

BYLAWS OF THE JACK RUSSELL TERRIER CLUB OF CANADA

Revision
October 2004

Corporate Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the JACK RUSSELL TERRIER CLUB OF CANADA.

Conditions of Membership

2. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation. All memberships terminate annually on December 31st of the year of membership. Applicants who are not residents of Canada are first required to be members, in good standing, of the Jack Russell Terrier club recognized and acknowledged by the Corporation, in their country of residence, where one exists, before membership privileges in the Corporation may be approved by the Board of Directors of the Corporation.

3. There shall be no membership fees or dues unless otherwise directed by the board of directors.

4. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.

5. Membership in the Corporation may be suspended, or suspended pending termination, by a majority vote of the board of Directors, subject to the member's right to appeal, which appeal must be received in writing within fifteen (15) days of the date of written notification of suspension pending termination. All data relative to the decision to terminate membership will be provided to the member with the notification of suspension pending termination.

Head Office

6. The Head Office of the corporation shall be in the City of Ottawa, Province of Ontario, namely at 329 March Road, Post Office Box 11, Ottawa, Ontario, Canada K2K 2E1, care of Clarke Association Services Inc.

Board of Directors

7. The property and business of the corporation shall be managed by a board of seven (7) directors elected by the processes outlined here within these bylaws. A majority of these directors shall constitute a quorum. An eighth (8th), non-voting position shall be occupied on the board by the Past-President who shall assist in the smooth transition of responsibilities from one board to another and shall advise the new president and board as requested.

8. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall be one year.

9. At the first meeting of members, after incorporation, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation; of such newly elected board of directors, the four (4) directors receiving the highest vote shall be elected for a term of two (2) years and the other three (3) directors shall be elected for a term of one (1) year.

10. Successors to the first directors shall be elected for a term of two (2) years by the members present at an annual meeting of members, three (3) directors being elected at such first annual meeting for a term of three (3) years and four (4) members being elected directors for a term of two years.

11. The office of director shall be automatically vacated:

- (a) if a director shall resign his office by delivering a written resignation to the secretary of the corporation;
- (b) if he is found to be a lunatic or becomes of unsound mind;
- (c) if he becomes bankrupt or suspends payment or compounds with his creditors;
- (d) if at a special 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;
- (e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill such vacancy with a member of the corporation.

12. Meetings of the Board of Directors may be held at any time and place determined by the Directors provided that fourteen (14) clear days notice be sent to each director in writing, by telefax or other such electronic media. The Board of Directors shall meet at least once per year. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the board of directors shall invalidate such meeting or make void any proceedings taken thereat. Any Director may waive notice of any such meeting and may ratify, approve and confirm any proceeding taken or had thereat. The Board of Directors may, at their option, conduct such meetings by conference call, teleconference or other such similar means and each director present, in person, by conference call, teleconference or other such similar means, is authorized to exercise one (1) vote.

13. Directors and executive committee members, as such, shall not receive any stated remuneration for their services. Nothing herein contained shall be construed to preclude any Director from serving the corporation as an officer or in any other capacity and receiving compensation therefore. The Directors shall serve as such without remuneration and no director shall receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties and provided further that any Director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation.

14. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected. Of the Directors elected at the first meeting of members, the four (4) members receiving the highest votes as director shall hold office a term of two (2) years and the three members receiving the next highest number of votes shall be elected for a term of one (1) year. After such first election, all directors shall be elected for a two (2) year term.

15. 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 perform such duties as prescribed by the board of directors at time of such appointment.

16. The remuneration of 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 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.

Indemnities to Directors and Others

17. Every Director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it 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, officer or other person 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 or 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 willful neglect or default.

Executive Committee (optional)

18. There shall be an executive committee comprising of three (3), who shall be appointed by the board or directors and which committee shall exercise such powers as are authorized by the Board of Directors. Any executive committee member may be removed by a majority vote of the Board of Directors.

19. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting, or fourteen (14) days notice, if sent by mail, shall be sent in writing to each member of such committee. Three members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Powers of Directors

20. Directors of the corporation may administer 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 powers and do all such acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

20a. 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 general meeting of members of the Corporation when they shall be confirmed, and failing such confirmation at such annual general meeting of members, shall at and from that time cease to have force and effect.

21. The directors shall have power to exercise 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 make expenditures for the purpose of furthering the objects of the corporation. 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 time as the board of directors may prescribe.

22. The board of directors shall take such steps as they 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 purposes of furthering the objects of the corporation.

Officers

23. The officers of the corporation shall be a president, vice-president, secretary and a treasurer and any such officers as the board of directors may by by-law determine. Any two (2) offices may be held by the same person.

24. Officers shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the original meeting and each annual meeting thereafter.

25. The officers of the corporation shall hold office for one (1) year from the date of appointment or until their successors are elected or appointed in their stead.

26. All officers shall be directors of the corporation and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the board of directors.

27. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the board of directors. He shall have the general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the board of directors are carried into effect.

28. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

29. The treasurer 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. He shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president 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 shall also perform such other duties as may from time to time be directed by the board of directors.

30. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the corporation generally under the supervision of the officers thereof and shall attend all 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 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 president, under whose supervision he shall be. He shall be the custodian of the seal of the corporation, which he 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.

31. The duties of all other officers of the corporation shall such as the terms of their engagement call for or the board of directors requires of them.

Execution of Documents

32. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without 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 or instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the 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.

Meetings

33. 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.

34. At every annual meeting, in addition to other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. Every annual meeting, a board of directors shall be elected. The board of directors or the president or the vice-president shall have power to call, at any time, a general meeting of the members of the corporation.

35. Fourteen (14) days prior written notice shall be given to each member of any annual or special general meeting of members. Each member present, in person, or by proxy, at the annual general meeting or at any special general meeting of members shall have the right to exercise one (1) vote. Ten percent (10%) of total membership must be present, in person or by proxy, to constitute a quorum.

35a. Where special business (i.e. other than business that is required to be dealt with at the annual meeting) will be conducted at a meeting, the notice of the meeting will give sufficient information to allow a member to form a reasonable judgment.

35b. If at least five percent (5%) of the members sign a written notice, they may requisition a special meeting of members, and the directors will call same.

36. No error or omission in giving notice of any annual or general meeting 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 or had thereat. For purpose 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 last address recorded on the books of the corporation.

Minutes of the Board of Directors and Executive Committees

37. The minutes of each meeting of the Board of Directors shall be published in the "members only" section of the Corporation's website, and each member shall have access to the minutes via the "members only" section of the website. Each member who so requests in writing shall be provided with a printed copy of the minutes of each meeting of the Board of Directors, by mail, as an insert in the "Terrier Times".

Voting of Members

38. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these Bylaws.

38a. Except for matters required by statute to be dealt with at a membership meeting, members may vote on any matter by mail (including facsimile transmission and e-mail) ballot subject to the following:

- (i) The Board of Directors shall pass in advance a resolution setting forth the wording and content of the proposed mail ballot. The proposed mail ballot, together with information of balanced nature sufficient to allow a member to form a reasonable judgment on the matter shall then be sent to each member at their address of record with the club.
- (ii) Any member may submit comments, suggestions or concerns relating to the proposed mail ballot and the information provided therewith, provided that any such comment, suggestion or concern must be received by the Corporation within (30) days of the date that the proposed mail ballot was issued by the Board of Directors. The comments, suggestions and concerns received from the membership, together with any rebuttals, shall then be packaged with the mail ballot and original information (collectively called the "mail ballot package") and the mail ballot package shall be mailed to the membership within forty-four (44) days of the original issue date of the proposed mail ballot.
- (iii) The mail ballot package shall be sent to each member at his or her address of record with the Corporation, and shall prescribe a reasonable period of time for reply.
- (iv) Each member shall have the right to exercise one vote, there shall be no proxy voting, and except where otherwise provided in these Bylaws or by statute, at least twenty (20%) per cent of the membership must return the mail ballot within the prescribed period of time in order to constitute the equivalent of a quorum for resolution of the matter.

- (v) The result of the mail ballot shall be determined by a majority of votes unless otherwise specifically provided by statute or by these Bylaws.

Financial Year

39. The fiscal year end of the Corporation shall be set by the Board of Directors.

40. The Board of Directors of the Corporation may appoint committees whose members will hold offices at the will of the Board of Directors.

Amendment of Bylaws

41. The Bylaws of the Corporation not embodied in the Letters Patent may be repealed or amended by Bylaws enacted 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 either at a meeting duly called for the purpose of considering the said Bylaws, or by mail ballot for the purpose of considering said Bylaws, apart from Bylaws pertaining to matters required by statute to be dealt with at a meeting, provided that the repeal or amendment of such Bylaws shall not be acted upon until the approval of Industry Canada has been obtained.

Auditors

42. The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

Books and Records

43. 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

44. 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 the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

Interpretation

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

47. Co-habitants shall not be permitted to occupy positions on the Board of Directors at the same time.