

Central Ontario



*Newfoundland Dog Club*

**Central Ontario Newfoundland Dog Club**

**CONSTITUTION AND BY-LAWS**

**Original Printing: 1978**

**Revised: April 14, 2024**

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**Name**

The name of the Club shall be Central Ontario Newfoundland Dog Club, (herein after referred to as the CONDC).

**Affiliation**

The CONDC will be governed by the rules and regulations of the Canadian Kennel Club (CKC) and the Newfoundland Dog Club of Canada (NDCC) as a regional club of the NDCC. The CONDC is not an event holding regional Club of the CKC.

**Objectives**

The purpose of the CONDC is to:

- promote the working abilities of the Newfoundland Dog.
- foster sportsmanship and encourage participation in club events.
- promote adherence to the CKC breed standard.
- increase the knowledge and understanding of the breed.
- achieve better communication and understanding among owners, members, breeders and other interested parties.

**Legal Status**

The CONDC shall be operated as a non-registered non-profit organization. The CONDC does not have a purpose of financial gain for its members. Any profit or other accretions to the organization shall be used in promoting the advancement of the CONDC objectives.

**Area of Operation**

The area of operation of the CONDC shall be bounded by the western most portion of the province at the US/Canadian border, north along Lake Huron to Tobermory, around Georgian Bay to the northern point of Hwy 400 and Hwy 3 to Huntsville, ON, south along Hwy 400 to Bradford West Gwillimbury to the east and down Hwy 1/Yonge Street, south to Lake Ontario and west along Lake Ontario to Niagara Falls to the US/Canada border and north/west along Lake Erie back to Windsor.

All members of the board and committee chairs must reside within the area of operation.

**Pronouns**

All personal pronouns used in this document, whether used in the masculine, feminine or neutral gender, shall include all other genders and the singular shall include the plural and vice versa.

**Revisions to the Constitution**

A proposed amendment to the Constitution or By-Laws may be proposed at any time by any Regular or Life Member. A seconder to the amendment will be required. The proposed amendment will be sent to the Secretary, who will then send out to the members, via any method, to vote to accept or reject at the next Annual General Meeting. A two thirds majority of votes received by the Secretary will be required to pass the amendments.

Proxy votes are not allowed.

The Constitution & By-Laws should be reviewed periodically to ensure it is current and up to date or every five (5) years as a minimum.

**Dissolution**

Should the CONDC remain inactive for a period of two (2) years, or should its members decide to dissolve, all assets will be converted to cash, and all liabilities will be paid. The net funds will be transferred to "OVC Pet Trust" which is a charitable foundation associated with the Ontario Veterinary College in Guelph, Ontario.

## ARTICLE 1 – MEMBERSHIP

### Membership Year

The CONDC's fiscal and membership year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

### Membership Classification

**Provisional Members:** shall be any newly accepted (approved as per section 4) applicant who is eighteen (18) years of age or older. Provisional members shall have no voting privileges and cannot hold office.

**Regular Member:** is any person eighteen (18) years of age or older who had been approved for membership six (6) months prior and will abide by the Constitution and By-Laws.

**Family/Dual Members:** consists of two (2) people, eighteen (18) years of age or older residing at the same address, who have been granted regular memberships and will abide by the Constitution and By-Laws. Each member is entitled to one (1) vote.

**Junior Member:** is any person up to seventeen (17) years of age. Junior members are not entitled to a vote on club matters or elections, nor will they be eligible to hold office. A junior member must apply to become a regular member once they reach 18 years of age.

**Life Membership:** may be awarded to any person who the Board feels has given their time and knowledge to improve the CONDC or the breed or have been a member in good standing for twenty-five (25) consecutive years. They are entitled to vote and hold office. They do not pay dues.

### Application

Application to the CONDC may be submitted only on the membership form, electronic or otherwise provided by the CONDC. Accompanying the application must be the dues payable for the current year. By submitting the application form the applicant agrees to abide by the CONDC's Constitution and By-Laws, and the rules of the CKC and the NDCC. Membership will be denied to any person who is under suspension from the CKC and/or the NDCC.

### Selection

After an application for membership has been approved by the Board, the applicant's information will be sent to the membership via any means at month end. If no significant objections are received by the Membership Director within thirty (30) days after membership notification, the applicant becomes a provisional member for the next six (6) months.

### Members in Good Standing

Members in good standing are those that:

- have paid all current dues or are life members.
- are not suspended by the CKC nor the NDCC.
- are eligible to be members of the CKC and the NDCC.
- are not provisional members.

## **Termination of Membership**

Membership may be terminated:

- By resignation - any member in good standing may resign from the CONDC upon written notice to the Membership Director and on settling all financial and contractual obligations to the CONDC. There is no refund of partial dues.
- By lapsing - a membership will be considered as lapsed and automatically terminated if dues remain unpaid forty-five (45) days after the due date of January 1<sup>st</sup>.
- By expulsion - a member may be expelled as provided in these By-Laws.
- A member has the right to appeal a termination or may request the re- application of their rights by providing written notification to the Membership Director. The Board, at their discretion, will review the notification and respond within thirty (30) days.
- A Family/Dual membership will be deemed as two (2) distinct parties for the purpose of a termination review.

## **Transfer ability**

A membership is not transferable under any circumstances.

## **Dues**

Dues for the fiscal year shall be set by the Board of Directors.

- Dues shall be payable within forty-five (45) days of the due date of January 1<sup>st</sup>.
- A member whose dues are unpaid may not vote on any CONDC matter.
- New member applications received after September 1<sup>st</sup> will be applied to the following year.
- Dues will not be prorated if paid part way through the year.
- Any member standing for a position must have their dues paid for the coming year.

## **ARTICLE 2 – DUTIES AND RESPONSIBILITIES OF THE BOARD**

### **The Board of Directors**

The Board shall be comprised of:

#### **The Officers:**

President  
Vice-President  
Secretary  
Treasurer

#### **Directors:**

Immediate Past President  
Membership Director  
Working Dog Chair  
Newsletter Editor  
All positions shall be for a two (2) year term.

### **The Board's Responsibilities**

The general business of the CONDC will be managed by the Board, which may exercise all such powers of the CONDC as required, unless limited by the Constitution and/or By-Laws of the CKC and/or the NDCC.

The Board of the CONDC recognizes that it is the duty and responsibility of each individual Board member to abide by a reasonable code of conduct and confidentiality.

Board members must be members in good standing of the CONDC and will be duly elected or acclaimed as provided by the Constitution and By-Laws, and will not receive any remuneration other than reimbursement for approved expenses.

Board members cannot be related to other members of the Board and will disclose any other conflicts of interest. Each Board member is entitled to only one (1) vote, except the President, who as Chair, only votes to break a tie vote.

No Board member has the right to borrow funds in the name of the CONDC.

Upon leaving the Board, the Board member will be required to transfer all records or property belonging to the CONDC to their successor or a member of the current Board, within two (2) weeks or on a timeline as agreed by the remaining Board members.

All members of the Board must be members of the CKC.

### **Committees**

The following three (3) positions will become automatic Directors of the Board.

The Membership Director shall:

- maintain a roll of all members, their mailing addresses, phone numbers and email addresses.
- present all membership applications for approval to the Board.
- notify the membership of new members for their comment.
- forward notification to each new member of their acceptance to membership.
- work with the Treasurer in the collection of membership annual dues.
- keep a complete membership list, a log of CONDC registration and CKC membership numbers of the Board.

The Working Dog Chair is responsible for putting the committees together for all the events for the year and present them to the general members and the NDCC.

The Newsletter Editor shall be responsible for collecting information and advertising, publishing and distributing to all CONDC members, electronically or by any other means.

The newsletter will endeavor to cover activities within the CONDC, member's news, interesting articles pertaining to the Newfoundland dog and any other items deemed worthy.

### **Ad Hoc committees**

From time to time the Board may create an ad hoc committee or sub-committee to assist in achieving certain objectives related to the affairs of the CONDC. The Chair of any such committee is required to report on the assignment to the Board but does not become a member of the Board.

### **Vacancies**

Any vacancy occurring on the Board shall be filled for the unexpired term by a majority vote of the remaining Board members; except for a vacancy of the President which shall automatically be filled by the Vice-President and the resulting vacancy in the office of the Vice-President shall be filled by a majority vote of the Board.

## **Duties**

President - The President shall:

- preside at all meetings of the CONDC.
- has the power to call meetings of the Board and shall be an ex officio member of all committees. No member may call a meeting of the CONDC without the consent of the President, which will not be unduly denied.
- ensure that all meetings run smoothly and are conducted in a professional manner with respect and consideration for all.
- the President/Chair only votes at a meeting to break a tie.

Vice-President – The Vice-President shall:

- have the duties and exercise the powers of the President in the event of the President's absence, incapacity, or death.
- perform such duties as may be assigned by the President or the Board.

Secretary – The Secretary shall:

- keep a written record of all meetings of the CONDC.
- keep a record of attendance at every meeting.
- issue notice of all meetings.
- oversee all correspondence of the CONDC, including all contracts, legal documents, insurance agreements and any other records of a permanent nature.
- read the minutes of previous meetings when needed.
- perform any other duties assigned by the Board.
- maintain a record of the terms of office.

Treasurer - The Treasurer shall:

- be responsible for the reporting, care and custody, acceptance of or disbursement of all funds and securities of the CONDC in accordance with accounting principles and practice as required by government and/or professional regulations.
- ensure the books and records of account are open for inspection to the Board at all times, will provide such for review each year in a timely manner.
- report to the members on the financial position of the CONDC at each General and Annual meeting.

Immediate Past President - The Immediate Past President shall:

- act as a consultant to the new executive for a maximum of one (1), two (2) year term.
- The Immediate Past President has an executive vote during this two (2) year term.

## **Violations of Duty**

The Board shall have full power to remove any Board appointment for violation of duty by a majority vote of the Board upon written notice to the appointee. The Board may then appoint successors to fill such vacancies.

A two-thirds (2/3) majority of the eligible voting members, may, upon written notice to the Board, request a Special Meeting to hold an election, if the membership feels the Board is in violation of its duties.



## **ARTICLE 3 – MEETINGS**

### **Annual General Meeting (AGM)**

The Annual General Meeting of the CONDC shall be held within one hundred and twenty (120) days after the CONDC's fiscal year end of December 31<sup>st</sup>.

### **General Meetings**

General meetings shall be held at least quarterly during the CONDC's fiscal year, with thirty (30) days notice. The first will be in conjunction with the AGM. An agenda will be sent with every notice.

### **Special Meetings**

Special Meetings of the CONDC may be called:

- by the President.
- by a majority of the Board of Directors.
- by the general membership as stated in Article 2, Section 5.
- a quorum of the general members.

### **Quorum**

A quorum for any General Meeting of the CONDC shall consist of five (5) members in good standing, of which, at least three (3) must be officers.

### **Board Meetings**

The President, or a quorum of the Board, may convene a meeting of the Board at any time if deemed necessary.

- a Board Meeting may be held by any method.
- 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 Board Meeting and its purpose at least forty-eight (48) hours prior to such meeting.
- all meetings are open to all members in good standing.
- notification to members will be provided by any means within the notification period of the date and time and agenda items.

## **ARTICLE 4 – FINANCE**

### **Financial Year**

The financial year of the CONDC shall commence on the 1st day of January and conclude on the 31st day of December of each year.

### **Banking**

A bank account can only be established in the name of the CONDC at a Canadian Chartered Bank. Any changes in the nature of the bank accounts, the banking institution, or the addition or closing of bank accounts must be approved in writing by the Treasurer. The Treasurer will present any changes needed to the Board.

### **Signing Authority**

The signing officers of the CONDC shall be the Treasurer and the President. All money drawn from the CONDC accounts must have the authorization of the Treasurer or the President. The President may authorize only if the Treasurer is unavailable, but not in the regular course of business.

## **Reviews**

Each year, the Board will appoint one (1) independent person to review the CONDC's finances. The Treasurer will present the books of the CONDC to the reviewer to be examined. The finalized report will be presented by the Treasurer at the Annual General Meeting.

## **Spending Approval**

All spending on behalf of the CONDC over the amount of \$1000.00 must have Board approval. Any payment which may be considered as a conflict of interest requires the approval of the Board. Reimbursement will only be made upon receipt of itemized documentation.

## **ARTICLE 5 - PROCEDURE**

### **Rules of Order**

Rules of Order on all procedural matters not covered by this constitution during any meetings of either the CONDC or the Board, shall default to CKC and/or NDCC rules.

### **Voting Rights**

Each member is allowed one (1) vote at any meeting or election provided that:

- they are a member in good standing.
- are not the President or chair.

Proxy voting will not be allowed on any CONDC matter or election.

### **Order of Business**

The following is a suggested order of conducting any CONDC meeting.

- Attendance
- Call to Order
- Welcome Message (President's Message)
- Vice President's Report
- Approval of Minutes
- Treasurer's Report
- Membership Report
- Working Dog Report
- Editor Report
- Old Business
- New Business
- Correspondence
- Meeting Dates
- Adjournment

### **Agenda**

The Secretary will set a cut off date for receiving items for the agenda. Any member may contact the Secretary and request a copy of any agenda.

## **ARTICLE 6 – ELECTIONS**

### **Eligibility**

Any regular and life member in good standing may be eligible for nomination for any office, subject to the provisions contained in these By-Laws.

## **Election Committee**

Two (2) voting members will be appointed to serve as the Election Committee. They can not be current Board members, reside with a current Board member or a nominee, nor stand for office.

## **Consent to Stand**

The election committee will by November 1st, forward a "Consent to Stand" form to those presently holding elected positions, with instruction to return completed forms to the Election Committee no later than December 1st. They have the option of sending in a short Biography (maximum 100 words) with the form.

## **Nominations**

The Election Committee will send to all voting members:

- a list of those letting their name stand and,
- declare that all positions are open for nominations and,
- request that all nominations must be signed by the nominee and,
- returned to the Election Committee, no later than January 15th.
- The instructions will include the option for the nominee to submit a short Biography (maximum 100 words)

## **Elections**

Elections will take place every two (2) years. Ballots will be sent to all voting members. The ballots will list all positions and nominations for office, as provided by the Election Committee. The ballots and biographies will include instructions on how to vote.

## **Counting of Ballots**

The ballots shall be received and counted by the Election Committee. The largest number of votes received in favour, of any one candidate, shall be elected for that Office. In the event of a tie vote for any Office, ballots for a re-vote for that position only, will be sent to voting members within one (1) week by the Election Committee with instructions that the ballots must be returned within fourteen (14) days. These ballots would then be received and counted by the Election Committee and the results will be reported to the Board. The Board will inform the membership.

## **Acclamation**

If only one person accepts nomination for a position, they shall be elected by acclamation. If no one is nominated or runs for a position, the position shall be filled by appointment of the Board.

# **ARTICLE 7 – DISCIPLINE**

## **Reason for discipline**

- Any member who is suspended, expelled or deprived from the privileges of the CKC or the NDCC shall be suspended from the privileges of the CONDC for a like period.
- Any member who is charged and found guilty of any act of cruelty or mistreatment of any animal by any Humane Society or court will be automatically suspended or expelled from the CONDC.
- Any member may file a complaint against another member for alleged violations of the Code of Ethics or Constitution and By-Laws of the CONDC.
- Written complaints containing details of the complaint must be filed with the Secretary along with a deposit of one hundred dollars (\$100.00) which shall be forfeited if the complaint is not substantiated.

## **Complaints**

- Any member may file a complaint against another member for alleged violations of the Code of Ethics or Constitution and By-Laws of the CONDC or NDCC.
- Written complaints containing details of the complaint must be filed with the Secretary along with a deposit of one hundred dollars (\$100.00) which shall be forfeited if the complaint is not substantiated.
- The Secretary, upon receiving such a complaint shall forward the complaint within seven (7) days to the Board to determine the validity of the complaint and whether an Investigation Committee is required.
- An Investigation Committee and Chair shall be appointed if the complaint is substantiated. The Investigation Committee shall consist of one (1) member of the Board, plus two (2) members in good standing, who have been regular members of the CONDC for a minimum of one (1) year, or a life member.
- If for any reason no members of the Board are able to serve on an Investigation Committee, the Board may recruit a Board member from another breed club to chair the committee.

## **Investigation Proceedings**

Following the appointment of the Investigation Committee, the Chair must notify the member(s) to whom the complaint pertains as to the nature of the complaint, within two (2) weeks.

A date (or dates) for the Committee's investigation shall be set no later than thirty (30) days from the date of receipt of the complaint. All of the appointed Committee members must be present, either in person or via electronic methods.

Should a complaint be laid against the Secretary, the President shall act in accordance with the CONDC Constitution and By-Laws.

The Committee's responsibility is to investigate complaints that have been presented to the Secretary from a member in good standing against another member's alleged conduct, on the basis that the conduct is in violation of the CONDC or the NDCC's Code of Ethics and/or the Constitution and By-Laws. The written complaint must describe, in sufficient detail, the particulars of the allegation(s).

The Investigation Committee shall ensure that both the complainant and respondent are treated fairly and in accordance with the rules of natural justice. Once the investigation is completed, having given both the complainant and the respondent an opportunity to present their cases to the Committee, the Chair shall report their findings to the Board.

As a result of an investigation by the Investigation Committee, the Board shall have the power to:

- dismiss the complaint.
- issue a letter of reprimand to the member(s).
- suspend their CONDC privileges (unable to hold office, chair, or enter events).
- recommend to the general membership, at a special General Meeting, the expulsion from the CONDC of the member(s).

The Board shall consider the Committee's recommendation and make a final determination as to the penalty to be imposed.

The Secretary shall then notify each of the parties of the decision within thirty (30) days of the decision.

## **Appeal**

Should a member receive a disciplinary sanction, they may appeal the Board's decision within thirty (30) days from the date of the disciplinary decision letter.

- The written request for appeal can be sent electronically to the Secretary. The request must clearly state the grounds for appeal.
- An Appeal Committee will be formed within thirty (30) days to review the findings of the Disciplinary Committee. The Appeal Committee will allow the introduction of new evidence only if it is first established that this evidence could not reasonably have been made available to the Disciplinary Committee. The Appeal Committee will make the final determination to uphold or dismiss, in whole or in part, the decision levied by the Board of Directors.
- An Appeal Committee will be appointed by the Board comprised of three (3) members in good standing, to include one (1) Board member and two (2) general members. No member of an Appeal Committee will have served on the Disciplinary Committee involved in the case. Should the Board not be able to convene an Appeal Committee within the membership, the Board may recruit from other breed clubs.

Original printing: 1978

Last amendment: April 16, 2000

Revised: April 14, 2024