



## **BY-LAWS**

CANADIAN ASSOCIATION OF PROFESSIONAL PET DOG TRAINERS  
BY-LAWS

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**CORPORATE SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

**HEAD OFFICE**

2. Until changed in accordance with the Act, the Head Office of the Corporation shall be in the **Town of Shelburne in the Province of Ontario.**

**CONDITIONS OF MEMBERSHIP**

3. Membership will be open to anyone, resident in any country, **except where noted**, who is 18 years of age or older and is or has been actively involved in training dogs or training people to train their dogs or who believes in the humane methods of training dogs and promotes same. There will be three (3) classes of membership in the Incorporated Association.

- (i) **Professional Membership** – Professional members will be entitled to one vote per Professional member. Professional membership will be restricted to persons who are permanent residents of Canada, who are 18 years of age who agree to abide by the Incorporated Association Bylaws and Code of Ethics and are actively involved in the training and instructing of owners and their dogs. To be eligible to vote on Incorporated Association issues, the Professional member will be required to complete one (1) year of uninterrupted membership.
  - (ii) **Associate Membership** - Associate membership will be granted to persons who are residents of any country, who are 18 years of age, who agree to abide by the Incorporated Association Bylaws and Code of Ethics, who are other professionals within the canine industry, and who believe and promote the humane training of dogs. Associate members shall have no voting rights nor may they hold executive office.
  - (iii) **Life Membership** – A Life Membership will be bestowed upon a CAPPDT member at the discretion of the Board of Directors. Said member will be exempt from any and all membership fees, be 18 years of age, who agrees to abide by the Incorporated Association Bylaws and Code of Ethics, who are professionals within the canine industry, and who believe and promote the humane training of dogs. If that member is, at the time of Life Membership being bestowed, a voting Professional member, the member will retain that status. If that member is, at the time of Life Membership being bestowed, a non-voting Associate member, the member will retain that status
- 4) Dues for membership shall be the amount specified by the Board of Directors and may be reviewed and changed by their direction.
- 5) Any member who is not indebted to the Corporation may resign his/her membership from the Corporation by delivering to the Corporation a written resignation. He/she will be deemed to be a member of the Corporation until such time as his/her resignation is accepted by the Board of Directors. When he/she ceases to be a member of the Corporation, he/she will have no right or claim to Corporation property, nor to have any part of his/her membership fees refunded.
- 6) Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.
- 7) No person shall be eligible for, or continue to enjoy membership, who has been convicted of inhumane acts toward animals.
- 8) Application of membership will be made on a form as prescribed by the Board of Directors which may be changed from time to time, at their discretion. The application must be signed by the applicant. Application forms are to be forwarded,

with the applicable fee(s), to the membership co-ordinator. The address will be published in the current Corporation newsletter and on all membership application forms.

- 9) Membership dues are payable on April 1<sup>st</sup> each year. Any member failing to pay his/her/dues before April 30<sup>th</sup> that calendar year will be considered to be "in arrears". Late renewals will be received and accepted up to May 30<sup>th</sup>. Late renewed Professional members will lose their voting rights for a period of one (1) year. Late renewed members, as spelled out here, will have their original date of joining remain intact. Any membership renewal received after May 30<sup>th</sup> will be deemed to be a new membership and will be processed as such. Notice of membership renewal will be posted on the Corporation website and/or in the Incorporated Association newsletter prior to February 1<sup>st</sup> of each year. Notice of arrears will not be individually sent to members.
- 10) The Board of Directors will have the power to suspend, expel or reprimand any member if, he/she has violated:
  - (i) The Bylaws of the Incorporated Association;
  - (ii) The Code of Ethics of the Incorporated Association, and/or
  - (iii) Any Federal or Provincial laws governing the inhumane treatment of animals.
- (a) The Board of Directors will have the power to suspend or expel by unanimous vote of the entire Board of Directors the member who, in the opinion of the Board of Directors, has committed an act which is considered prejudicial to the objectives and aims of the Corporation or the interests of its membership or their dogs or their client's dogs. Should the member in question be on the Board of Directors at the time of such vote, the vote must be unanimous excluding the vote of the member in question.
- (b) Any member so suspended or expelled will have the right to appeal the decision of the Board of Directors to the General Membership via the Corporation newsletter within three (3) months of such decision. The suspended or expelled member who wishes to appeal will bear any and all costs incurred in such an appeal. The appeal will be reviewed by an independent third party (made up of a minimum of three (3) professional members not on the Board of Directors, agreeable to both member and the Board of Directors. Suspension when imposed, automatically deprives the member of the privileges of the Corporation for the period ordered.
- (c) Any accusations, complaints, and/or charges against a member must be submitted to the Board of Directors by registered mail in care of the Corporation Secretary, for consideration by the Board of Directors only. A deposit of \$100 must accompany such complaint. The deposit, in full, will be returned if such complaint is substantiated. When such complaint fails to be substantiated, the deposit will be forfeited and placed into Corporation funds.

#### **MEMBERS' MEETINGS**

- 11) The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The Board of Directors may resolve that a particular meeting of members be held outside of Canada.
- 12) At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and the auditors appointed for the ensuing year. The members may consider and transact any business, either special or general, at any meeting of the members providing fourteen (14) days minimum written notice is given to each voting member. The Board of Directors or the Chair or Vice-Chair shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 10% of the voting rights. Notice of special business must contain enough information to allow the members to make a reasoned decision. Twenty (20) voting members present in person at such special general meeting will constitute a quorum.
- 13) Thirty (30) days notice shall be given to each voting member of any annual or special meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
- 14) A majority of the votes cast by the members present carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
- 15) A resolution, in writing, signed by a majority of the Board of Directors, will be as valid and effectual as if it were passed at a meeting of the Board of Directors duly called and constituted.
- 16) All meetings of the Corporation will be conducted according to Robert's Rules of Order.
- 17) No error or omission in giving notice of any annual or general meeting, with the exception of where a demonstrable amount of notifications was not received by the members or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken and had thereat. For purposes of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his/her last address recorded on the books of the Corporation.

## BOARD OF DIRECTORS

- 18) The property and business of the Corporation shall be managed by a Board of Directors comprised of the following officers: Chair, Vice-Chair, Treasurer and Secretary. Directors shall be one (1) Director of Regions and two (2) Directors at Large to a maximum of seven (7) members of the Board. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of Directors to be elected to the Board of Directors. Directors must be 18 years of age with power under law to contract. All members of the Board of Directors will be permanent residents of Canada and be Professional voting members of the Corporation. The Chair will not have the right to propose a motion or the right to a vote except to break a tie except where noted. For the Chair to propose a motion and/or vote, he/she will vacate the Chair
- 19) The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected. At the first meeting of members, the Board of Directors then elected shall replace the provisional Directors named in the Letters of Patent of the Corporation.
- 20) Directors shall be elected for a term of three (3) years.
- 21) The office of Director shall automatically be vacated;
- if at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the members present at the meeting that he be removed from office;
  - If a Director has resigned his/her office by delivery of a written resignation to the secretary of the Corporation;
  - If he is found by a court to be of unsound mind;
  - If he becomes bankrupt or suspends payment or compounds with his/her creditors;
  - On death;
  - If he is deemed by majority vote of the Board of Directors to be no longer able to fulfill his/her duties due to an unforeseen serious medical condition.

Provided that if any vacancy shall occur for any reason in the paragraph contained, the Board of Directors, by majority vote, may by appointment, fill the vacancy with a voting member of the Corporation. The term of office for the appointment will be for the time remaining to the next Annual General Meeting.

- 22) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.
- 23) A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.

## POWERS OF DIRECTORS

- 24) The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers to do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 25) The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

The Board of Directors is hereby authorized, from time to time;

- to borrow money upon the credit of the Corporation, from any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- to limit or increase the amount to be borrowed;
- to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sum, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board of Directors;
- to secure any such bond, debentures or other securities, or any other present and future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real or personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

- 26) The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 27) The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 28) Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

#### **DIRECTORS' MEETINGS**

- 29) Meetings of the Board of Directors will be called by the Chair or any two (2) Directors and may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote with the exception of the Chair according to bylaw #18. The Board of Directors of the Corporation shall be empowered to conduct meetings by electronic means such as conference calls, e-mails and facsimiles.

Telephone participation: The Directors of the Corporation may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Board of Directors of the Corporation. Such resolution must be approved by 50% of the Board of Directors.

Meetings by Other Electronic Means: The Directors of the Corporation may meet by other electronic means that permits each Director to communicate adequately with each other, provided that either a majority of the Directors consents to meeting by electronic means (that being 50%) or meetings by electronic means have been approved by resolution passed by the Board of Directors at a meeting of the Board of Directors of the Corporation, and further provided that;

- a) the Board of Directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum, and recording votes.
  - b) each Director has equal access to the specific means of communication to be used;
  - c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 30) A majority of Directors in office, from time to time, but no less than four (4) Directors, shall constitute a quorum for meetings of the Board of Directors whether the meeting occurs in person, by teleconference or by electronic means. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the bylaws of the Corporation.

#### **INDEMNITIES TO DIRECTORS AND OTHERS**

- 31) Every Director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
  - a) all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his/her office or in respect of any such liability;
  - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

#### **OFFICERS**

- 32) The officers of the Corporation shall be a Chair, Vice-Chair, Secretary, Treasurer, Director of Regions and any such other officers as the Board of Directors may by bylaw determine. Any two offices may be held by the same person.

- 33) Any voting member of the Corporation can nominate any other voting member, who is a permanent resident of Canada, for available positions. Nomination forms will be mailed to each eligible member at his/her last known address. The nomination must be on the official Corporation nomination form, signed by the principle proposer, seconder and with the acceptance signature of the nominee.
- 34) All elections will be by written ballot on an official ballot form that will be provided to each voting member by mail at his/her last known address. All ballots must be in the hands of the designated appointee by the specified date. Ballots are to be returned in two (2) envelopes; one bearing the name and address of the sender to enable verification of voting status with the second envelope inside clearly marked "Ballot". Any majority is enough to carry. In the event of a tie, the Chair will break the tie.
- 35) The Board of Directors shall be elected by member ballot unless acclamation occurs. Any vacant positions on the Board of Directors shall be filled from the voting membership by resolution of the Board of Directors. Such appointment will remain in effect until the next Annual General Meeting.
- 36) The officers of the Corporation shall hold office for three (3) years from the date of election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time in accordance with #21.

#### **DUTIES OF OFFICERS & DIRECTORS**

- 37) The Chair shall be the Chief Executive Officer of the Corporation. He/she shall preside at all membership meetings of the Corporation and of the Board of Directors. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she will be an ex-officio member of all committees. In keeping with Robert's Rules of Order, the Chair will not vote on resolutions nor will he/she present a motion to the floor unless he/she vacates the Chair. In the case of a tie vote on any resolution, the Chair will break the tie.
- 38) The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.
- 39) The Treasurer or Treasurer Designate shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. All cheques will be signed by two (2) of three (3) signing officers approved by the Board of Directors, one of those signing officers being the treasurer. Approval will not be given for signing officers in the same household. He/she shall pay all bills promptly, retaining invoices for same, provided that the indebtedness has been approved and sanctioned by the Board of Directors, and shall render to the Chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the Board of Directors.
- 40) The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out his/her affairs of the Corporation generally under the supervision of the officers thereof and shall attend all membership and Board of Director meetings and act as Clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she will retain and file all copies of correspondence received and sent pertaining to the affairs of the Corporation. He/she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chair, under whose supervision he/she shall be. He/she shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- 41) The Director of Regions will be responsible for recommending to the Board of Directors, names of professional members to represent the Corporation as Regional Representatives in the geographic locale. He/she will be responsible for assisting the Regional Representatives in fulfilling their duties and to encourage members to act in the capacity of the Director of Regions.
- 42) The duties of the Directors at Large shall be such as the terms of their engagement call for or the Board of Directors requires of them.

#### **COMMITTEES**

- 43) The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid. Committees can be, but are not limited to, the following: (i) Discipline Committee; (ii) Finance Committee; (iii) Publicity

Committee; (iv) Newsletter Committee; (v) Bylaw Committee; (vi) Regional Representative Committee; and (vii) National Conference Committee. All appointments to committees will be for a one (1) year term. These appointments will be reviewed annually and may be renewed at the discretion of the Board of Directors. Ad Hoc Committees will be formed at the discretion of the Board of Directors. All members must be permanent residents of Canada and be voting, professional members.

#### **EXECUTION OF DOCUMENTS**

- 44) Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) of three (3) officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have the power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

#### **MINUTES OF BOARD OF DIRECTORS**

- 45) The approved minutes of the Board of Directors shall be available to the general membership on request, and available to the Board of Directors within two (2) weeks of any meeting. A synopsis of business conducted and recorded in minutes will be published in each issue of the Corporation newsletter and/or on the Corporation website. Minutes of all committee meetings shall be sent to the Board of Directors within two (2) weeks of any meeting.

#### **FINANCIAL YEAR**

- 46) The financial year of the Corporation will commence on the 1<sup>st</sup> day of April and conclude on the 31<sup>st</sup> day of March each year.

#### **AMENDMENT OF BYLAWS**

- 47) Any proposal to alter these bylaws shall be presented to the Board of Directors for consideration and publication. All proposals for amendment shall be presented to the voting membership via post at the last known address with an official ballot to be in the hands of the designated appointee by the specified date. Ballots are to be returned in two (2) envelopes; one (1) bearing the name and address of the sender to enable verification of voting status, the second envelope inside and clearly marked *Ballot*. The bylaws of the Corporation not embodied in the letters patent may be repealed or amended by bylaw, or a new bylaw relating to the requirements of subsection 155(2) of the *Canada Corporations Act*, may be enacted by a majority of Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of the majority of the members provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **AUDITORS**

- 48) The members shall, at each annual meeting, appoint an auditor to audit or to examine, as appropriate, according to law. the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The remuneration of the auditor shall be fixed by the Board of Directors.

#### **BOOKS AND RECORDS**

- 48) The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

#### **RULES AND REGULATIONS**

- 49) The Board of Directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of the members, shall at and from that time cease to have any force and effect.

#### **INTERPRETATION**

- 50) In these bylaws and in all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.

#### **CORPORATION LOGO**

- 51) This logo is reserved for Incorporated Association use and is currently protected by copyright and cannot be used on any correspondence, advertising or the like without the express written permission of the Board of Directors.

Member logo – the logo with the wording “Member” written underneath the design is considered to be a member logo and may be used by all members in their advertising.