

A by-law relating generally to the conduct of the affairs of

Club du Rex de Cornouailles du Canada – Cornish Rex Club of Canada

Be it enacted as a by-law of the Corporation as follows:

1. Definition

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

"**Act**" means the *Canada Not-For-Profit Corporations 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;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation and "director" means a member of the board;

"**By-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**Meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**Special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. 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, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Corporate Seal

The Corporation has a corporate seal approved by the board of directors. The secretary or any other person mandated by the Executive committee of the Corporation shall be the custodian of the corporate seal or any other Board approved seal

4. Execution of Documents

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

5. Financial Year

The financial year-end of the Corporation is December 31st.

6. Banking Arrangements

The bank transactions of the Corporation shall be conducted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize by resolution. An officer or officers of the Corporation and/or other persons designated or authorized for that purpose by resolution of the board of directors shall conduct the bank transactions, in part or completely.

7. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- 7.1. borrow money taking into account the credit of the corporation;
- 7.2. issue, reissue or sell the securities debt of the corporation or give them as collateral in the form of a mortgage or guarantee;
- 7.3. give a guarantee on behalf of the Corporation
- 7.4. create security interests, in whole or in part by mortgage, all or part of the property, present or future, of the corporation in order to secure its debt obligations.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating

that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, upon request, obtain a copy free of charge at the registered office or by prepaid mail.

9. Membership Conditions

Subject to the statutes, the organization has two categories of members (breeder member and regular member). Membership is only available to individuals who wish to promote the mission of the organization, who adhere to the Code of Ethics as well as the Breeder Code of Practice (Breeder Members only).

1. The membership of a regular member is processed following the receipt of the Club membership application form either by mail or electronically. Membership is accepted upon receipt of the member's membership application form. Regular members do not have voting rights.
2. The membership of a breeder member must be accepted by resolution of the executive committee and / or following the application of the enrolment protocol for breeder members. (See the annexed enrolment protocol for breeder members) A Canadian breeder cannot be a regular member.⁵²⁴
3. Breeder membership has two levels:
 - a) Associate breeder members: Are permanent Canadian residents, who have been accepted following the enrolment protocol, and who have been members for less than a year. Associate breeder members have one voting right in a member's assembly.
 - b) Regular breeder members: Are permanent Canadian residents, have been associate breeder members in good standing for more than one year or have been accepted as a regular breeder member by resolution of the executive council. Regular breeder members have two voting rights in a member's assembly.

All members entitled to vote have the right to receive notice of all the Organisation's members' assemblies and to attend such meetings and to exercise their right to vote.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to

Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Notice of Members Assembly

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during the period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

12. 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.

13. Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- a) enables the votes to be collected in a manner that permits their subsequent verification,
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

14. Membership Dues

Members shall be notified in writing, electronically or telephone of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of the membership renewal date the members in default shall

automatically cease to be members of the Corporation.

15. Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c) the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the member is expelled in accordance with any discipline of members article or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires;
- f) or the Corporation is liquidated or dissolved under the Act.

16. Effect of Termination of Membership

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

17. Discipline of Members

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

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) Carrying out any conduct which may be detrimental to the Corporation 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 Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide ten (10) 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 ten (10) day period.

In the event that the president receives no written submissions, 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 Corporation. 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 ten (10) 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.

18. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of the members entitled to vote at the meeting at which the proposal is to be presented.

19. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

20. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting members.

21. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair 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.

22. Quorum at Members' 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.

23. Votes to Govern at Members' 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.

24. Participation by Electronic Means at Members' Meetings

If the Corporation 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 Corporation has made available for that purpose.

25. Members' Meeting Held Entirely by Electronic Means

Meetings of members may be held entirely by telephonic, electronic or other communication facility.

26. Number of Directors

The board shall consist of the number of directors specified in the articles; this is between four (4) and seven (7).

27. Calling of Meetings of the Board of Directors and Executive Committee

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

28. Notice of Meeting of the 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 of directors of this by-law to every director of the Corporation not less than seven (7) 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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, 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.

29. Regular Meetings of the Board of Directors and Executive Committee

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be made available to each director after being passed, but no other notice shall be

required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

30. Votes to Govern at Meetings of the Board of Directors and Executive Committee

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.

31. Committees of the Board of Directors

The board may 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 see fit. Any committee member may be removed by resolution of the board of directors.

32. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. The same person may hold two or more offices.

33. Job descriptions

Unless otherwise directed by the Board of Directors (who may, subject to the provisions of the Act, modify, restrict or increase such duties and powers), if positions are created within the organization and officers are appointed, their incumbents exercise the following functions and powers:

The Executive Committee (EC) is composed of:

- 33.1. President
- 33.2. Vice-president
- 33.3. Secretary
- 33.4. Treasurer
- 33.5. Member of the public

1) *President*

- Sees to the development of goals, objectives and priorities of the Club and participates in the planning of the work to be done. Guide and lead the board of directors and executive committee.
- Chairs and moderates meetings and lead council in all aspects of its work. He convenes the BOD and EC meetings and proposes the agenda.
- Ensures the application of laws, regulations and policies concerning the organization. He sees to the organization and the good functioning of the Board, ensures the execution of his responsibilities and also ensures the execution of those of the committees;
- Is the organization's principal spokesperson for the media and the community as a whole.
- Manages divergent points of view, tensions or conflicts that may arise between Board members and / or EC.
- Ensures the effective functioning of committees, that they effectively fulfil their mandate and that they communicate the results of their work.
- Chairs the executive committee and coordinates its activities.
- Sign of financial and legal documents on behalf of the Board of Directors;
- Advocate for the organization's interests with government and municipal officials.

Requirements: Must be a Cornish Rex breeder registered with a recognized association, a regular breeder member in good standing. Must be proficient with Word and Excel, able to communicate via Skype and be bilingual (English/French)

Term of office: 3 years

2) *Vice President*

- Serves as the President's right hand, keeps abreast of current issues, assists the President in supporting all Club activities;
- Participate in the development of goals, objectives and priorities of the Club and the planning of the work to be done.
- In the absence of the President, assumes the chair of the meetings of the BOD and EC.
- Is an active member of the executive committee.
- Keeps track of current items and encourages mutual support between different positions.
- Signs any financial and legal documents on behalf of the Board of Directors.
- Performs the general duties outlined in the board member's job description.

Requirements: Must be a Cornish Rex breeder registered with a recognized association, a regular breeder member in good standing. Must be proficient with Word and Excel, able to communicate via Skype. Bilingualism is strongly preferred (English/French)

Term of office: 3 years

3) *Secretary*

- Participates in the elaboration of the goals, objectives and priorities of the Club and participates in planning the required tasks.
- Prepares and keeps the minutes and records of all Board and Executive Board meetings.
- Reviews, monitors and verifies the accuracy of the minutes of meetings and distributes them to all directors.
- Is an active member of the executive committee.
- Performs the general duties outlined in the board member's job description.

Requirements: Cornish rex owner or fancier, regular member in good standing. Be comfortable with Word and Excel; be able to communicate via Skype. Bilingualism is strongly preferred (English/French)

* The administrator that holds this office has the right to vote at members assemblies even if they aren't Cornish Rex breeders.

Term of office: 3 year

4) *Treasurer*

- Participates in the elaboration of the goals, objectives and priorities of the Club and participates in planning the required tasks.
- Reads, understands and interprets the financial statements for the board of directors.
- Chair the Finance Committee.
- Signs financial documents on behalf of the board of directors.
- Ensures that the audited financial statements are submitted to the Board of Directors each year.
- At the Annual General Meeting, presents the motion to appoint the auditors.
- Serves as a resource person for other committees.
- Is an active member of the executive committee.
- Perform the general duties outlined in the board member's job description.

Requirements: Cornish rex owner of fancier, regular member in good standing. Be comfortable with Word and Excel; be able to communicate via Skype.

Bilingualism is strongly preferred (English/French)

* The administrator that holds this office has the right to vote at members assemblies even if they aren't Cornish Rex breeders.

Term of office: 3 year

5) *Representative of the public*

- Acts as a representative of the public and sees to its protection.
- Ask questions to the BOD / EC on behalf of the public and points out how to best serve Cornish Rex owners or potential adopters.
- Follows the discussions and participates in decision-making.
- Performs the general duties outlined in the board member's job description.

Requirements: Cornish rex owner of fancier, regular member in good standing. Be comfortable with Word and Excel; be able to communicate via Skype.

Bilingualism is strongly preferred (English/French)

* The administrator that holds this office has the right to vote at members assemblies even if they aren't Cornish Rex breeders.

Term of office: 2 years

The Board of Directors (BOD) is composed of:

- Executive committee members
- Territory representatives

Territory representative:

- Takes part in board discussions and, when appropriate, make recommendations.
- Is responsible for certain tasks or specific files related to his territory.
- Is responsible for promoting his territory.
- Is responsible for recruiting members for his territory.
- Plans and chairs the meetings of his committee.
- Serves as spokesperson for his territory and liaison with the Board of directors and executive committee.

Requirements: Cornish rex owner of fancier, regular member in good standing. Be comfortable with Word and Excel; be able to communicate via Skype.

Bilingualism is strongly preferred (English/French)

* The administrator that holds this office has the right to vote at members assemblies even if they aren't Cornish Rex breeders.

Term of office: 2 years

c. Meeting attendance

In order to properly fulfill the mandates entrusted to him/her, the administrator must report his presence or absence for each of the meetings to which he/she is convened. He/she can do this by notifying an executive member or by sending an email to the CRCC.

In the event of an absence, the administrator may send a written report to a member of the executive committee, who will relay it to the board during the meeting.

A member who does not respond to two (2) consecutive convening notices automatically loses his/her administrator privilege. He/she will be notified by email.

34. 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 or to the public accountant 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 Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation 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 or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 change the recorded address of any member, director, officer, public accountant 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 Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

35. Invalidity of any Provisions of this By-law

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.

36. 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 Corporation 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.

37. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

38. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation 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 Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

The dispute or controversy shall first be submitted to a panel of mediators whereby one party appoints one mediator, the other party (or if applicable the board of the Corporation) 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.

The number of mediators may be reduced from three to one or two upon agreement of the parties.

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 Corporation 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.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or 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.

39. By-laws and Effective Date

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 Corporation. 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.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Date modified: January 20th, 2020 Board of Directors