



NEWFOUNDLAND DOG CLUB OF CANADA CONSTITUTION

Effective: October 03, 2014

Article I Name and Objectives

Section 1

The name of the club shall be "The Newfoundland Dog Club of Canada", hereafter referred to as "The Club"

Section 2

The objectives of The Club shall be:

- a. To further the breeding and betterment of Newfoundland dogs,
- b. To define precisely the standard for the breed,
- c. To enforce adherence to the standard
- d. To increase the Knowledge and understanding of the breed,
- e. To encourage and promote the quality of pure-bred Newfoundland dogs and do all possible to preserve their natural qualities,
- f. To achieve better communication and understanding among owners, breeders and other interested parties, and
- g. To encourage the organization of Regional/Branch clubs.

Section 3

The area of operation of The Club shall be all of Canada.

Article II Membership And Dues

Section 1

The Club's fiscal and membership year shall be from January 1st to December 31st.

Section 2 - Application for Membership

A person of good character and with an interest in the objectives of the club shall be eligible to apply for membership. Application shall be made by sending, to the Membership Secretary, an official club application form (completed and sponsored by an Active Member or Life Member) along with a signed and dated copy of the NDCC Code of Ethic and the yearly dues. Any individual rejected for membership by The Club will be provided with a written explanation. Upon refusal, an applicant may re-apply for membership after a period of one year.

Once an applicant for membership has been approved at an executive or general meeting, the applicant's name and address shall be published in The Club's newsletter. If no objections are received by the Membership Secretary by the stated deadline, which must be at least thirty (30) days after publication in which the membership is announced, the applicant becomes a Provisional Member.

Section 3 - Categories of Membership

- a. **Provisional Member:** Shall be any newly accepted member who is eighteen (18) years of age or older. Provisional Members shall have no voting privileges for six (6) months, after which time they shall become Active Members.
- b. **Active Members:** Shall be any person in good standing, who subscribes to the objectives of The Club as stated in the Constitution and the clubs Code of Ethics, and has been a Provisional Member for the required six (6) month periods. Active Members shall have voting privileges and, if a resident in Canada, be eligible to hold office.
- c. **Junior Member:** Shall be any person who subscribes to the objectives of The Club as stated in the Constitution and the clubs Code of Ethics. A Junior Member must be no younger than twelve (12), nor older than eighteen (18) years, and shall have no voting privileges nor the right to nominate or hold office. At the age of eighteen (18) a Junior Member may apply for a Provisional Membership. Junior Members will receive the newsletter if they are the only members residing in the household.
- d. **Life Member:** Is a person who has served as an Active Member for twenty-five (25) continuous years, has subscribed to the objectives of The Club as stated in the Constitution and in the NDCC Code of Ethics, shall become a Life Member. Life membership shall commence on January 1st of the year following the 25th anniversary of the membership. Life Members shall be exempted from dues and levies and shall have voting privileges and, if resident in Canada, be eligible to hold office. An Active Member residing in a household with a Life Member will continue to pay full annual dues until Life Membership status is attained.

Section 4: Termination of Membership

- a. A membership shall be terminated upon receipt by the Membership Secretary of a termination notice, in writing, signed by the member.
- b. Dues and required forms not received by the Membership Secretary by the due date shall automatically terminate membership. Extenuating circumstances will be considered by the Executive.
- c. The Executive may refuse to renew the membership of a member who is indebted to The Club until such time as the debt is settled.

Section 5 - Dues

Annual dues must be submitted prior to December 31st with a current signed membership form and a signed NDCC Code of Ethics. Membership fees shall be set and approved yearly, at the Annual General Meeting, for the next membership year.

Section 6 - General

Members who hold at least five (5) percent of the votes can request a meeting of members. Electronic participation and voting at meeting are permitted as required by the Executive

Article III

The Executive

Section 1

The Executive shall consist of the Officers and Directors who shall have the right to attend all executive meetings. All members of the Executive shall have a voice and vote with the exception of the Chair – who shall have a voice and only to break a tie vote, have a vote.

Section 2

The Executive shall have the power to conduct all business of The Club unless specifically limited by this Constitution.

Section 3 - Officers, Directors, and Their Duties

The Officers of The Club shall be: President, First and Second Vice Presidents, Secretary, Treasurer, Membership Secretary and Immediate Past President (where applicable). The Officers and Directors must be residents of Canada and be regular members in good standing of the Canadian Kennel Club (“C.K.C.”).

Officer and Directors of The Club are restricted to borrow and/or grant security without authorization of the membership.

Any vacancy occurring on the Executive during the term of office may be filled for the unexpired term of office by a majority vote of the members of the Executive, except that of a vacancy in the office of President, which shall be filled automatically by the First Vice President; the resulting vacancy of the First Vice President shall be filled automatically by the Second Vice President, and the resulting vacancy of the Second Vice President may be filled by an Executive vote.

a. **President** shall:

- I. Convene and preside at all Executive and club meetings,
- II. Be The Club’s Chief Executive Officer,
- III. With The Boards approval may create committees and appoint committee chairpersons from amongst the membership at large, and
- IV. Serve on all committees and Regional/Branch Clubs of The Club.

b. **Vice Presidents** - The First and Second Vice Presidents, in that order, shall:

- I. Preside at any meeting from which the President is absent and
- II. Have comparable powers to the President for that meeting.

c. **Secretary** shall:

- I. Keep minutes and non-financial correspondence of The Club,
- II. Record minutes of all executive and membership meeting of The Club,
- III. Receive all ballots cast by mail except as in Article IV, Sec. 1 Subsec. C,
- IV. Notify members of their election as Officers or Directors, and
- V. Perform such other duties which normally pertain to this office.

d. **Membership Secretary** shall:

- I. Keep an up to date register of all members and their addresses,
- II. Present all membership applications for approval at the next general meeting after received,
- III. Forward notification to each new member of acceptance to membership, along with a copy of the Constitution and The Clubs Code of Ethics, and
- IV. Take charge of the collection of membership dues.

e. **Treasurer** shall:

- I. Keep accounts, records and source documents as required by laws and regulations applicable to The Club,

- II. Ensure that all normal club expenditures are paid in a timely matter and other than normal club expenditures and any amount over \$1,000.00 first be presented to the Executive for approval,
 - III. Present all records and documents to the Executive at any times,
 - IV. Make available all financial records to the auditors at least thirty (30) days prior to the Annual General Meeting, and
 - V. At the Annual General Meeting present the Auditors Financial Statements and Report including all receipts and expenditures for the year.
- f. **Immediate Past President** shall:
- I. Act as a consultant to the new executive for a maximum of one, two year term, and
 - II. As an executive member with a voice and vote during his two year term.
- g. **Directors** shall:
- I. Be responsible for maintaining contact and friendly relations with breeders, breed clubs, interested people and the press,
 - II. Work for publicity of The Club and shall make note of outstanding achievements of members' dogs for this purpose.
 - III. Be in at least four (4) of the six (6) Zones, as mandated by the C.K.C. The Zones are: Atlantic Provinces (Newfoundland, Prince Edward Island, Nova Scotia and New Brunswick), Quebec, Ontario, Prairie Provinces (Alberta, Saskatchewan and Manitoba), British Columbia, and the North (Yukon, Northwest Territories, and Nunavut),
 - IV. Have no more than three (3) Directors may be elected from any one region and Directors must reside in the zone they represent and,
 - V. Be appointed by the Executive if needed to maintain the C.K.C. mandate.

Section 4 - Signing Officers

The signing officers of The Club shall be the President, First Vice President, Second Vice President, Secretary and Treasurer.

- a. All general documents shall carry the signatures of the President and one other signing officer. In the event the President becomes incapacitated, the First Vice President would assume temporarily the duties and responsibilities of the President, and then would have Presidential signing privileges.
- b. The cheque signing officers of The Club shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer and one (1) other signing office. In the absence of the Treasurer all cheques must be signed by the President and one (1) other signing officer.

Article IV Nominations and Elections

Section 1

The Executive, in attendance at the Annual General Meeting, shall appoint a Nominating Committee of two (2) members, who are not on the Executive to perform the following duties.

- a. By November 1st, forward "Consent to Stand" forms to those presently holding elected positions with instruction to return completed forms to the Nominating Committee no later than December 1st. The option of sending in a short Biography of 100 words maximum must be given on the form.
- b. Provide to the Active and Life Members, a list of nominees for all elected positions with a request for any further nominations and instructions that such further nominations must be signed by the nominee and returned to the Nominating Committee no later than January 15th. The instructions must include the option for the nominee to submit a short biography of 100 words maximum.

- c. Send to the Active and Life Members, no later than March 1st, a voting ballot and ballot envelope with instructions that such ballots must be returned, in sealed ballot envelopes, to ensure a secret vote, to the Nominating Committee before the annual general meeting. There shall be a minimum period of three (3) weeks (i.e. twenty-one (21) days) to return the ballots. The voting package must include all the appropriate candidate biographies that have been received by the nomination deadline. Members in each of the six (6) C.K.C. Zones will receive ballots that will allow residents of that zone to elect at least one (1) Director's but no more than three (3), to represent them on the Executive.
- d. The number of Directors will be decided by the number of members living in that zone as follows:
 - i. 10 members – 1 Director
 - ii. 11-30 members – 2 Directors
 - iii. 31 and more members – 3 Directors
- e. Bring all sealed ballots to the Annual General Meeting.

Section 2

The Nominating Committee shall not be accountable for any ballots which may be late due to postal disruption.

Section 3

Voting by Proxy shall not be allowed.

Section 4

The ballots shall be opened and counted at the Annual General Meeting by two (2) Returning Officers, other than the nominating committee, appointed by the President from the general membership attending the meeting. The largest number of votes received by a nominee shall elect that person for the position they have been nominated. In the event of a tie vote for any office, ballots for a re-vote for that position only, must be mailed to all Active and Life Members within one (1) week by the Nominating Committee with instructions that the ballots must be returned within thirty (30) days. These ballots would then be opened and counted at the next General Meeting, by two (2) Returning Officers, other than the Nominating Committee, appointed by the President from the general membership attending the meeting.

Section 5

No member shall stand for more than one elected position.

Section 6

The new Executive elected at the Annual General Meeting shall take office at that time. All documents and assets belonging to the Club must be turned over to the new Executive within thirty (30) days of the instatement of the new Executive and/or Director.

Section 7

Vacancies occurring in the Executive during the term of office shall be filled by a majority vote of the Executive except as provided in Article III, Section 3 Subsection. (B).5.

Section 8

In the event the nominations proposed by the Nominating Committee are uncontested, the chairperson at the annual general meeting shall cast a single ballot to elect the nominees.

Section 9

Only Active or Life Members in good standing are eligible to be nominated or vote. Nominees must be residents of Canada. A nomination will not be valid if the nominee has not paid his/her dues as stated in Article II, Section 5.

Section 10

The term for all elected positions shall be two (2) years. All elected persons shall be eligible to stand for re-election.

Article V Committees

Section 1

- a. The President, with the approval of the Board will, within sixty (60) days following the Annual General Meeting, appoint standing committees to work for the advancement of The Club. Such committees shall always be subject to the final authority of the Executive. The President with approval of the Executive will appoint Chairpersons of such committees and may at his/her discretion determine the size and composition of any committee. Special committees may also be appointed by the President to aid on particular projects. The Chairperson of each committee shall submit a written report to the Annual Meeting.
- b. Any committee appointment may be terminated by a majority vote of the Executive upon written notice to the appointee; and the President with Executive approval may appoint successors to those persons whose services have been terminated. Each retiring committee chairperson or member shall turn over all records and properties relating to the committee to this successor, or if the committee has been dissolved, to the Secretary, within thirty (30) days after he/she has been notified of the termination of office. Any person who fails to do so within the thirty (30) days may be suspended from all privileges of The Club until the transfer is completed.
- c. Any policy change proposed by a committee must be referred to the Executive for consideration. Resulting policy changes must appear in The Club newsletter or in a special mailing to the general membership.

Article VI Discipline

Section 1

- a. The Executive shall have the right to suspend any member(s) who violates any portion of the Constitution, the NDCC Code of Ethics or engages in conduct which the majority of the Executive finds in violation of the NDCC Constitution and Code of Ethics. Notice of such suspension, and the cause for it, shall be sent by registered mail, by the Secretary to the member(s). The member(s) would have the right to present an appeal to the Executive. The suspension, if ratified, by the Executive, shall become final.
- b. Any member of The Club who is suspended, debarred, deprived, expelled, or whose membership has been terminated by The Canadian Kennel Club's Discipline Committee, shall be suspended from the privileges of The Club for a like period.

Section 2 - Complaints

- a. Any person, whether a member of the Club or not, may prefer charges against another member for alleged action prejudicial to the best interests of the Club or the Breed and /or failure to abide by the Constitution and the NDCC Code of Ethics. The charges must be in written form and sent to the Secretary, along with a deposit of \$100.00 which will be forfeited if such charges are not substantiated. The Secretary will mail copies of the complaint in a timely manner to each Executive member and to the person(s) named in the complaint. The Executive will hold a meeting by mail, fax or other electronic methods to decide if the charges have merit. A simple majority vote by the Executive will be needed to proceed. The Secretary will notify the plaintiff and defendant by registered mail of the Executive's decision.
- b. The parties then will have thirty (30) day to submit evidence, which could include notarized witness statements, to the Secretary, who will forward copies of such evidence to the Executive along with a form for their decision in writing. Each Executive member will carefully study the evidence and their written decision must be returned to the Secretary within thirty (30) days.
- c. A two thirds (2/3) majority vote of the Executive will be needed to recommend expulsion of any member of The Club. A member of the Executive will present their decision at the next General Meeting for approval by the membership in attendance. Any expulsion would be immediate and no membership fees would be refunded.

Article VII Meetings

Section 1

The Annual General Meeting of The Club shall be held within one hundred and twenty (120) days after The Club's fiscal year end.

Section 2

Besides the Annual General Meeting, there shall be at least five (5) other meetings (general or executive) of The Club per year.

Section 3

The President shall have the authority to call a Special General meeting to consider Club business that cannot wait until a regularly scheduled meeting. Notice of such a meeting must be communicated to all members, twenty one (21) days before the meeting date.

Section 4

A quorum for any general meeting of The Club shall consist of 12 members in good standing, of which, at least 8 executive with representation by Directors from at least 4 different Zones.

Section 5

The President, or a quorum of the Executive, may convene a meeting of the Executive at any time if deemed necessary. An executive meeting may be held in person, by telephone, by mail or by other electronic communications. Such meetings shall be conducted through the Secretary. It shall be the duty of the Secretary to notify each member of the Board of any Executive meeting at least forty eight (48) hours prior to such meeting.

Section 6

A quorum for any Executive meeting of The Club shall consist of at least 8 executives with representation by Directors from four (4) different Zones and have at least three (3) Officers.

Section 7

"Robert's Rules of Order" shall be used to govern the conduct of all meetings (teleconferencing, in person & electronic).

Article VIII

Regional / Branch Clubs

Regional / Branch Functions

Section 1

Membership in a Regional / Branch club shall not entitle any individual to automatic membership in The Club. Individuals wishing to be members of The Club must apply directly to The Club. The Executive of Regional / Branch clubs must be members of The Club. Newly elected Regional / Branch club officers will have thirty (30) days to apply for membership in The Club.

Section 2

Each Regional / Branch club shall be solely responsible for itself both financially and in accepting and governing its members. The fiscal year of a Regional / Branch club does not have to correspond to that of The Club. Each Regional / Branch club shall conduct its affairs in accordance with the Constitution (By-Laws) and the Code of Ethics of:

- a. CKC;
- b. NDCC and;
- c. Region / Branch.

Section 3

Any Regional / Branch club wishing to host a Booster, a Regional or National Specialty Show or any other type of Canadian Kennel Club sanctioned event under the name of The Newfoundland Dog Club of Canada must first apply within the appropriate time frame to The Club in writing to do so. The Show/Test Chairman, Show/Test Secretary and three (3) other committee members must be Active or Life members of The Club. The only exception would be the position of Show Secretary, if a professional Show Secretarial Service is engaged.

When making application to hold a Specialty show, under the name of The Newfoundland Dog Club of Canada, the Regional / Branch club shall meet the requirements as set out by The Club Executive. The Event Chairperson must be a Active or Life member of The Club. Once approved the Executive the Regional/Branch Club Insurance policy will be in effect.

Section 4

In the event a Regional / Branch club is found to have acted in a manner inconsistent with the above, the Regional / Branch recognition may be revoked by The Club's Executive. The Region / Branch club shall have the right to appeal such a decision at the next general meeting.

Applying for Regional / Branch Recognition

Section 5

Any group of at least ten (10) interested people may apply to The Club to establish a Region / Branch.

Section 6

Such application shall be made in writing, give specific boundaries, bear the signatures of all applicants and set forth:

- a. that the group fairly represents an area or locality where there is a need for a Region / Branch;
- b. The proposed name of the Region/Branch;
- c. The proposed bylaws of the Region/Branch, and
- d. The proposed functions and activities of the Region/Branch.

Section 7

Upon receipt of a written application for recognition of a Region / Branch club, the President of The Club shall call an Executive meeting to be held within thirty (30) days regarding the application. Such an application would then be published in The Club's Newsletter for comment. The membership would then have sixty (60) days from date published to respond.

Section 8

When all requirements have been fulfilled to the Executive's satisfaction, their recommendation for Regional /Branch acceptance shall be presented at the next general meeting for approval by the general membership present.

Section 9

Each Regional / Branch club must maintain a minimum of ten (10) Active or Life members of The Newfoundland Dog Club of Canada to retain their Regional / Branch status.

Section 10

Each Regional/Branch Club will participate in whatever insurance plan The Club has in effect. The fee will be set by the Executive each year. A dollar amount based on membership for each Region/Branch will be invoiced from The Club for insurance coverage. A newly recognized region will have a one year exemption from payment. The fee will be set by the Executive each year.

Article IX Auditors

Two (2) Auditors shall be selected at the General Meeting by a vote of the general membership present. The duties of the Auditors are to review the financial records and operations of The Club and prepare a written report for presentation at the next Annual General Meeting.

Article X Amendments

The Constitution may be amended by proposals put forward by the Executive or by petition submitted by Active or Life members in good standing. Such petitions shall be mailed to the Secretary, contain the proposed amendments, the signatures of ten (10) percent of the Active or Life members of The Club in good standing and be dated. The Executive will have sixty (60) days to study the proposed amendment and prepare a report. Both will be published in The Club's newsletter inviting comment. Members shall be

given sixty (60) days to respond. Voting to amend the Constitution shall begin ninety (90) days following publication. The ballot, containing a copy of the proposed amendment shall be mailed by the Secretary to all Active and Life Members on the date of mailing. Envelopes shall be included to return the ballot ensuring the secrecy of the vote. Notice shall be given with such ballots that specify a date not less than thirty (30) days for their return to the Secretary. A two thirds (2/3) majority vote by valid votes cast by the eligible members will amend the Constitution and any amendment will not come into effect until approved by the Canadian Kennel Club. Voting by proxy shall not be allowed. Ballots will be opened and counted at the next scheduled General Meeting, unless an independent firm is retained. The Constitution may be amended from time to time by the Executive to maintain Canadian Kennel Club recognition.

Article XI Dissolution

The Club may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members in good standing. Proxies are not allowed. In the event of dissolution of The Club, whether voluntary or involuntary, or by the 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 member of The Club. Instead, after payment of all debts of The Club, its remaining property and assets shall be given to a charitable organization for the benefit of dogs, as selected by the Executive.

Article XII Interpretation

The Interpretation of the Constitution shall be given by a majority vote of the Executive.