise agreed between the parties, and the place thereof (which shall be at a convenient place close to the residence of the Complainant and the Defendant, if the said parties reside close together, or close to the place of residence of the Defendant, id the parties do not reside close together).

(f) Changing Date and Place of Hearing

Notwithstanding the provisions of Section 9(e) above, either the Complainant or the Defendant may lodge with the Secretary:

- (i) a written request that that date of the hearing be set by the Discipline Committee on a date which is not more than NINETY (90) days from the date of receipt of the written request; and
- (ii) a written indemnity indemnifying Club against all costs (including air fare and the costs of accommodation of all members of the Discipline Committee) and reasonable security therefor.

Upon receipt of the foregoing, the Board shall, as soon as is reasonably practicable thereafter, inform the person requesting, of the amount and nature of the security which the Board requires that person to post with the Club to meet the indemnity, and upon receipt of such security:

- (iii) the Secretary shall re-schedule the date of the hearing to a date specified by the Discipline Committee in accordance with the foregoing; and
- (iv) the place of the hearing shall become the City or town where the party lodging the indemnity resides,

and the Secretary shall duly and in writing inform all parties accordingly.

(g) Complaint Against Secretary

In the event that the Complaint is laid against the Secretary, then the President shall act in accordance with these by-laws.

(h) Hearing

- (i) Each of the Complainant and the Defendant shall have the right to require that its case be presented to the Discipline Committee by telephone conference call.
- (ii) All Complaints shall be dealt with in accordance with the rules of natural justice, and accordingly, all parties shall be given a fair and adequate chance to be heard. Should the complaint be sustained after hearing all the evidence and testimony presented by the Complainant and Defendant, the Discipline Committee may by a majority vote of those present, impose an appropriate penalty.

(iii) The Discipline Committee:

- (A) shall hear all evidence presented before it by the Complainant and the Defendant, and may call for and consider such other evidence (including the evidence of experts) if, upon completion of the presentation of evidence by the Complainant and the Defendant, the Discipline Committee considers that such further evidence is necessary or desirable;
- (B) shall, in its deliberations, confine itself to the matters complained of in the Complaint, and the breaches of the particular provisions of this Constitution or the duly constituted rules or codes of the Club as stipulated in the Complaint; and
- (C) shall make its decision as expeditiously as is practicable in the circumstances.

The Secretary shall notify each of the parties of the decision of the Discipline Committee, within THIRTY (30) days of the decision being made.

(i) Penalties

The penalties which may be imposed by the Discipline Committee include suspension of Membership rights and privileges (including participation in Club events such as shows and trials) for such period of time not exceeding 2 years, as to the Discipline Committee deem fit. The Discipline Committee may recommend to the Board, that a guilty Defendant be expelled from the Club, but shall not have the power to directly expel any member.

(j) Appeal

Except in the case of a decision that the Discipline Committee recommends expulsion from the Club:

- (i) appeals from the decision of the Discipline Committee lie on all matters, to the Board; and
- (ii) appeals from the decisions of the Board on appeal, lie to the Club at General Meeting.

(k) Expulsion

- (i) If the Discipline Committee, having made a finding of guilt upon a Complaint, recommends to the Board that the a Member of the Club be expelled from the Club, the Board shall decide whether or not to make a recommendation to the general body of the Club, for the expulsion of that Member. If the Board decides to make a recommendation for expulsion, it shall make such recommendation (the "Expulsion Recommendation") in writing, and shall refer the matter to the general body of the Club for determination. Prior to making such decision, the Board may (but is not obliged) to make such additional enquiries as it may deem fit, including the making of enquiries of the Complainant, the Defendant, and any witnesses to the subject matter of the complaint.

- (ii) A Member of the Club may only be expelled by:
 - (A) a vote of TWO-THIRDS (2/3) of the members present and entitled to vote, at a General Meeting of the Club; or

 - (B) (at the discretion of the Board) by mail-in vote.

- (iii) Unless the Board has decided that the proceedings shall be held by mail-in vote, the Defendant shall be advised in writing of the place and time of the General Meeting of the Club, if the Board is making a recommendation for expulsion. At that General Meeting of the Club (which may be held in conjunction with or immediately after the Annual General Meeting of the Club), the President shall read the Complaint, the findings and recommendations of the Discipline Committee and the Expulsion Recommendation of the Board (together, the "Expulsion Documents"), and shall invite the Defendant, if present, to speak on his or her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A TWO-THIRDS (2/3) vote of those present and entitled to vote, shall be necessary for expulsion. Proxy voting is not permitted.

- (iv) At the discretion of the Board, expulsion may also take place by mail-in vote consisting of a TWO-THIRDS (2/3) majority of all Members in good standing with the Club and entitled to vote, in favour of expulsion. Proxy voting is not permitted. The Defendant shall be forwarded a copy of the Expulsion Documents, and shall be invited to submit a written presentation on his or her own behalf within FOURTEEN (14) days of being forwarded the Expulsion Documents. At the expiration of the said period of FOURTEEN (14) days, the Secretary shall forward (by mail) to all Members in good standing with the Club and entitled to vote, a copy of the Expulsion Documents and of the Defendant's

written submission (if received), together with a ballot indicating whether that Member is in favour of or against expulsion of the Defendant, and a notice with such ballot specifying a date (which shall not be less than ____ days after the date of mailing by which date the ballots must be returned to the a Secretary to be counted. The provisions of Article 7 of this Constitution shall, to the extent applicable apply mutatis mutandis, to the mail-in vote.

ARTICLE 10: NATIONAL SPECIALTY AND OTHER SHOWS AND TRIALS

(a) National Specialty

Unless otherwise resolved by the Club at General Meeting, the Club shall hold a National Specialty dog show for English Cocker Spaniels (the “National Specialty”) once in each calendar year. It is recognized that the prime purpose of the National Specialty shall be to enhance the quality of English Cocker Spaniels in Canada and to promote the recognition of a desirable quality, in international terms, of the breed, and to that end, the Club shall endeavour:

- (i) to select judges who are qualified and who have expertise in the breed;
- (ii) in any period of FIVE (5) consecutive National Specialties, to select:
 - (A) at least ONE (1) Canadian judge for TWO (2) of those National Specialties; and
 - (B) at least ONE (1) American judge for TWO (2) of those National Specialties; and
 - (C) at least ONE (1) offshore (that is to say, neither Canadian nor American) judge for ONE (1) of those National Specialties,

The actual rotation of the judges during any single period of FIVE (5) consecutive National Specialties, shall be left to the discretion of the Board., PROVIDED ALWAYS that, notwithstanding the above requirements, the Club shall, whenever possible, endeavour to take advantage of the services of any foreign judge visiting Canada; and

- (iii) to encourage all fanciers of the breed to exhibit at and to support the Club’s National Specialty.

(b) Rotation of Place Where National Specialty Held

Subject to such practical considerations such general accessibility, the interest shown in a particular Region for the National Specialty to be held in that Region and financial feasibility, the Club shall endeavour to rotate the holding of the National Specialty through the various Regions.

(c) Show Chairman and Show Committee

The Board shall appoint a Show Chairman who shall in turn choose a Show Committee to hold and run each National Specialty. The Show Chairman and Show Committee so appointed shall hold office at the pleasure of the Board, provided that if that term of office is not earlier terminated, that term of office shall extend until the relevant National Specialty and all matters related thereto have been resolved. The termination of the term of office shall not relieve the Show Chairman from his or her duties to report to the Board and to the Club as provided in this Constitution.

(d) Financially Responsible Practices

The Show Chairman and Show Committee for each National Specialty shall be charged with taking every step to ensure that, in accordance with the Club's duties as mentioned in Sections 6(b) and 6(c) of this Constitution, financially responsible practices are adopted for that National Specialty, and each Show Chairman and Show Committee for a National Specialty shall:

- (i) engage in such fund-raising activities as it reasonably can, in order to ensure that there are sufficient funds available for the holding of that National Specialty without incurring debt; and
- (ii) take all necessary steps to control its expenditures, including such steps as may be necessary to ensure that the National Specialty is (to the extent possible) self-sufficient.

(e) Float

Nothing herein contained shall prohibit the Board from advancing to the Show Chairman, for the use of the Show Committee in the discharge of its duties relating to the National Specialty, a reasonable sum of money (in such amount as to the Board may seem fit) by way of an advance or "float".

(f) Financial Records

The Show Chairman shall ensure that all expenditures are properly monitored and controlled, and shall be entitled to demand of any members engaged in the actual use or disbursement of Club funds prove the proper and judicious use of Club funds in their control from time to time.

(g) Reporting

The Show Chairman shall report to the Board on a regular basis (and in any event upon request of the Board), as to the activities of the Show Committee including, without limitation, progress which has been made since the last report with respect to the holding of the National Specialty for which the Show Chairman was appointed, and as to any other matters which would be of interest to the Board, including the raising and disposition of funds. The Show Chairman shall also submit:

- (i) a financial report (including an income and expense report) of that National Specialty, duly supported with all relevant vouchers and receipts, at least SIXTY (60) days prior to the holding of the next Annual General Meeting, to enable the Treasurer of the Club to include all relevant information on that National Specialty, in the Club's financial report for consideration at that Annual General Meeting; and
- (ii) for the consideration of the Club at that next Annual General Meeting, a written report as to that National Specialty.

(h) Other Shows and Trials

The above provisions shall apply mutatis mutandis to all other shows and trials held by or under the auspices of the Club, it being, however, recognized that there shall be no obligation to attempt any rotation of location of such shows and/or trials, nor rotation of judges from different countries for conformation shows (other than the National Specialty).

ARTICLE 11: BREED STANDARD

(a) Promotion of Breed Standard

The Board may, from time to time, appoint a Breed Standards Committee to review the (then) existing Breed Standard. Should the Committee recommend changes to the Breed Standard, the procedures set out by the CKC will be followed.

(b) Report to Special General Meeting

If the Board accepts a report of a Breed Standards Committee proposing amendments to (or adoption of a revised) Breed Standard:

- (i) the Board shall cause the amendments to be circulated to the general membership, and allow THIRTY (30) days for comments of the general membership to be returned to the Board;
- (ii) at the expiration of the said THIRTY (30) days, the Board shall require the Breed Standards Committee to consider the comments received (if any) from the general membership and, in the light of those of the comments received which the Breed Standards Committee feels, have merit, cause further amendments to be made and proposed to the Board, within a further THIRTY (30) days;
- (iii) if the Board accepts the (amended) proposal, the same as accepted by the Board (the "Recommended Breed Standard Amendment") shall be published and sent to each Member of the Club in good standing and entitled to vote (as established by the most recent membership roll of the Club), together with:
 - (A) a ballot; and
 - (B) notification that the Recommended Breed Standard Amendment will be deemed accepted by the Club if, by a date (which shall be specified in the said notification and which shall be not less than SIXTY (60) days after the Recommended Breed Standard Amendment has been published and sent to each Member as aforesaid) not less than TWO-THIRDS (2/3) of the Members of the Club in good standing and entitled to vote, have cast a ballot, in favour of adopting the Recommended Breed Standard Amendment;
- (iv) if the required TWO-THIRDS (2/3) or more of the Members of the Club in good standing and entitled to vote, have cast ballots in favour of the Recommended Breed Standard Amendment, and not otherwise, the Club shall propose to the CKC, the amendment of the Breed Standard in accordance with the Recommended Breed Standard Amendment.

(c) Canadian Kennel Club Approval

No amendment to the Breed Standard, shall become effective until it has been approved by the CKC.

ARTICLE 12: AMENDMENTS TO CONSTITUTION

(a) Proposal for Amendments

Amendments to this Constitution may be proposed by the Board, or by written petition addressed to the Secretary signed by not less than TEN (10) Members in good standing with the Club. Of the ten (10) members, there must be at least one (1) member from each of three (3) different Regions as defined in Article 5. Amendments proposed by such petition shall be considered by the Board at the next regular meeting, and must subsequently be 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.

(b) Amendment by Vote

Upon due receipt of the petition as mentioned in subparagraph (a) above, the Secretary shall send to each Member in good standing and entitled to vote as of the date of mailing, a copy of the proposed amendment, accompanied by a ballot on which the Member may indicate his choice for or against the action to be taken. The provisions of Article 7 of this Constitution shall apply mutatis mutandis to the mail-in ballot. Such ballot shall specify a date not less than THIRTY (30) days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. A vote of at least TWO-THIRDS (2/3) of the Members in good standing and entitled to vote must be in favour of the amendments, to effect any such amendments. Proxies are not permitted.

ARTICLE 13: DISSOLUTION

(a) Act of Dissolution

The Club may be dissolved at any time by the written documented consent of at least TWO-THIRDS (2/3) of the eligible voting members, proxies not being permitted for dissolution of the Club.

(b) Club Assets to be donated to Charity

In the event of the dissolution of the Club, other than 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 but after payment of the debts of

the Club, its property and assets shall be given to a charitable organization for the benefit of dogs such organization being selected by the Board.

ARTICLE 14: ADOPTION AND REVISION OF CONSTITUTION

(a) Adoption

This Constitution and any amendments thereto, shall become effective upon the later of:

- (i) adoption of this Constitution by the Club; and
- (ii) receipt of approval of this Constitution, from the CKC.

(b) Amendments

The Club may, subject to compliance with all applicable procedure as provided herein, from time to time amend or revise this Constitution in such manner as it may deem fit.

ECSCC

CONSTITUTION

(August

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CONSTITUTION OF THE
ENGLISH COCKER SPANIEL CLUB OF CANADA

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