

ARTICLE I - NAME

THE NAME OF THIS ORGANIZATION SHALL BE THE HONOURABLE COMPANY OF BULLMASTIFF FANCIERS OF CANADA (HEREINAFTER CALLED THE COMPANY).

ARTICLE II - OBJECTS

THE OBJECTS OF THE COMPANY ARE:

- (1) TO PROMOTE THE BREEDING OF PURE BULLMASTIFFS ON SCIENTIFIC LINES
- (2) TO DEFINE PRECISELY AND PUBLISH A DEFINITION OF THE BULLMASTIFF AND TO URGE THE PURSUIT OF THIS STANDARD BY BREEDERS, JUDGES AND EXHIBITORS, AS THE ONLY RECOGNIZED STANDARD OF EXCELLENCE FOR THE BREED;
- (3) TO PROTECT AND ADVANCE THE INTERESTS OF THE BREED BY OFFERING PRIZES, BY SUPPORTING CERTAIN SHOWS AND TRIALS AND BY HOLDING SPECIALTY SHOWS, SANCTION SHOWS, TRIALS AND OTHER EVENTS;

TO PRESERVE AND ADVANCE A HIGH STANDARD OF QUALITY, NOT ONLY IN APPEARANCE BUT ALSO IN STRENGTH, STAMINA, TEMPERAMENT, CHARACTER, OBEDIENCE AND THE INSTINCT TO GUARD

AND, TO THIS END, TO ENCOURAGE THE TRAINING OF BULLMASTIFFS FOR USEFUL AND BENEFICIAL PURPOSES;

- (5) TO MAINTAIN A HIGH ETHICAL STANDARD AMONG BREEDERS AND EXHIBITORS OF BULLMASTIFFS.

ARTICLE III - GOVERNMENT

- (1) THE OFFICERS OF THE COMPANY SHALL BE:

THE PRESIDENT, THE VICE-PRESIDENT, THE SECRETARY, THE TREASURER, AND THE LIAISON OFFICER.

- (2) THE OFFICERS OF THE COMPANY MUST BE MEMBERS IN GOOD STANDING OF THE CANADIAN KENNEL CLUB.

- (3) MANAGEMENT OF THE COMPANY SHALL BE VESTED IN A BOARD OF DIRECTORS (HEREINAFTER CALLED THE BOARD) CONSISTING OF THE OFFICERS OF THE COMPANY AND NOT LESS THAN THREE DIRECTORS.

- (4) (A) EVERY OFFICER AND DIRECTOR SHALL BE ELECTED FOR A TERM OF ONE YEAR ONLY; PROVIDED HOWEVER THAT, IF THE ELECTION OF A SUCCESSOR IS DELAYED FOR CAUSE, AN OFFICER MAY CONTINUE TO HOLD OFFICE UNTIL A SUCCESSOR IS DULY ELECTED OR APPOINTED.

(B) NO MEMBER SHALL HOLD THE OFFICE OF PRESIDENT FOR MORE THAN TWO CONSECUTIVE TERMS; HOWEVER, HE SHALL BE ELIGIBLE FOR RE-ELECTION AT THE EXPIRY OF ONE YEAR

AFTER

HAVING RELINQUISHED THE OFFICE.

(C) EVERY OFFICER AND DIRECTOR MUST BE A MEMBER OF THE COMPANY IN GOOD STANDING.

IF AN OFFICER'S OR DIRECTOR'S DUES REMAIN UNPAID FOR SIXTY DAYS AFTER HE HAS BEEN ELECTED, HE SHALL AUTOMATICALLY BE DISQUALIFIED. SUBJECT TO "ARTICLE V (3)," A SUCCESSOR SHALL BE APPOINTED BY A MAJORITY VOTE OF THE REMAINDER OF THE BOARD TO SERVE FOR THE REMAINDER OF THE TERM OF OFFICE.

- (5) (A) IT IS DESIRABLE THAT THE DIRECTORS BE CHOSEN AS FOLLOWS:

TWO FROM THE PROVINCE OF QUEBEC TWO FROM THE PROVINCE OF ONTARIO, ONE FROM THE PROVINCES OF NEW BRUNSWICK, NOVA SCOTIA, PRINCE EDWARD ISLAND AND NEWFOUNDLAND;

ONE FROM THE PROVINCES OF MANITOBA, SASKATCHEWAN AND ALBERTA;

ONE FROM THE PROVINCE OF BRITISH COLUMBIA AND THE YUKON TERRITORY; AND

(B) THREE, AT THE DISCRETION OF THE ANNUAL OR OTHER GENERAL MEETING CONCERNED, TO SERVE AS DIRECTORS-AT-LARGE: PROVIDED, HOWEVER, THAT THE RETIRING PRESIDENT SHALL AUTOMATICALLY BE A DIRECTOR-AT-LARGE (IF OTHERWISE QUALIFIED) FOR ONE TERM WITHOUT CONFIRMATION OR ELECTION BY THE MEMBERSHIP.

- (6) FOUR MEMBERS OF THE BOARD SHALL CONSTITUTE A QUORUM IN THE CASE OF A DEADLOCK, THE PRESIDING OFFICER MAY CAST A DECIDING VOTE.

ARTICLE IV - MEETINGS

- (1) A GENERAL MEETING OF THE COMPANY SHALL BE HELD ANNUALLY AND ALL MEMBERS SHALL BE ADVISED OF THE DATE, TIME AND PLACE.
- (2) A SPECIAL MEETING OF THE COMPANY SHALL BE CALLED BY THE PRESIDENT UPON WRITTEN REQUEST SIGNED BY AT LEAST EIGHT MEMBERS OR BY MAJORITY VOTE OF A DULY CONSTITUTED MEETING OF THE BOARD.

ANY OF THE RULES HEREIN DEFINED EXCEPT "ARTICLE VIII (4)" MAY BE SUSPENDED AT ANY MEETING BY A TWO-THIRDS VOTE OF THE MEMBERS PRESENT FOR THE PURPOSE OF CONDUCTING ANY BUSINESS OF THE COMPANY. IN THE CASE OF SUSPENSION OF THE RULES FOR ELECTION PURPOSES, IT SHALL BE NECESSARY FOR THE SECRETARY TO MAIL A REFERENDUM BALLOT TO ALL MEMBERS AND TO RECEIVE A TWO-THIRDS AFFIRMATIVE VOTE OF THE BALLOTS RETURNED BEFORE THE ELECTION SHALL BE CONSIDERED FINAL. SUSPENSION OF THE RULES FOR ELECTION PURPOSES OR ANY OTHER PURPOSES SHALL ONLY BE RESORTED TO IN CASES OF EXTREME NECESSITY BROUGHT ABOUT BY EXTRAORDINARY CIRCUMSTANCES. THIS PROCEDURE SHALL NEVER BE USED AS A MATTER OF COURSE.

- (4) AT ANY GENERAL MEETING A QUORUM SHALL BE TWENTY PER CENT PRESENT IN PERSON OF THE PAID-UP MEMBERS.

ARTICLE V - OFFICERS' DUTIES

- (1) THE EXECUTIVE POWER OF THE COMPANY SHALL RESIDE IN THE BOARD OF DIRECTORS AND THEY SHALL, FROM TIME TO TIME, MAKE REGULATIONS, IN ACCORDANCE WITH THE POWERS HERE GIVEN, OR IN MATTERS NOT SPECIFICALLY MENTIONED THEY SHALL MAKE DECISIONS IN ACCORDANCE WITH THEIR DISCRETION. SUCH DECISIONS ARE BINDING ONLY AFTER A MAJORITY VOTE OF THE BOARD MEMBERS PRESENT. IN THE EVENT OF A MAIL BALLOT OF THE BOARD, A MAJORITY VOTE OF THE ENTIRE BOARD MUST BE OBTAINED. INTERPRETATION OF THE RULES HEREIN SHALL BE GIVEN BY THE BOARD OF DIRECTORS.
- (2) THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS, BE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE COMPANY'S CHIEF EXECUTIVE. HE SHALL MAKE ALL COMMITTEE APPOINTMENTS AND SERVE AS AN EXOFFICIO MEMBER ON ALL COMMITTEES. HE MAY MAKE ANY OTHER APPOINTMENTS DEEMED NECESSARY AND DESIRABLE.
- (3) THE VICE-PRESIDENT SHALL PRESIDE AT ANY MEETING AT WHICH THE PRESIDENT IS ABSENT AND SHALL HAVE COMPARABLE POWERS TO THE PRESIDENT FOR THAT TIME. IN THE EVENT OF THE PRESIDENT'S OFFICE BECOMING VACANT, THE VICE-PRESIDENT SHALL SUCCEED TO THAT OFFICE FOR THE BALANCE OF THE TERM. A NEW VICE-PRESIDENT SHALL BE APPOINTED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS .
- (4) THE SECRETARY SHALL KEEP A COMPLETE RECORD OF ALL MEETINGS OF THE COMPANY AND OF THE BOARD OF DIRECTORS AND OF ANY MATTER OF WHICH A RECORD SHALL BE ORDERED BY THE BOARD. HE SHALL HAVE CHARGE OF ALL COMPANY CORRESPONDENCE. HE SHALL NOTIFY EACH NEW MEMBER OF HIS ELECTION TO MEMBERSHIP AND SHALL SEND HIM A COPY OF THE STANDARD AND OF THESE BY-LAWS. HE SHALL KEEP A ROLL OF ALL MEMBERS AND THEIR ADDRESSES, AND OF THE OFFICERS AND MEMBERS OF THE BOARD. HE SHALL ADVISE OFFICERS AND OTHER BOARD MEMBERS OF THEIR ELECTION AND SHALL KEEP THE MEMBERS POSTED ON ALL ACTIVITIES OF THE COMPANY.
- (5) THE FISCAL YEAR OF THE COMPANY SHALL BEGIN ON THE FIRST DAY OF APRIL. THE TREASURER SHALL COLLECT AND RECEIVE ALL MONIES DUE OR BELONGING TO THE COMPANY AND SHALL GIVE RECEIPTS THEREFOR. HE SHALL DEPOSIT THE SAID MONIES IN A BANK, SATISFACTORY TO THE BOARD OF DIRECTORS, IN THE NAME OF THE COMPANY. HE SHALL KEEP PROPER BOOKS AND THESE SHALL BE OPEN AT ALL TIMES TO INSPECTION BY THE BOARD OF DIRECTORS; HE SHALL REPORT TO THEM AT EVERY MEETING THE CONDITION OF THE FINANCES OF THE COMPANY AND AT THE ANNUAL MEETING OF THE COMPANY HE SHALL RENDER AN ACCOUNT OF ALL RECEIPTS AND EXPENDITURES DURING THE YEAR AND PRESENT A BALANCE SHEET. HIS YEARLY ACCOUNTS MUST BE AUDITED BY THE PRESIDENT OR BY SUCH AUDITOR OR AUDITORS AS HE SHALL APPOINT.
- (6) THE LIAISON OFFICER SHALL BE RESPONSIBLE FOR MAINTAINING CONTACT AND FRIENDLY RELATIONS WITH BREEDERS AND BREED CLUBS IN OTHER COUNTRIES. HE SHOULD ENSURE PUBLICITY FOR THE COMPANY AND THE BREED TO THE BEST OF HIS ABILITY. HE SHALL BE RESPONSIBLE FOR PUBLISHING THE MINUTES OF ALL MEETINGS OF THE COMPANY AND FOR

PUBLISHING A NEWSLETTER TO BE CIRCULATED TO ALL MEMBERS OF THE COMPANY.

ARTICLE VI - NOMINATIONS AND ELECTIONS

- (1) ON OR BEFORE JANUARY 1ST EACH YEAR , THE PRESIDENT SHALL APPOINT A NOMINATING COMMITTEE CONSISTING OF TWO MEMBERS, WHO ARE NOT ON THE BOARD, TO PRESENT NAMES FROM THE PAID MEMBERSHIP ONLY FOR OFFICERS AND BOARD MEMBERS FOR THE COMING YEAR THESE NOMINATIONS SHALL BE MAILED TO ALL MEMBERS THIRTY DAYS BEFORE THE ANNUAL GENERAL MEETING. ANY MEMBER MAY MAKE ADDITIONAL NOMINATIONS (FROM THE PAID MEMBERSHIP ONLY) FOR ANY OFFICE BY SENDING SUCH NOMINATIONS TO THE SECRETARY TO BE RECEIVED AT LEAST FIFTEEN DAYS BEFORE THE ANNOUNCED DATE OF THE ANNUAL GENERAL MEETING; SUCH NOMINATIONS MUST BE SUBSCRIBED TO BY AT LEAST ONE OTHER MEMBER, WHOSE SIGNATURE MUST APPEAR ON THE NOMINATION TOGETHER WITH THE SIGNATURE OR SIGNATURES OF THE PARTIES NOMINATED AGREEING TO SERVE IF ELECTED. THE SECRETARY SHALL THEN PREPARE A MIMEOGRAPHED BALLOT WITH THE NAMES OF ALL NOMINEES THEREON AND MAIL SUCH BALLOT TO ALL MEMBERS AT LEAST TEN DAYS BEFORE THE ANNUAL GENERAL MEETING. THE VOTES SHALL BE OPENED AND COUNTED AT THE ANNUAL GENERAL MEETING BY TWO TELLERS APPOINTED FROM THE MEMBERS PRESENT. A PLURALITY VOTE SHALL ELECT FOR ANY OFFICE. IN THE CASE OF A TIE VOTE FOR ANY CANDIDATES THE PRESIDING OFFICER SHALL CAST A DECIDING VOTE.
- (2) NO PERSON'S NAME SHALL APPEAR ON THE BALLOT FOR MORE THAN ONE OFFICE. THEREFORE, IT SHALL BE INCUMBENT UPON ANY NOMINEE TO AFFIX HIS SIGNATURE TO A NOMINATION FOR ONE OFFICE ONLY. IF A MEMBER ACCEPTS NOMINATION FOR MORE THAN ONE OFFICE, THE FIRST NOMINATION TO REACH THE SECRETARY SHALL BE THE ONLY ONE LISTED ON THE BALLOT AND ANY CONFLICTING NOMINATION SHALL BE IGNORED.
- (3) THE BOARD OF DIRECTORS SHALL BE ELECTED AT THE ANNUAL GENERAL MEETING OF THE COMPANY AND THE INCOMING OFFICERS SHALL ALSO TAKE OFFICE AT THAT TIME.
- (1) ALL VACANCIES OCCURRING IN THE BOARD DURING ANY YEAR SHALL BE FILLED FOR THE REMAINDER OF THAT YEAR ONLY BY A MAJORITY VOTE OF THE REMAINING BOARD MEMBERS.
- (2) IN THE EVENT THAT THE NOMINATIONS OF THE NOMINATING COMMITTEE ARE UNCONTESTED, THROUGH FAILURE OF THE MEMBERSHIP TO MAKE A NOMINATION FOR ANY OFFICE BY MAIL UNDER THE PROVISIONS OF "ARTICLE VI (1)," THE SECRETARY SHALL BE EMPOWERED TO CAST A SINGLE BALLOT AT THE ANNUAL MEETING FOR THE ELECTION OF THE NOMINATED OFFICERS AND BOARD MEMBERS.

ARTICLE VII - MEMBERSHIP AND DUES

- (1) (A) MEMBERSHIP IS OPEN TO ALL PERSONS WHO SUBSCRIBE TO THE PURPOSES OF THE COMPANY. ANNUAL DUES, TO BE DETERMINED FROM TIME TO TIME BY THE BOARD, SHALL FALL DUE ON FEBRUARY 1ST OF EACH CALENDAR YEAR. JOINT MEMBERSHIP FOR TWO PERSONS CONSTITUTING THE SAME HOUSEHOLD SHALL BE PERMITTED.
(B) ANY PERSON MAY BE GRANTED HONORARY MEMBERSHIP BY RESOLUTION OF THE BOARD SUBJECT TO RATIFICATION AT THE NEXT GENERAL MEETING, AND ANY MEMBER IN GOOD STANDING MAY PROPOSE NAMES FOR THE BOARD'S CONSIDERATION. EXCEPT AS PROVIDED IN "ARTICLE III," NO HONORARY MEMBERS SHALL BE ELIGIBLE TO HOLD OFFICE OR TO VOTE. HONORARY MEMBERSHIP SHALL NOT CONFER ANY RIGHT, PRIVILEGE OR BENEFICIAL INTEREST IN THE COMPANY; HOWEVER, HONORARY MEMBERS MAY BE INVITED AT THE DISCRETION OF THE BOARD TO ATTEND MEETINGS AS OBSERVERS AND FOR THE PURPOSE OF GIVING INFORMATION, ADVICE AND COUNSEL AND TO PARTICIPATE IN OTHER ACTIVITIES.
- (2) ANY PERSON OF GOOD CHARACTER AND REPUTATION IS ELIGIBLE FOR MEMBERSHIP, PROVIDING THAT HIS APPLICATION IS MADE BY SENDING TO THE SECRETARY AN APPLICATION FORM PROPERLY COMPLETED AND SPONSORED BY A MEMBER IN GOOD STANDING AND ACCOMPANIED BY THE YEARLY DUES. HOWEVER, THE BOARD RESERVES THE RIGHT TO REFUSE, WITHOUT REASON GIVEN, ANY SUCH APPLICATION.
- (3) THE INTEREST OF ANY MEMBER IN THE PROPERTY OF THE COMPANY CEASES WITH THE TERMINATION OF HIS OR HER MEMBERSHIP.
- (4) ALL RESIGNATIONS MUST BE SUBMITTED IN WRITING TO THE SECRETARY. NO MEMBER MAY RESIGN WHILE IN DEBT TO THE COMPANY.
- (5) NON-PAYMENT OF DUES MAY BE CONSIDERED SUFFICIENT CAUSE FOR TERMINATION OF MEMBERSHIP.

ARTICLE VII I - MISCELLANEOUS

- (1) THE COMPANY MAY BE DISSOLVED AT ANY TIME WITH THE WRITTEN CONSENT OF NOT LESS THAN TWO-THIRDS OF THE MEMBERS AT THE TIME. AFTER PAYMENT OF ALL DEBTS AND LIABILITIES OF THE COMPANY, ITS PROPERTY AND ASSETS SHALL BE GIVEN TO A CHARITABLE ORGANIZATION FOR THE BENEFIT OF DOGS.
- (2) THE BOARD OF DIRECTORS SHALL HAVE THE POWER BY A MAJORITY VOTE OF THE WHOLE BOARD TO FORFEIT THE MEMBERSHIP OF ANY MEMBER FOR CONDUCT ON HIS OR HER PART LIKELY IN THE OPINION OF THE BOARD TO ENDANGER THE WELFARE OR CHARACTER OR GOOD REPUTATION OF THE COMPANY, PROVIDED THAT THE BOARD SHALL FIRST SEEK LEGAL ADVICE AND SHALL GIVE THE MEMBER CONCERNED REASONABLE OPPORTUNITY TO PRESENT AN EXPLANATION OF THE CONDUCT UNDER QUESTION.
- (3) ALL COMPLAINTS AND SUGGESTIONS AS TO THE MANAGEMENT OF THE COMPANY MUST BE MADE IN WRITING TO THE BOARD.

THIS CONSTITUTION, OR ANY PART THEREOF, SHALL BE AMENDED ONLY BY A TWO-THIRDS AFFIRMATIVE VOTE OF THE COMPANY MEMBERSHIP. WHEN AMENDMENTS ARE DESIRED THE SECRETARY SHALL SEND TO EACH MEMBER THE PROPOSED CHANGES RECOMMENDED BY A MAJORITY OF THE BOARD TOGETHER WITH A BALLOT WHICH STATES THE DATE FOR RETURN, WHICH SHALL NOT BE LESS THAN TWO WEEKS FROM THE DATE OF MAILING. THE TERM "VOTE OF COMPANY MEMBERSHIP" SHALL BE DEFINED AS THE VOTE ACTUALLY POLLED AS DETERMINED BY THE BALLOTS RETURNED TO THE SECRETARY AND NOT BY THE TOTAL NUMBER OF BALLOTS DISTRIBUTED.

LAST AMENDED APPROVED 1975

ARTICLE IX

PROVINCIAL CHAPTERS

- 1) Each provincial Director shall assume the position of a Chairperson of the provincial chapter of that Chairperson's provincial Jurisdiction.
 - 2) It shall be the duty of each Chairperson to act in a manner accordingly to encourage the popularity in the aforesaid jurisdiction by calling meetings as and when deemed to be necessary. The Chairperson shall disseminate any and all available literature to existing and prospective members to do whatever is possible to assist the breed's popularity,
 - 3) The Chairperson shall cause minutes to be recorded for all meetings and shall forward a copy to the Secretary of the parent club, with a copy to the President, as quickly as possible to keep the parent club informed of any developments in the Province.
 - 4) Providing the provincial chapter received endorsement from the parent club as co dares, the chapter shall have the authority to hold its own provincial Specialty. Although all dues and monies raised for such Specialties shall remain the property of the parent club, reservation shall be exercised to ensure that the monies raised by the provincial chapter is allotted to the Specialty in question.
 - 5) During the normal activity time of the provincial chapter, (i.e. when Specialties or special events are under consideration) the chapter will be permitted to retain from its fundraising a nominal amount to act as petty cash. The amount of this petty cash shall be determined each year at the Annual General Meeting.
 - 6) Besides Specialties, the provincial Chairperson shall be responsible from the onset for organizing boosters as often as possible to bring the breed to the attention of general public.
 - 7) Although operating as an independent part of the parent club provincial Chairpersons shall observe ALL parts of the existing constitution as their guide in matters pertaining to club activities, and if in any doubt, shall consult the board without delay before proceeding on any course that shall be represented as an action of the Bullmastiff Fanciers of Canada.
- Notice of motion of amendment proposed at Annual General Meeting of Bullmastiff Fanciers of Canada on May 24, 1981.

Motion passed and certified at General meeting of Bullmastiff Fanciers of Canada at Vancouver, June 21, 1986.