

PERFORMANCE AGILITY CLUB OF EDMONTON BY-LAWS

TABLE OF CONTENTS

	<u>Page</u>
1. DEFINITIONS AND INTERPRETATIONS	1
1.1. DEFINITIONS	1
1.2. INTERPRETATION	2
2. OBJECTS AND PURPOSES	2
3. AREA OF OPERATION	3
4. MEMBERSHIP	3
4.1. MEMBERSHIP YEAR	3
4.2. CONDITIONS OF MEMBERSHIP	3
4.3. MEMBERSHIP TYPES	3
4.4. APPLICATION FOR MEMBERSHIP OR RENEWAL OF MEMBERSHIP	4
4.5. APPROVAL OF NEW MEMBERSHIP	4
4.6. MEMBERSHIP FEES	4
4.7. TERMINATION OF MEMBERSHIP	5
4.8. MEMBERSHIP RIGHTS AND PRIVILEGES	5
4.9. MEMBER CONTACT INFORMATION	5
5. DELIVERY OF NOTICES	6
6. MEETINGS OF THE CLUB	6
6.1. CONVENING OF MEETINGS	6
6.2. NOTICE OF MEETINGS	6
6.3. ANNUAL GENERAL MEETINGS	6
6.4. INFORMATION MEETINGS	7
6.5. CHAIRPERSON	7
6.6. QUORUM	7
6.7. LACK OF QUORUM	8
6.8. VOTING	8
6.9. RULES OF ORDER	8
7. BOARD OF DIRECTORS	8
7.1. ELECTION OF THE BOARD	8
7.2. MEMBERS OF THE BOARD	9
7.3. ELIGIBILITY FOR NOMINATION AND ELECTION	9
7.4. PRE-ELECTION DISCLOSURE	9
7.5. NOMINATIONS	10
7.6. TERM OF OFFICE	10

7.7.	DISQUALIFICATION AND REMOVAL FROM THE BOARD	10
7.8.	CONFLICT OF INTEREST	11
7.9.	REMUNERATION	11
7.10.	VACANCY ON THE BOARD	11
7.11.	POWERS AND AUTHORITY OF THE BOARD	11
7.12.	DUTIES OF THE BOARD	12
7.13.	DUTIES OF THE OFFICERS AND DIRECTORS-AT-LARGE	13
8.	MEETINGS OF THE BOARD	15
8.1.	CONVENING OF MEETINGS	15
8.2.	NOTICE OF BOARD MEETINGS	15
8.3.	QUORUM OF THE BOARD	15
8.4.	CHAIRPERSON AT BOARD MEETINGS	15
8.5.	CLUB MEMBERS ATTENDANCE	16
9.	FINANCES	16
10.	SIGNING AUTHORITIES	17
11.	CLUB SEAL	17
12.	REGISTERED OFFICE	17
13.	CLUB RECORDS	17
14.	POLICIES AND PROCEDURES	18
15.	COMMITTEES	18
16.	DISSOLUTION OF CLUB	18
17.	BY-LAWS	18

PERFORMANCE AGILITY CLUB OF EDMONTON BY-LAWS

1. DEFINITIONS AND INTERPRETATIONS

1.1. DEFINITIONS

The following definitions shall apply to all parts of these By-laws:

- 1.1.1 **"Act"** means the *Societies Act*, being Chapter S-14 of the Revised Statutes of Alberta, 2000, as amended, and any statute or statutes which may be passed in substitution or any replacement of such *Act*;
- 1.1.2 **"Basic level of knowledge of dog agility"** means a member who has successfully completed a recognized basic level dog agility training course, or has provided the Club with proof of registration in a recognized basic level dog agility training course;
- 1.1.3 **"Board"** means the elected Board of Directors of the Club pursuant to these By-laws;
- 1.1.4 **"Board Member"** means a member of the elected Board of Directors of the Club;
- 1.1.5 **"By-laws"** means the By-laws of the Club;
- 1.1.6 **"Club"** means the Performance Agility Club of Edmonton;
- 1.1.7 **"General Meeting"** means a meeting at which all members in good standing are entitled to attend and vote, and may be either an Annual General Meeting or an Extraordinary General Meeting.
- 1.1.8 **"Member"** means a member of the Club in good standing:
 - 1.1.8.1 in the case of a single membership, the holder of the membership;
 - 1.1.8.2 in the case of a family membership, the members of the same household registered under the family membership;
- 1.1.9 **"Member in good standing"** means a member of the Club who is in compliance with By-law 4.2;
- 1.1.10 **"Officer"** means the President, Vice-President, Secretary or Treasurer of the Board of Directors;
- 1.1.11 **"Simple majority"** means fifty (50) plus one (1) percent of the total number of members in attendance at any General or Special Meeting, and fifty (50) plus one (1) percent of the total number of Board Members in attendance at a meeting of the Board;
- 1.1.12 **"Special Meeting"** means a meeting called by the Board in response to a petition signed by one-third (1/3) of the members in good standing, setting forth the business to be conducted at the requested Special Meeting.

1.1.13 "**Special Resolution**" means a resolution:

1.1.13.1 adopted at a properly convened General Meeting of the Club, of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and approved by a majority of not less than seventy five (75) percent of the total membership; or

1.1.13.2 consented to in writing by not less than seventy five (75) percent of the total membership;

1.1.14 "**Terminate membership**" means that a member is deprived of all the privileges accorded to members of the Club but does not deprive the person of privileges accorded to non-members.

1.2. INTERPRETATION

1.2.1 These By-laws are to be read with all changes of number and gender as required by the context.

1.2.2 The headings in the body of these By-laws form no part of these By-laws but shall be deemed to be inserted for the convenience of reference only.

1.2.3 In the event of any conflict between these By-laws and the *Act*, the *Act* shall prevail.

2. OBJECTS AND PURPOSES

2.1. to encourage, guide and advance in such ways as the Club sees fit, the interests of the sport of dog agility and dog agility enthusiasts in Canada;

2.2. to promote the sport of dog agility by hosting friendly and competitive dog agility events;

2.3. to provide dogs of all levels and pedigrees, and their responsible handlers, the opportunity to learn, train and advance their skills in the sport of dog agility;

2.4. to provide dogs of all levels and pedigrees, and their responsible handlers, the opportunity to compete in dog agility events in a sportsman-like environment and in a safe manner;

2.5. to promote the sport of dog agility to the general public and encourage new participants to the sport through demonstrations, seminars and clinics, and training classes;

2.6. to promote a good understanding of dogs, and illustrate the role of dogs in society by co-operating and participating in special events with other associations, persons, organizations, clubs and communities;

2.7. to acquire lands, by purchase or otherwise, erect or otherwise provide a building or buildings for social and community purposes;

2.8. to provide all necessary equipment and furniture for carrying on its various objects;

2.9. to sell, manage lease, mortgage, dispose of, or otherwise deal with the property of the society.

3. AREA OF OPERATION

The Head Office of the Club shall be in the Metropolitan Edmonton Area or any other place designated by the Board. The Recording Office shall be located at the Head Office of the Club.

4. MEMBERSHIP

4.1. MEMBERSHIP YEAR

Membership in the Club shall be based on the calendar year of January to December.

4.2. CONDITIONS OF MEMBERSHIP

Any person who has demonstrated a basic knowledge of dog agility may become a member of the Club upon a favorable vote, passed by a simple majority at a meeting of the Board. In order to acquire and sustain membership in the Club, a person must confirm, agree and comply with the following conditions:

- 4.2.1 That he has never been convicted of cruelty to animals;
- 4.2.2 That he is not under suspension or expulsion by any recognized dog agility association, organization or club, or by any recognized national kennel club or registry body or other association incorporated under the Animal Pedigree Act;
- 4.2.3 That he shall abide by the By-laws, rules, regulations, policies and procedures of the Club;
- 4.2.4 That his annual membership fee has been paid;
- 4.2.5 That he shall never act or perform in a manner which may be deemed contrary to the basic principles and objects of the Club, or that would bring disrepute to the Club;

4.3. MEMBERSHIP TYPES

There shall be two (2) types of membership in the Club. These types are as follows:

- 4.3.1 **Single Membership**
Single membership is open to persons who have completed the appropriate application and paid the prescribed membership fees. Single members, upon receiving final approval for membership by the Board, shall have all the rights and privileges provided for them under these By-laws, and any other rules, regulations and policies as determined by the Club from time to time.
- 4.3.2 **Family Membership**
Family membership is open to persons, and their immediate family members, living at the same place of residence, who have completed the appropriate application and paid the prescribed membership fees. Family members, upon receiving final

approval for membership by the Board, shall have all the rights and privileges provided for them under these By-laws, and any other rules, regulations and policies as determined by the Club from time to time, except those rights pertaining to voting, which rights are limited as set out in By-law 6.8.

4.4. APPLICATION FOR MEMBERSHIP OR RENEWAL OF MEMBERSHIP

- 4.4.1 An application for membership or renewal of membership in the Club shall be made in writing to the Board in such form as the Board may from time to time prescribe, and the applicant shall sign such application.
- 4.4.2 The applicable fees shall be submitted with the application for membership or renewal of membership. Any fees so submitted shall be refunded in full in the event that the application for membership or renewal is not approved by the Board.
- 4.4.3 Any privileges accorded to an applicant for membership or renewal of membership, pending consideration of the application by the Board may be revoked in the event that the application is not subsequently approved.
- 4.4.4 Any person not approved for renewal of membership by the Board shall be provided with written reasons for the Board's decision within thirty (30) days from the date of meeting when the membership was not approved for renewal.

4.5. APPROVAL OF NEW MEMBERSHIP

Upon a favorable vote passed by a simple majority of the Board, and confirmation of payment of the membership fee, an applicant will be deemed to have been approved as a new member of the Club. The applicant shall be informed by the Board in writing or by electronic transmission of the approval within thirty (30) days of the approval.

4.6. MEMBERSHIP FEES

- 4.6.1 Membership fee rates shall be determined from time to time by the Board.
- 4.6.2 The Secretary shall include with the Notice of the Annual General Meeting sent to each member, a membership application that states the fees payable for the next Club membership year.
- 4.6.3 Membership fees for new applicants shall be determined as follows:
 - 4.6.3.1 Persons approved for membership in the first six (6) months of the calendar year (January to June) shall be required to pay the full cost of membership stated for the year.
 - 4.6.3.2 Persons approved for membership in the last six months of the calendar year (July to December) shall be required to pay the full cost of the membership fees stated for the year, less fifty (50) percent.

4.7. TERMINATION OF MEMBERSHIP

4.7.1 Membership is terminated if a member:

4.7.1.1 *Resigns* - any member who wishes to resign from the Club may do so upon written notice to the Board through the Secretary.

4.7.1.2 *Fails to renew* - a membership will be considered lapsed and automatically terminated if a member's membership fees remain unpaid thirty (30) days after the date of the Annual General Meeting. The Board may grant an additional grace period to delinquent members in meritorious or extenuating circumstances. In no case, may a member whose fees are not paid, be entitled to vote on any Club business, nor shall they be entitled to any of the privileges normally accorded to the membership of the Club.

4.7.1.3 *Expulsion* - any member upon a simple majority vote at a General Meeting may be expelled from membership in the Club for non-compliance with any of the By-laws.

4.7.2 No person whose membership has been terminated for any reason whatsoever, shall have any claim upon any of the property belonging to the Club, or be entitled to any of the privileges normally accorded to the members of the Club. No refund of membership fees shall be provided to a person upon termination of his membership.

4.8. MEMBERSHIP RIGHTS AND PRIVILEGES

4.8.1 Membership in the Club and all the rights and privileges associated with that membership are not transferable to any other person;

4.8.2 No member shall have a personal claim upon any of the property belonging to the Club.

4.9. MEMBER CONTACT INFORMATION

4.9.1 Members shall provide the Club with a current mailing address, telephone number and e-mail address, at the time of application for membership. Any subsequent change of mailing address, telephone number or e-mail address shall be provided to the Secretary in writing, within fifteen (15) days of such change.

4.9.2 Unless expressly stated otherwise in writing to the Board, Members hereby consent and shall be deemed to have provided consent to the Club, as required by the *Personal Information Protection Act*, to disclose their personal information, consisting of their name, address and contact information, for use by other members of the Club through the creation and distribution of the membership list to all Club members.

4.9.3 No member shall disclose personal information on the membership list to any individual or to any other organization, other than another member of the Club. Members shall use the personal information for matters relating to the affairs of the Club and for no other purpose.

5. DELIVERY OF NOTICES

All notices to the membership shall be mailed or transmitted electronically to the last known mailing address or e-mail address in the records of the Club. Such notices are deemed received three (3) days, not including weekends and holidays, from the time they are deposited in a Canada Post mailbox or transmitted electronically.

6. MEETINGS OF THE CLUB

6.1. CONVENING OF MEETINGS

- 6.1.1 The Board shall call an Annual General Meeting once each calendar year as set out in these By-laws by providing notice of such meeting to the membership in accordance with By-law 6.2.1.
- 6.1.2 The Board may call an Extraordinary General Meeting of the Club at any time, by providing notice of such meeting to the membership in accordance with By-law 6.2.1 and 6.2.2.
- 6.1.3 The Board shall call a Special Meeting upon receipt of a petition signed by one-third (1/3) of the members in good standing, setting forth the business to be conducted at the requested Special Meeting by providing notice of such meeting to the membership in accordance with By-law 6.2.1 and 6.2.3.

6.2. NOTICE OF MEETINGS

- 6.2.1 Notice of General and Special Meetings shall be delivered fourteen (14) days prior to the date of the meeting.
- 6.2.2 The notice for an Extraordinary General Meeting shall specify the date, time, location and the nature of the business coming before the Extraordinary General Meeting. The notice shall also contain the text of any resolution to be submitted to the meeting. No Club business, other than that described in the Notice, may be transacted at an Extraordinary General Meeting.
- 6.2.3 The Notice for a Special Meeting shall specify shall specify the date, time, location and the nature of the business coming before the Special Meeting. The notice shall also contain the text of any resolution to be submitted to the meeting. No Club business, other than that described in the Notice, may be transacted at a Special Meeting.

6.3. ANNUAL GENERAL MEETINGS

- 6.3.1 The Annual General Meeting of the members shall be held on or before March 31st of each calendar year. Such meeting shall be held on a date, at a time and at a location designated by the Board.
- 6.3.2 Members in attendance at an Annual General Meeting shall be provided with the following information:

6.3.2.1 A report of the affairs of the Club for the previous year;

6.3.2.2 An audited financial statement for the preceding fiscal year.

6.3.3 The order of business for an Annual General Meeting shall be as follows:

6.3.3.1 Call the meeting to order;

6.3.3.2 Approval of the minutes of the previous Annual General Meeting and approval of the minutes of the previous General Meetings or Special Meetings that have occurred since the previous Annual General Meeting;

6.3.3.3 Financial report or presentation of financial statements;

6.3.3.4 Reports of President, Board Members and Committees;

6.3.3.5 By-laws, policies and procedures;

6.3.3.6 Specified items of unfinished business;

6.3.3.7 Election of the Board of Directors;

6.3.3.8 Specified items of new business;

6.3.3.9 Adjournment.

6.4. INFORMATION MEETINGS

6.4.1 The Board of Directors shall convene at least one information meeting per year for the purpose of exchanging information with the membership.

6.4.2 The Information Meeting in any given year shall be convened no earlier than ninety (90) days following the Annual General Meeting.

6.4.3 No voting shall occur at an Information Meeting.

6.5. CHAIRPERSON

6.5.1 The Board, may appoint an Independent Chairperson for any General, Special or Information Meeting.

6.5.2 In the absence of an independent chairperson the President, or in his absence, his designate, shall act as the Chairperson.

6.5.3 No person, while presiding as Chairperson of a General or Special Meeting, shall have the right to present any motion to the meeting, or have the right to vote on any motion, except in the event of a tie vote, at which time the Chairperson shall cast the deciding vote if he has an original vote.

6.6. QUORUM

6.6.1 A quorum at any General or Special Meeting shall consist of members in good standing present in person, representing no less than one third (1/3) of the total membership.

6.6.2 Except as otherwise provided in these By-laws or by the Rules of Order, no business shall be transacted at any meeting of the Club unless a quorum of members in good standing is present.

6.7. LACK OF QUORUM

If at the time appointed for a properly convened meeting of the Club, a quorum is not present, the meeting shall stand recessed for fifteen (15) minutes. If after the fifteen (15) minute recess a quorum is not present, then those members entitled to vote who are present, shall constitute a quorum.

6.8. VOTING

6.8.1 Each holder of a single membership and a designated member from each family membership is entitled to one (1) vote for each resolution presented at a General or Special Meeting.

6.8.1.1 Notwithstanding the above, members must be members in good standing and at least eighteen (18) years of age to be eligible to vote.

6.8.2 Members must be in attendance at the General or Special Meeting to be eligible to vote. Voting by proxy is not allowed.

6.8.3 Voting at any General or Special Meeting shall be done by a show of hands.

6.8.3.1 Notwithstanding the above, in the case of elections of the Board of Directors, voting shall be done by ballot and the results of such vote shall be determined before the adjournment of the Annual General Meeting at which they were elected.

6.8.4 Except as otherwise stated in these By-laws, any motion is considered to have been carried if a simple majority of the members eligible to vote at the General or Special Meeting vote in favour of the motion.

6.9. RULES OF ORDER

In all cases, unless otherwise stipulated in these By-laws, Robert's Rules of Order Newly Revised shall govern at all General and Special Meetings and meetings of the Board.

7. BOARD OF DIRECTORS

7.1. ELECTION OF THE BOARD

7.1.1 The Board shall be elected at the Annual General Meeting.

7.1.2 The Board shall consist of not less than five (5) and not more than seven (7) persons.

7.1.3 The number of members of the Board can be changed only by Special Resolution.

7.2. MEMBERS OF THE BOARD

- 7.2.1 The Board shall consist of four Officers, being the President, Vice-President/Privacy Officer, the Secretary and the Treasurer and no less than one (1) nor more than three (3) other Directors-at-Large, all of whom may collectively or individually be referred to as the Directors.
- 7.2.2 At the first meeting of the newly elected Board of Directors, the Board members shall determine by vote or otherwise, the position that each member shall hold.
- 7.2.3 At any time after the first meeting, the Board, by Resolution, may remove any Officer from his position and elect another Board member to fill that office in his place.

7.3. ELIGIBILITY FOR NOMINATION AND ELECTION

- 7.3.1 Any member who has been in good standing for one (1) year and who is at least eighteen (18) years of age shall be eligible for nomination and election to the Board.
- 7.3.2 Notwithstanding the above, no member is eligible for nomination unless that member was present at the Annual General Meeting and accepted the nomination, or if that member was not present at the Annual General Meeting but before that meeting had consented in writing to nomination as a Director.
- 7.3.3 No more than two members from the same household may stand for nomination and election to the Board for any one term.

7.4. PRE-ELECTION DISCLOSURE

- 7.4.1 If a Member who has been nominated and agrees to let his name stand for election to the Board:
 - 7.4.1.1 is an Officer or Director of any other organization actively engaged in the sport of dog agility; or
 - 7.4.1.2 has a reasonable expectation of involvement with any other organization actively engaged in the sport of dog agility during his term of office, if elected

then that Member shall formally disclose the basis and terms of the involvement or expected involvement to the members at the Annual General Meeting prior to the election vote being conducted.
- 7.4.2 If a Member who has been nominated and agrees to let his name stand for election to the Board:
 - 7.4.2.1 is receiving remuneration from the Club for goods or services provided to the Club; or
 - 7.4.2.2 has a reasonable expectation of receiving remuneration from the Club for goods or services that may be provided to the Club during his term of office, if elected, then that Member shall formally disclose the basis and

terms of that remuneration or expected remuneration to the members at the Annual General Meeting prior to the election vote being conducted.

7.5. NOMINATIONS

7.5.1 Nomination papers in such form as may be approved by the Board from time to time shall be provided to the voting members of the Club with the Notice of the Annual General Meeting.

7.5.2 Completed nomination papers must be received by the Secretary at least five (5) days prior to the date of the Annual General Meeting. All nomination papers must be signed by two (2) members in good standing and entitled to vote. Each nomination paper shall be accompanied by the written acceptance of the nomination by each nominee.

7.5.3 Nominations shall also be accepted from the floor at the Annual General Meeting.

7.6. TERM OF OFFICE

The members of the Board shall hold office from the conclusion of the Annual General Meeting at which they were elected, until the conclusion of the next Annual General Meeting, or until such time as his office is vacated pursuant to the provisions of these By-laws.

7.7. DISQUALIFICATION AND REMOVAL FROM THE BOARD

7.7.1 The members may by resolution at a properly convened General or Special Meeting remove any member of the Board before the expiration of his term of office and appoint another person to that member's position to hold office until the next Annual General Meeting.

7.7.2 The office of a member of the Board shall, be vacated if he:

7.7.2.1 resigns his office by writing, under his hand, sent to or delivered to an Officer of the Club;

7.7.2.2 becomes bankrupt under the *Bankruptcy Act*, or any Act passed in substitution therefor;

7.7.2.3 is convicted of an offence arising out of breach of trust, embezzlement, fraud or cruelty to animals;

7.7.2.4 fails to comply with the conditions of membership set out these By-laws and is subsequently denied the privileges of membership of the Club;

7.7.2.5 ceases to be a member of the Club;

7.7.2.6 becomes of unsound mind or mentally incompetent, or is the subject of a certificate of incapacity issued under the *Dependent Adults Act*, or any Act passed in substitution therefor;

7.7.2.7 is absent from two (2) consecutive meetings of the Board without permission of the Board and it is resolved at the subsequent meeting of the Board that the member's office be vacated;

7.7.2.8 it is discovered that he has failed to comply with the Pre-Election Disclosure requirements or the Conflict of Interest provisions set out in these By-laws;

7.7.2.9 dies.

7.8. CONFLICT OF INTEREST

7.8.1 Every member of the Board shall exercise the powers and discharge the duties of the office of member of the Board honestly and in good faith.

7.8.2 If a member of the Board has a material interest in any agreement, arrangement or transaction to which the Club is or is to become a party, that person:

7.8.2.1 shall declare to the Board his interest in the agreement, arrangement or transaction,

7.8.2.2 shall not vote in respect of any matter respecting that agreement, arrangement or transaction, and

7.8.2.3 shall not be counted when determining whether a quorum exists when a vote or other action is taken in respect of the agreement, arrangement or transaction.

7.9. REMUNERATION

7.9.1 The members of the Board shall serve as volunteers and shall serve without remuneration or other benefit for their services as Board Members.

7.9.1.1 Notwithstanding the above, upon resolution of the Board, a Board Member may be reimbursed for specific expenses incurred by him in the performance of any Board duties.

7.10. VACANCY ON THE BOARD

Where a vacancy occurs on the Board, the Board may appoint a person to fill that vacancy until the next Annual General Meeting, provided such person qualifies to hold office on the Board pursuant to these By-laws.

7.11. POWERS AND AUTHORITY OF THE BOARD

The Board, subject to the *Act*, the By-laws and any directions given it by a simple majority vote at any General Meeting, have the power and authority to control and manage the affairs of the Club, including but not limited to the authority to enter into contracts on behalf of the Club.

7.12. DUTIES OF THE BOARD

The Board shall:

- 7.12.1 cause minutes to be kept of its proceedings which shall, unless the Board otherwise decides, to be the responsibility of the Secretary;
- 7.12.2 cause minutes to be kept of General and Special Meetings which shall, unless the Board otherwise decides, to be the responsibility of the Secretary;
- 7.12.3 cause proper books of account to be kept in respect of all sums of money received and expended by the Club, and the matters in respect of which such receipts and expenditures take place, the keeping of said books, unless the Board otherwise decides, to be the responsibility of the Treasurer;
- 7.12.4 cause to be prepared proper accounts relating to all monies of the Club and the income and expenditures therefore, for each Annual General Meeting, such preparation, unless the Board otherwise decides, to be the responsibility of the Treasurer;
- 7.12.5 provide copies of the minutes of the General and Special Meetings and the Board meetings, prepared in compliance with the *Personal Information Protection Act*, to any member requesting same in writing or by electronic transmission for a fee. The Board shall determine such fee from time to time.
- 7.12.6 provide copies of the financial statement presented at the Annual General Meeting and financial reports at Board meetings, prepared in compliance with the *Personal Information Protection Act*, to any member requesting same in writing or by electronic transmission for a fee. The Board shall determine such fee from time to time.
- 7.12.7 at all times keep and maintain in force, liability and property insurance for the Club, and Officers and Directors Liability insurance;
- 7.12.8 develop and at all times maintain a "Privacy Policy" which includes reasonable policies and practices that enable the Club to meet its obligations under the *Personal Information Protection Act* and the *Act*;
- 7.12.9 establish all general policies and long range objectives of the Club;
- 7.12.10 establish and adopt a budget for each fiscal year;
- 7.12.11 maintain yearly memberships in the dog sport governing bodies as voted on by the membership at the Annual General Meeting;
- 7.12.12 establish and implement an agility trial schedule for the Club for each fiscal year;
- 7.12.13 establish committees as required to carry out the day-to-day operations of the Club and designate a Board contact for each committee;

- 7.12.14 be responsible for the enforcement of the By-laws of the Club; and
- 7.12.15 be responsible for the enforcement of the policies and procedures of the Club.

7.13. DUTIES OF THE OFFICERS AND DIRECTORS-AT-LARGE

7.13.1 The Officers of the Board are the President, Vice President/Privacy Officer, Secretary and Treasurer. Other members of the Board may be referred to as Directors-at-Large.

7.13.2 the President, or in the event of his absence or disability, the Vice-President shall:

- 7.13.2.1 be responsible for the daily execution of the business of the Club, at all times under the direction given by the Board;
- 7.13.2.2 at each Board Meeting, provide the Board with a report on the operations of the Club;
- 7.13.2.3 provide recommendations to the Board and Committees on matters which may affect the operations of the Club;
- 7.13.2.4 preside as Chair at meetings of the Club, unless the Board has appointed an Independent Chairperson, and Board Meetings;
- 7.13.2.5 be a signing authority for the Club, always however, subject to the direction of the Board;
- 7.13.2.6 carry out his duties under the direction of the Board.

7.13.3 the Secretary, or in the event of his absence or disability, another member of the Board designated by the Board shall:

- 7.13.3.1 be responsible for the preparation, assembly and distribution of agenda material and minutes prior to each General or Special Meeting of the Club and scheduled meeting of the Board;
- 7.13.3.2 record and maintain all the minutes of General and Special Meetings of the Club and meetings of the Board and shall record votes for and against on all motions;
- 7.13.3.3 be responsible for all correspondence of the Club, including providing members with a current membership list at least once per calendar year, and the distribution of general correspondence under the direction of the Board;
- 7.13.3.4 have charge of the logo of the Club and the authentication of the logo whenever and however it is used;
- 7.13.3.5 be responsible for the keeping of the Seal of the Club;
- 7.13.3.6 be a signing authority for the Club, always however, subject to the direction of the Board;

- 7.13.3.7 carry out his duties under the direction of the Board.
- 7.13.4 the Treasurer, or in the event of his absence or disability, another member of the Board designated by the Board shall:
 - 7.13.4.1 prepare an annual budget for the next fiscal year of the Club for submission to the Board at least thirty (30) days prior to the end of the current fiscal year;
 - 7.13.4.2 receive all monies paid to the Club and deposit the same into an account belonging to the Club as the Board may direct;
 - 7.13.4.3 submit a copy of all accounts and invoices payable by the Club to the Board for review and pay all invoices according to their terms or as otherwise directed by the Board;
 - 7.13.4.4 properly account for the funds of the Corporation and keep such books and records as the Board may direct;
 - 7.13.4.5 submit to the Board, at each scheduled meeting of the Board, a Treasurer's Report which shall include a full detailed accounting of account and investment balances and any receipts and disbursements of the Club occurring since the previous Treasurer's Report was submitted to the Board;
 - 7.13.4.6 prepare, or cause to be prepared, in accordance with generally accepted accounting principles, for submission at the Annual General Meeting, a statement of the financial position of the Club and submit a copy of the same to the Secretary for the records of the Club.
 - 7.13.4.7 be a signing authority for the Club, always however, subject to the direction of the Board.
 - 7.13.4.8 carry out his duties under the direction of the Board;
- 7.13.5 The Directors-at-Large shall:
 - 7.13.5.1 Have such further duties and authority as may be delegated to them by the Board providing the said duties and authority are not contrary to the provisions of these By-laws.
- 7.13.6 The Vice President/Privacy Officer, or in the event of his absence or disability, another member of the Board, designated by the Board;
 - 7.13.6.1 is responsible for ensuring that the Club, its Board members, employees and agents comply with the *Personal Information Protection Act*;
 - 7.13.6.2 shall monitor, make recommendations and report to the Board on the Club's privacy policy;

7.13.6.3 shall respond to inquiries about the Club's Privacy Policy and receive and deal with access to information requests and complaints as the Board may direct;

7.13.6.4 shall carry out his duties under the direction of the Board.

8. MEETINGS OF THE BOARD

8.1. CONVENING OF MEETINGS

8.1.1 Meetings of the Board shall be held a minimum of three (3) times per year or as more frequently required to manage and administer the affairs of the Club.

8.1.2 The first meeting of the newly elected Board shall be convened, without prior written notice, immediately following the Annual General Meeting of the Club at which it was elected.

8.2. NOTICE OF BOARD MEETINGS

Notice of each regularly held meeting of the Board shall be given in writing or by electronic transmission. The President or a simple majority of the Board shall have the authority to call a meeting of the Board by giving seven (7) days notice in writing or by electronic transmission.

8.3. QUORUM OF THE BOARD

A quorum shall be constituted by a majority of Board members of which two (2) of the members must be Officers of the Club.

8.4. CHAIRPERSON AT BOARD MEETINGS

8.4.1 The President and in his absence, the Vice-President, shall act as Chairperson of the Board meetings;

8.4.2 Should both the President and Vice-president be absent, then at the commencement of the meeting the Board shall elect a Chairperson for the meeting.

8.4.3 If any Chairperson vacates the Chair during the course of the meeting, the Board shall elect in his stead another Chairperson who shall have the same rights of voting.

8.4.4 The Chairperson at Board meetings shall have the right to make and second motions and to vote on all matters that come before the Board.

8.5. CLUB MEMBERS ATTENDANCE

8.5.1 With prior written consent of the Board, Club members may attend meetings of the Board.

8.5.1.1 Any member who wishes to attend a meeting of the Board must submit a written request to attend the meeting to the Secretary;

8.5.1.2 The request must set out the business that the member wishes to bring forward at the Board Meeting;

8.5.1.3 If the Board grants the request, it shall provide its written approval to the member in writing or via electronic transmission, allowing a minimum of fourteen (14) days notice of the Board meeting.

9. FINANCES

9.1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by the Finance Committee. A complete and proper statement of the books for the previous year shall be submitted by the auditor or the finance committee at the Annual General Meeting.

9.2. The fiscal year of the Club shall be October 1st to September 30th.

9.3. The Club shall not borrow money, except as approved by Special Resolution presented and voted upon at a General Meeting.

9.4. All funds of the Club shall be kept in accounts and investments owned legally and beneficially in the name of the Club and all cheques drawn from the Club account(s) must bear the signature of two (2) members of the Board, one (1) of which must be an Officer of the Board.

9.5. Except as set out in By-law 9.6.2, no expenditures shall be made on behalf of the Club without the prior approval of the Board. No funds of the Club may be withdrawn from any account, by cheque or otherwise, and no investments liquidated without prior approval of the Board.

9.6. The Board shall, within thirty (30) days of the Annual General Meeting, appoint a Finance Committee which shall have the authority to review and monitor the financial affairs of the Club.

9.6.1 The Finance Committee shall be comprised of a minimum of three (3) to a maximum of five (5) members in good standing. No more than one member of the Board shall be a member of the Finance Committee at any one time.

9.6.2 Notwithstanding By-law 9.5, the Finance Committee may incur an aggregate expenditure of up to five hundred dollars (\$500.00) for the purpose of fulfilling its objectives, duties and responsibilities without prior approval of the Board, however any expenditure in excess of the five hundred dollars (\$500.00) requires the prior approval of the Board.

- 9.6.3 The Board shall provide the Finance Committee members with a copy of the minutes of the Board meeting and the Treasurer's monthly financial report within twenty one (21) days of each such Board meeting.
- 9.6.4 The financial records of the Club may be inspected by the Finance Committee upon it giving reasonable notice in writing to the Board and arranging a satisfactory time to inspect same.
- 9.6.5 The Finance Committee shall, audit the financial records of the Club or may, from time to time, require that the financial records of the Club be audited by a duly qualified accountant.
- 9.6.6 The Finance Committee may require the Board to convene an Extraordinary General Meeting to enable the Finance Committee to inform the Members about the financial affairs of the Club.
- 9.7. Any Board member shall have access to the financial records after providing reasonable notice to the Treasurer to inspect same.

10. SIGNING AUTHORITIES

- 10.1.1 All cheques, drafts and other documents and instruments shall be signed by at least two (2) members of the Board.
- 10.1.2 The Board shall determine, by resolution from time to time, which members of the Board shall sign cheques, drafts and other instruments and documents.
 - 10.1.2.1 Notwithstanding the above, if more than one (1) member of any household is elected to the Board, only one (1) of those members may be a signing authority for the Board.

11. CLUB SEAL

The Club shall have a seal which shall be used only as authorized by resolution of the Board. Any document to which the seal is affixed shall be signed by at least two (2) members of the Board.

12. REGISTERED OFFICE

- 12.1. The Club, by Resolution of the Board, shall designate a registered office to which all communication and notices may be sent and at which all process may be served.
- 12.2. The Board may change the registered address of the Club by Resolution.
- 12.3. A change in address is to be recorded at the appropriate Corporate Registry within 15 days of the said change.

13. CLUB RECORDS

The Club shall provide copies of the minutes of the General and Special Meetings and the Board Meetings, prepared in compliance with the *Personal Information Protection Act*, to any member

requesting same in writing or by electronic transmission for a fee. The Board shall determine such fee from time to time.

14. POLICIES AND PROCEDURES

- 14.1. The Board may establish policies and procedures for the organization, management and administration of the Club and its affairs, so long as those policies and procedures are not inconsistent with these By-laws.
- 14.2. Upon approval by the Board, policies and procedures shall become effective on the date designated by the Board.
- 14.3. All proposals for new policies and procedures and all proposed amendments to existing policies and procedures shall be presented to the Board for consideration. Proposals may be given by any member of the Board or by any Club member in good standing. Proposals from Club members shall be in writing and shall be forwarded to the Secretary by mail or electronic transmission.

15. COMMITTEES

- 15.1. The Board shall establish a Finance Committee and may, from time to time, establish such other committees as it sees fit to advance the objectives of the Club.
- 15.2. Actions and decisions of committees shall always be subject to the direction and authority of the Board, which retains the right and authority to dissolve the committee as it sees fit.
- 15.3. Committees may be comprised of any number of members in good standing. The chair for each Committee will report directly to a member of the Board.
- 15.4. Each committee shall conduct its business at such time and place as it sees fit.
- 15.5. Committees shall not incur debts on behalf of the Club, unless given the express written approval of the Board to do so.
- 15.6. In the event of a vacancy occurring, the Board shall appoint a replacement committee member as soon as possible.
- 15.7. Any committee appointment may be terminated by resolution of the Board which termination is effective upon written notice to the affected committee member(s). The Board may appoint a successor to any member(s) whose appointment has been terminated.

16. DISSOLUTION OF CLUB

In the event of dissolution or winding up of the Club, all remaining assets, after payment of all debts, shall be distributed to a registered not for profit Society as voted upon by the dissolving members.

17. BY-LAWS

- 17.1. These By-laws bind the Club and each member fully.

- 17.2. These By-laws may be amended by Special Resolution of the Club and not otherwise. No By-law amendment is effective until it is registered with the Registrar of Corporations.
- 17.3. The text of a proposed By-law amendment must be provided by the Board to the members no less than twenty-one (21) days prior to the meeting at which the amendment is to be considered.

Dated at Edmonton, Alberta, this _____ day of _____, 2007.

PERFORMANCE AGILITY CLUB OF EDMONTON

PER:

(Affix Corporate Seal)