

BY-LAW NO. 1

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



(the "Association")

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

Section 1 - General

1.01 Definitions

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

- a. "Act" means the Canada Not-for-profit Associations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

- b. "articles" means the original or restated articles of inAssociation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c. "board" means the board of directors of the Association and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "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;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- j. "policy(ies)" means any written document approved by the board of directors as such, including but not limited to documents titled rules, requirements and/or guidelines;
- k. "Regional Organization" means a harness dog sports organization representing a specific province, territory or region within Canada approved by the board of directors and designated by the board of directors as an entity affiliated with the Association; and
- l. "Independant Representative" means an individual residing in a province, territory or region within Canada without a Regional Organization affiliated with CAHDS who is approved by the board of directors and designated by the board of directors as the representative for those provinces, territories or regions within Canada without a Regional Organization affiliated with CAHDS.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

A corporate seal is not required, however, the Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Association shall be the custodian of the corporate seal.

1.04 Execution of Documents

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

1.05 Financial Year End

The financial year end of the Association shall be the 30th day of April or as may be otherwise determined by the board of directors.

1.06 Banking Arrangements

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

1.07 Annual Financial Statements

The Association 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 Association and any member may, on request, obtain a copy free of charge at the registered office or by email.

1.08 Appointment of Public Accountant

Pursuant to section 181(1) of the Act, the voting members of the Association shall, by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the close of

the next annual meeting or pursuant to section 182(1) of the Act, the voting members of the Association may resolve not to appoint a public accountant, however, the resolution is not valid unless all the members entitled to vote at an annual meeting of members consent to the resolution.

Section 2 - Membership

2.01 Membership Conditions

Subject to the articles, there shall be three (3) classes of members in the Association, namely, Class A Individual Members, Class B Regional Organization Members, and Class C Non-Voting Members. The board of directors of the Association shall, by resolution, approve the admission of the members of the Association. The following conditions of membership shall apply:

2.01(1) Class A Individual Members

- a. Class A voting membership shall be available only to the individuals forming the CAHDS Board of Directors and the Independent Representative.
- b. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Association.
- c. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

2.01(2) Class B Regional Organization Members

- a. Class B voting membership shall be available only to Regional Organizations who have been approved as such by the CAHDS Board of Directors.
- b. The term of membership of a Class B voting member shall be annual, subject to renewal in accordance with the policies of the Association, including but not limited to the CAHDS Guidelines and Requirements for Regional Organizations or any signed agreement between CAHDS and any Regional Organization.
- c. As set out in the articles, each Class B voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class B voting member shall be entitled to one (1) vote per province or territory which it represents at such meetings. A Regional Organization must name a specific provincial or territorial representative from its board of directors to place its vote(s) at any such meeting(s) at least 24 hours in advance of said meeting.
- d. The process for admission of a Regional Organization shall be determined by the board of directors.

2.01(3) Class C Non-Voting Members

- a. Class C non-voting membership shall be available only to individuals or organizations in areas without an approved Regional Organization that have been approved by the board of directors for Class C non-voting membership in the Association.
- b. The term of membership of a Class C non-voting member shall be annual, subject to renewal in accordance with the policies of the Association.
- c. Subject to the Act and the articles, a Class C non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.

2.01 (3) 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).

2.02 Notice of Meeting of Members

2.02(1) 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 a 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.

2.02(2) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

Section 3 - Membership dues, termination and discipline

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Association.

3.02 Termination of Membership

3.02(1) A membership in the Association is terminated when:

- a. the member dies, or, in the case of a member that is a Association, the Association is dissolved;

- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires;
- f. the Association is liquidated or dissolved under the Act.

3.02(3) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

3.03 Discipline of Members

3.03(1) The board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:

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

3.03(2) In the event that the board determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, 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 Association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

3.03() In the event that the board determines that a member should be expelled or suspended from membership in the Association, there will be no refund of any membership fee.

Section 4 - Meetings of members

4.01 Persons Entitled to be Present

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 Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association 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 members.

4.02 Chair of the Meeting

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.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% 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.

4.04 Votes to Govern

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 question. 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.

4.05 Manner and Place of Meeting

The annual or any other general meeting of the members shall be held at the head office of the Association or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. Meetings may take place in electronic form, which may or may not involve real time communication, except where a real time meeting is required by the Act or these by-laws. The secretary will select the format for the meeting and notify the directors of the format for the meeting at least 21 days in advance. In the case of teleconference, votes may be tallied by roll call. In the case of meetings conducted by other electronic media, voting shall be carried out by use of electronic polling whereby each participant is uniquely identifiable.

Section 5 - Directors

5.01 Election and Term

5.01(1) Each Regional Organization is entitled to nominate one representative to the board of directors from each province or territory represented by that Regional Organization.

5.01(2) Any person nominated by their Regional Organization to represent their province or territory of residence must be a member in good standing of their Regional Organization.

5.01(3) All individuals nominated by their Regional Organization to represent their province or territory of residence must be confirmed by a majority vote of members.

5.01(4) Any director nominated and confirmed to represent their province or territory of residence on the board of directors shall serve a term of three (3) years or until the next annual general meeting.

5.01(5) The board of directors may appoint one (1) additional director to hold the position of "Independent Representative" for a term expiring not later than the close of the next annual meeting of members.

5.01(6) Directors may be reappointed and serve multiple terms indefinitely.

5.02 Powers of Directors

5.02(1) The directors of the Association have responsibility to establish the rules, policies and procedures for the operation of the Association based upon recommendations received from the Officers and/or committees of the Association.

5.02(2) The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association 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 Association in accordance with such terms as the board of directors may prescribe.

5.02(3) The board of directors is hereby authorized, from time to time, by unanimous decision of the board:

- a. to borrow money upon the credit of the Association, from any bank, Association, 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;

- b. to limit or increase the amount to be borrowed;
- c. to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

5.02(4) The board of directors shall take such steps as they may deem requisite to enable the Association 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 Association.

5.02(5) 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.

Section 6 - Meetings of directors

6.01 Calling of Meetings

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. If the Association has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

6.02(1) Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Association not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

6.02(2) 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.

6.03 Regular Meetings

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 sent to each director forthwith 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.

6.04 Votes to Govern

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.

6.05 Committees

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

6.06 Place of Meetings

The majority of the business of the board will be carried out in the form of a private online discussion forum or message thread. Motions raised in this format will be voted on by polling the members of the discussion forum or message thread and quorum shall be determined by the number of replies received within the voting period. Any posting or poll labeled as a motion to be voted upon can simultaneously serve as notice of “the meeting”.

6.07 Indemnities To Directors And Others

Every director of the Association 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 Association, 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 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 own wilful neglect or default.

Section 7 - Officers

7.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **President** – If appointed, the president shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the board, have general supervision of the affairs of the Association.
- b. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.
- c. **Treasurer** - If appointed, the treasurer shall have such powers and duties as the board may specify, including but not limited to the provision of a quarterly financial report to the board of directors.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

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

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

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 8 - Notices

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, 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 Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 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 be changed 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 Association

to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 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.

8.03 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 Association 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.

Section 9 - Dispute resolution

9.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this by-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association 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:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.

- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 10 - Official Languages

10.01 - Official Languages

10.01(1) The languages of English and French shall be the official languages of the Association and the directors will endeavour to ensure that translations of any notices of meetings, agendas, minutes of meetings, policies, etc. are available in both languages.

10.01(2) Where the English and French versions of any document conflict, the English version shall take precedence.

Section 11 - Effective date

11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the directors of the Association by resolution on the 12th day of December, 2022 and confirmed by the members of the Association by special resolution on the 12th day of December, 2022.

Dated as of the 12th day of December, 2022.



Tanya Dobrzanski, President