

SHIBA INU CANADA

BYLAWS

Article I
GENERAL.....1

Article II
MEMBERSHIP.....2

Article III
BOARD, DIRECTORS AND OFFICERS.....3

Article IV
MEMBERS MEETINGS.....5

Article V
DISPUTE RESOLUTION MECHANISM8

Article VI
BYLAWS AND EFFECTIVE DATE.....8

Article VII
INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW.....9

By-Laws Relating Generally To The Conduct Of The Affairs Of Shiba Inu Canada (The "Club")

NAME

The name of the Club shall be **SHIBA INU CANADA**, as registered as a Not-For-Profit Club with the Government of Canada. The area of operation shall be the whole of Canada.

THE OBJECTIVES OF THE CLUB SHALL BE:

- To encourage and promote quality in the responsible breeding of the purebred Shiba Inu;
- To urge members and breeders to accept the standard of the breed as approved by the Canadian Kennel Club as the only standard of excellence by which the Shiba Inu shall be judged;
- To protect and advance the interests of the breed through education and by encouraging sportsmanlike competition at dog shows, obedience trials, companion and performance events;
- To conduct sanctioned and approved events under the Rules and Regulations of The Canadian Kennel Club and to abide by the principles of The Canadian Kennel Club Code of Ethics.

BE IT ENACTED as a by-law of the Club as follows:

Article I. SECTION 1 – GENERAL

Section 1.01 DEFINITIONS

In this by-law and all other by-laws of the Club, unless the context otherwise requires:

- (a) "Act" means the Canada Not-For-Profit Clubs Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "articles" means the original or restated articles of inClub or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Club;
- (c) "board" means the board of directors of the Club and "director" means a member of the board;
- (d) "by-law" means this by-law and any other by-law of the Club as amended and which are, from time to time, in force and effect;
- (e) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (h) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Section 1.02 INTERPRETATION

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders.

Section 1.03 EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two (2) of its officers. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Club to be a true copy thereof.

Section 1.04 FINANCIAL YEAR

The financial year end of the Club shall be December 31 in each year.

Section 1.05 BANKING ARRANGEMENTS

The banking business of the Club shall be transacted at such bank, trust company or other firm carrying on a banking business in Canada as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Club and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Section 1.06 ANNUAL FINANCIAL STATEMENTS

The Club shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Club reproducing the information contained in the documents. Instead of sending the documents, the Club may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Club is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Section 1.07 DISSOLUTION

The Club may be dissolved under the Canada Not-for-profit Corporations Act (S.C. 2009, c. 23) PART 14 LIQUIDATION AND DISSOLUTION. Any liabilities to be discharged, and any cash or property to be distributed to a canine charity, foundation, or like society benefitting dogs. The Canadian Kennel Club to be notified of the dissolution of the Club.

Article II. SECTION 2 – MEMBERSHIP

Section 2.01 Membership Conditions

Conditions of membership shall apply to all classes. No person shall be eligible for, or continue to enjoy membership:

- (a) who knowingly supplies dogs to pet stores or puppy mills, or
- (b) has been convicted of cruelty to animals or of neglect.

Section 2.02 Membership Classes

There shall be THREE classes of members in the Club, namely: Associate Member, Regular Member and Honourary member.

- (a) Associate: Each Associate member is entitled to receive notice of and attend all meetings of members. An Associate member shall not be entitled to vote, nor to nominate or be nominated for the positions of director or officer. Term of membership shall be from January 1 to December 31 of each year. Associate membership shall be available to a person who:
 - (i) Submits a fully completed and signed application in the form and with the prescribed fee as determined by the board;
 - (ii) subscribes to the purposes of the Club; and
 - (iii) is approved by the board.
- (b) Regular: Each Regular member is entitled to receive notice of, attend all meetings of members, and enjoy all Club privileges including the right to vote and hold office. Regular members shall be entitled to one (1) vote. Term of membership shall be from January 1 to December 31 of each year. Regular membership shall be available to a person who:
 - (i) Is a resident of Canada;
 - (ii) Has completed one full year (12 months) of Associate membership or is an existing member, and has demonstrated interest in the affairs of the Club.

- (iii) Submits a fully completed and signed application in the form and with the prescribed fee as determined by the board; and
 - (iv) Is approved as a Regular member by the board.
- (c) Honourary: Each Honourary member is entitled to receive notice of, attend all meetings of members, and enjoy all Club privileges including the right to vote and hold office. Honourary members shall be entitled to one (1) vote. The term of membership of a Honourary member shall be permanent. Membership may be granted by the board to a member who has made an outstanding contribution to either the Club and/or the sport of purebred dogs. To qualify, the person must be:
- (i) Nominated by a Regular member or the board; AND
 - (ii) Approved as a Honourary member by a majority vote of the Regular members.

Section 2.03 Approval of Membership

The board of directors of the Club may, by resolution, approve applications to the admission of the Club. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

Section 2.04 Membership Transferability

A membership may not be transferred.

Section 2.05 Membership Dues

- (a) The board shall set the membership fees.
- (b) Annual fees will be payable on or before January 1 in each year.
- (c) Members shall be notified of the membership dues payable by them before the due date. If any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Club.
- (d) There will be no membership fee payable by Honourary Members.

Section 2.06 Termination of Membership

A membership in the Club is terminated when:

- (a) the member dies or resigns;
- (b) the member is expelled or their membership is otherwise terminated in accordance with the by-laws;
- (c) the member's term of membership expires; or
- (d) the Club is liquidated and dissolved under the Act

Section 2.07 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

Section 2.08 Discipline of Members

The board shall have authority to suspend or expel any member from the Club for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Club or of the Canadian Kennel Club;
- (b) carrying out any conduct which may be detrimental to the Club as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Club.

- (d) In the event that the board determines that a member should be expelled or suspended from membership in the Club, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Club. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Article III. SECTION 3 - BOARD, DIRECTORS AND OFFICERS

Section 3.01 Board

The board shall consist of President, Vice President, Secretary/Treasurer, Past President ("Officers") and up to four regional directors. There must be representation within the Board of at least four (4) of the following six (6) regions: British Columbia, the Prairie Provinces (Alberta, Saskatchewan and Manitoba), Ontario, Quebec, Atlantic Provinces, and Nunavut, Yukon and Northwest Territories). Elections shall be at the national level, with all voting members in good standing casting ballots.

Section 3.02 Officers' Duties

The powers and duties of all officers of the Club shall be such as the terms of their engagement call for, or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. A director may be appointed to any office of the Club. The offices of Secretary and Treasurer may be combined. Unless otherwise specified by the board, the officers of the Club shall have the following duties and powers associated with their positions:

- (a) President – shall, when present, preside as chair at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) Vice-President – if the president is absent or is unable or refuses to act, the vice-president of administration shall, when present, preside at all meetings of the board of directors and of the members and shall have such other duties and powers as the board may specify.
- (c) Secretary (may be combined with Treasurer) - shall record the minutes of the meetings of the board and members. Shall be responsible for all the usual duties including but not limited to filing documents, providing notice of meetings and shall have such other duties and powers as the board may specify.
- (d) Treasurer (may be combined with Secretary) – Shall keep the financial records of the Club and be responsible for receiving, disbursing and accounting for the Club's funds. Shall be responsible for all the usual duties including but not limited to keeping records and maintain corporate books.
- (e) Past President - shall act as an advisor to the President and shall have such other powers and duties as the board may specify.

Section 3.03 Officer/Directors' Eligibility

No person shall be eligible to be nominated or to serve as a director/officer of the Club unless such person:

- (a) Is a resident of Canada;
- (b) Is a member in good standing of the Canadian Kennel Club; and
- (c) Is a Regular or Honourary member in good standing of the Shiba Inu Club of Canada.
- (d) If nominated as a Regional Director, must reside in the region they represent.

Section 3.04 Term of Office of Directors

Term of Office shall be for two years. There is no limit on number of terms.

Section 3.05 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Club. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a director;
- (d) or such officer's death.

If the office of any officer of the Club shall be or become vacant, the directors may, by resolution, appoint a member in good standing to fill such vacancy.

Section 3.06 Nomination of Directors

- (a) The Board of Directors shall choose a Nominating Committee. The Committee shall consist of three members in good standing, no more than one of who may be a member of the current Board of Directors. The Board shall name a Chair for the Committee.
- (b) The Nominating Committee 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 acceptance of each nominee so chosen. Candidates shall not be nominated for more than one office or position. The Committee shall then submit its slate of candidates to the Secretary who shall distribute the list, including the full name of each candidate and the name of the province and region in which he resides, to each member of the Club, so that the members may make additional nominations if they so desire.
- (c) Additional nomination of eligible members may be made by written petition addressed to the Secretary, signed by two members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate.
- (d) If no valid additional nominations are received by the Secretary at least 30 days prior to the election, the Nominating Committee's slate shall be declared elected by acclamation and no balloting will be required.
- (e) If one or more valid additional nominations are received by the Secretary at least 30 days prior to the election, the Secretary/ independent individual or firm designated by the Board shall mail to each Voting member in good standing a ballot listing all of the nominees for each position, together with a blank envelope and a return envelope marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after making his ballot, shall seal it in the blank envelope, which in turn shall be placed in the second, addressed envelope. The inspectors of election (or an independent individual or firm designated by the Board) shall check the returns against the list of eligible Voting members prior to opening the outer envelopes and removing the blank envelope, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced to all members.
- (f) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

Section 3.07 Calling of Meetings of Board of Directors

Meetings of the board may be called by the president, the vice-president or any two (2) directors at any time. Quorum for a directors' meeting shall be five (5).

Section 3.08 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting to every director of the Club not less than 10 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Section 3.09 Meeting Held Entirely by Electronic Means

Meetings of the board may be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 3.10 Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 3.11 Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

Article IV. SECTION 4 – MEMBERS MEETINGS

Section 4.01 Notice

Notice of the time and place of any Meeting shall be given to each member, not less than 21 days before the day on which the meeting is to be held. This may be by postal, telephonic, electronic or other communication facility (see Section 4.10, Method of Notice).

Section 4.02 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Section 4.03 Place of Meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings may be held at any place within Canada determined by the board.

Section 4.04 Persons Entitled to be Present at Meetings

The only persons entitled to be present at a meeting of members shall be Regular, Associate, Honourary members, and the Directors. Other persons may be admitted on the invitation of the president, representative of the president, or by resolution of the members.

Section 4.05 Chair of Meetings

In the event that the president and the vice-president of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Section 4.06 Quorum at Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Section 4.07 Votes to Govern at Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 4.08 Participation by Electronic Means at Meetings

If the Club chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Club has made available for that purpose.

Section 4.09 Meeting Held Entirely by Electronic Means

If the directors or members of the Club call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 4.10 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Club or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Club in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- (b) if mailed to such person at such person's recorded address by prepaid ordinary mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose;
- (d) or if provided in the form of an electronic document in accordance with Part 17 of the Act.

- (e) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Club to any notice or other document to be given by the Club may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Section 4.11 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Club has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article V. SECTION 5 - DISPUTE RESOLUTION MECHANISM

Section 5.01 Disputes

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Club arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Club is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Club as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Club) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Club is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Article VI. SECTION 6 - BY-LAWS AND EFFECTIVE DATE

Section 6.01

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Club. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Article VII. INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW**Section 7.01**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.