



Canadian  
Cat Association  
Association Féline  
Canadienne

# General By-Laws

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# Canadian Cat Association/Association Féline Canadienne General By-Laws

**Effective December 9, 2025**

**BE IT ENACTED as a By-Law of the Corporation as follows:**

## Section 1 - General

### 1.01 - Definitions

**"Act"** means the *Canada Not-For-Profit Corporations 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.

**"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CCA/AFC.

**"board"** means the board of directors of the CCA/AFC and **"director"** means a member of the board.

**"by-law"** means this by-law and any other by-law of the CCA/AFC as amended and which are, from time to time, in force and effect.

**"Canadian Cat Association/Association Feline Canadienne"** shall be referred to as 'CCA/AFC' in these by-laws. It may also be referred to as 'the Corporation' or "the Association."

**"members' meeting"** includes an annual members' meeting or a special members' meeting; **"special members' meeting"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual members' meeting.

**"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.

**"proposal"** means a proposal submitted by a member of the CCA/AFC that meets the requirements of section 163 (Member Proposals) of the Act.

**"regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time.

**"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.03 - Corporate Seal**

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the CCA/AFC. The Executive Secretary of the corporation 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 corporation may be signed by any two (2) of its Executive Committee officers. 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 to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy thereof.

## **1.05 - Financial Year End**

The financial year end of the Corporation shall be December 31 in each year.

## **1.06 - Banking Arrangements**

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

## **1.07 - Borrowing Powers**

Directors need the members' authorization to borrow money.

If authorized by a resolution which is duly adopted by the Board and confirmed by ordinary resolution of the Members, the Board may from time to time:

- a) borrow money on the credit of the CCA/AFC.
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the CCA/AFC.

- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the CCA/AFC, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the CCA/AFC to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the CCA/AFC on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

## **1.08 - Annual Financial Statements**

CCA/AFC 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 from the CCA/AFC office. Any member may on request, obtain a copy free of charge electronically or by prepaid mail. The year-end Financial Statements must be posted in the Members Section of the CCA/AFC website at least five (5) days before the scheduled date of the AGM.

# **Section 2 — Membership**

## **2.01 - Membership Conditions**

Subject to the Articles of Continuance, there will be three classes of members in the CCA/AFC. Membership is available to those persons eighteen (18) years of age or older interested in furthering the objects set forth in the CCA/AFC Articles of Continuance Section 6, who have paid the prescribed fee, and who undertake to abide by By-Laws and other rules and regulations as prescribed in CCA/AFC Policies and Procedures Handbooks. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the CCA/AFC, including opportunities to participate in relevant electronic voting.

Two other classes of membership, that do not include the right to vote, are as follows:

- a) Junior – For persons under the age of 18
- b) Supporting – For persons who have interest in the CCA/AFC but are not active in showing/breeding.

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 - Membership Dues**

Members will be notified either electronically or in writing of any membership dues payable by them at any time. Memberships are due January 1<sup>st</sup> of each year. Members who fail to pay their membership within sixty (60) days shall be deemed to have resigned from CCA/AFC. Resignation shall not negate the powers and rights

of CCA/AFC in respect to any matters which arose during the period of membership. Members who wish to have any ballots mailed to them, must indicate this at the time of membership renewal.

## **2.03 - Transferring Membership**

Retiring members of the CCA/AFC shall not be permitted to transfer membership in the association to any other individual or group.

## **2.04 - Discipline of Members**

The board shall have authority to suspend or expel any member from CCA/AFC for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation.
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion.
- c) No member shall do any act, or shall default, or omit any necessary act, which affects prejudicially the welfare of any cat or cats or the breeding or exhibiting of cats. This includes, without limitation, any cruelty or inhumanity to cats, any fraud concerning the breeding, exhibition, registering, or judging of any cat.
- d) Anyone attending a CCA Annual General or Special Meeting – which includes but is not limited to members, judges, directors, staff – shall behave in a sportsmanlike and polite manner. Confrontations, bullying or other unprofessional behaviour reported to the Executive Secretary will not be tolerated and will render the person or persons responsible to ejection from the meeting and possible disciplinary action.
- e) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

## **2.05 - Termination of Membership**

The following criteria will cause the termination of membership:

- a) the member dies or resigns.
- b) the member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws.
- c) the member does not pay his/her dues.
- d) the Corporation is liquidated and dissolved under the Act.

## **2.06 - Effect of Termination of Membership**

Upon any termination of membership, the rights of the member, including any rights in the property of CCA/AFC automatically cease to exist.

## **Section 3 – Guidelines for Meetings of Membership**

### **3.01 - Notice of Meetings**

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.
- 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.

### **3.02 - Chair of Member Meetings**

- a) The President shall be the chair of members meetings. In the event that the president is absent, one of the vice presidents shall chair the meeting.
- b) In the event that the president and vice presidents are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### **3.03 - Meeting Rules of Procedure**

Where not covered by provisions in these by-laws or by the Act, CCA/AFC meetings will be conducted according to Parliamentary Procedures as outlined in Roberts Rules of order, in the latest hard cover edition.

### **3.04 - Persons Entitled to be Present at Meeting of Members**

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

### **3.05 - Participation by Electronic Means at Member Meeting**

Telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members will be permitted. Any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting (159 (4)(5) of the Act). Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the corporation has made available for that purpose.

### **3.06 - Member Meeting Held Entirely by Electronic Means**

If the directors or members of the corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **3.07 - Voting at Member Meetings**

Only members in good standing as provided in Bylaw Section 2.01 shall be eligible to vote at any Annual General Meeting or Special Meetings of the Association.

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 questions. 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.

### **3.08 - Absentee Voting at Member Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

### **3.09 - Quorum at Member Meetings**

As per the Articles of Continuance, Addendum A, thirty (30) members shall constitute a quorum for any Annual or Special General Meeting. This includes members attending via electronic connection as outlined in Section 3.05. Consistent with 164 (3) of the Act, 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.

### **3.10 - Cost of Publishing Proposals for Member Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting. All proposals shall be submitted in both English and French.

## Section 4 – Member Meetings

### 4.01 - Annual General Meeting (AGM) of Membership

The Annual General Meeting of the Association shall be held at a time and place as the Board of Directors may determine. The membership will be given sixty (60) days pre-notice of the location, date and time of the meeting. The meeting will be held within four (4) months of the end of the previous Fiscal Year. The meeting will take place in Canada (159 (1) of the Act). Should a situation beyond the control of CCA/AFC arise that the in-person meeting can not be held, the meeting can be held electronically.

The meeting shall:

- a) Receive the statement of financial accounts.
- b) Receive the report of the Office Manager
- c) Receive reports from all Committees of the association.
- d) Discuss any motions for changes to By-Laws or rules and regulations in Policies and Procedures Handbooks that are to be voted on by the membership.
- e) Propose additional motions.
- f) Discuss any other issues or concerns time permitting.

AGM reports must be made available to the membership via the ‘members only’ area of the association website or another member accessible source as designated by the Board at least five (5) days prior to the scheduled opening of the meeting.

### 4.02 - Member Special Meetings

Special meetings may be called by resolution of the Board. Notice of the time and place of a special meeting of members shall be given to each member entitled to vote at the meeting by the rules as set out in Section 3.01.

### 4.03 - Members Calling a Members' Meeting

The board of directors may call a special meeting of members in accordance with 167 of the Act, on written requisition of members carrying not less than thirty (30) members in good standing. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## Section 5 – Annual Voting

### 5.01 - Overview

In order to continue to provide all members an opportunity to participate in the direction of their association, voting on proposed change motions will be determined by the results from an in-person ballot, E-ballot or a mail-in ballot in compliance with 171 (1) of the Act. The following procedures will act as guideline for voting on changes to CCA/AFC bylaws, rules and regulations including Show Rules and the cat shows held under direction of the organization. The Rules and Regulations include but are not limited to the following areas: Show Rules and Board of Examiners in so much as changes that would affect the duties and well-being of the Association's Judging Panel.

### 5.02 – Member Voting Procedure

Motions must be sent to the Executive Secretary in a format compliant with the existing Rules and Regulations, Show Rules, or By-Law that is to be revised, replaced or added.

- a) The deadline for motions to be **pre-noticed** and considered, will be forty-five (45) days in advance of the announced date of the AGM. Motions compliant with CCA/AFC By-laws will then be forwarded to all members at least 30 days prior to the meeting. Prenotice motions will be added to the meeting agenda for discussion. Pre-noticed motions will require a majority vote to pass.
- b) Motions received less than forty-five (45) days will be considered regular motions and require a 2/3 majority to be ratified.
- c) The proposed motions will be distributed electronically in a timely manner at least 5 business days prior to the AGM.
- d) The Board will set the dates for the deadlines and other related procedures on an annual basis.
- e) Ballots sent to the members for voting must be in both official languages.

#### 5.02.01 – Proxy Voting

As per the Articles of Continuance, in the case of any member in good standing who is unable to attend an Annual General Meeting, the member may arrange to be represented by another active member in good standing. In such cases, **a proxy form must be completed by the member who is unable to attend**; and sent by post or electronic means directly to the Executive Secretary a minimum of 3 business days prior to the meeting. Proxies may instruct the representative how to vote or may authorize the representative to cast the absent member's vote at his/her discretion. No representative may hold more than three (3) proxy votes.

### 5.03 – Board Supervision

The board may reject any motion it deems not in the best interest of the association.

## 5.04 - Additional Member Voting

If the need arises the Board may initiate an additional vote by the membership at any time provided members are given thirty (30) days notice.

# Section 6 - Directors

## 6.01 – Election of Directors

Election to the Board of Directors is determined by the following procedures:

- a) Regional Directors – elected by means of electronic voting using a qualified voting system approved by the Board of Directors. The option of a mailed ballot is available for those who indicate that preference on their membership renewal. An electronic ballot or mail ballot will be forwarded to all qualifying members of the Association.

Members wishing to run for Regional Director must complete an application and forward it to the Executive Secretary. The application must be received by midnight Eastern Time, January 31st.

An applicant for Regional Director must reside in the Region he/she is running for at the time of the election. If after being elected the Regional Director changes residency to another Region, he/she will complete their current term of office.

Regional Director representation on the Board of Directors will consist of four (4) Regional Directors:

- Region 1 Ontario - one Regional Director
- Region 2 Quebec - one Regional Director
- Region 3 Maritimes - one Regional Director
- Regions 4 & 5 combined; West, Prairies & Territories - one Regional Director

The Executive Secretary shall notify in writing all members who ran for a Regional Director position of the outcome of the vote within one week of the election results being finalized. In the event that any position(s) is not filled due to lack of candidates, the position on the Board of Directors will be filled by increasing the number of Directors-At-Large.

- b) Directors-at-Large - elected prior to the Annual General Meeting. Individuals running for this position may be from any region.

Those members wishing to be Directors-At-Large must present their application to the Executive Secretary by 5:00 pm Eastern Time, fourteen (14) days prior to the Annual General Meeting. Members who were not elected in their Region may apply to run for a Director-At-Large position. The Executive Secretary shall review each application for correctness and eligibility. If the application is in order, the executive secretary shall present the candidates for voting.

Voting shall take place by means of electronic voting using a qualified voting system approved by the Board of Directors. An electronic ballot or mail ballot will be forwarded to all qualifying members of the Association. Voting will conclude at 11:59 pm on the night prior to the Annual General Meeting. Prior the commencement of the Annual General Meeting, the Executive Secretary will announce the election results.

## **6.02 - Director Qualifications**

The board shall consist of a minimum of 7 Directors to a maximum of 10 Directors.

- a) Directors must be at least 18 years old.
- b) Directors must be a CCA/AFC member in good standing for the previous two years.
- c) No bankruptcy status.
- d) No criminal convictions.
- e) May not be a paid employee of the corporation.
- f) Exclusions as outlined in Section 125 (1) of the Act.

## **6.03 - Term of Office**

The term of office shall be two years, with the term beginning and ending at the close of business of the Annual General Meeting in even number years.

## **6.04 - Vacation of Office**

The office of Director shall be automatically vacated:

- a) If a Director shall resign his/her office by delivering a written resignation to the Executive Secretary of the Association.
- b) If a Director is found to be of unsound mind.
- c) If he/she has become bankrupt or suspends payment or compounds with his creditors.
- d) If at a special meeting of members, a special resolution (see definitions) is passed by members present at the meeting that he/she be removed from office.
- e) Upon death.

## **6.05 – Filling a Board Vacancy**

In the event of a vacancy on the board that reduces the number of directors below the required minimum, the position must be filled for the remainder of the term (section 132 (6) of the Act).

The Board of Directors will appoint a replacement director in the following manner, as per Articles of Continuance, Addendum A:

- a) Where a Regional Director position becomes vacant, the Board of Directors shall appoint someone from the slate of individuals who ran for this Region's Director position. In the event that such a replacement is not available, the Board of Directors shall appoint an individual from the slate of members who ran for Director-At-Large to complete this term.

- b) Where a Director-At-Large position becomes vacant the Board of Directors shall appoint someone from the slate of individuals who ran for Director-At-Large to complete this term. In the event that none is available, the Board of Directors will appoint any member in good standing to complete the term.

## **Section 7 – Director Meetings**

### **7.01 - Calling of Meetings of Board of Directors**

Meetings of the board may be called by the president of the board, the vice-president of the board or any two (2) directors at any time. Board meetings will be held electronically unless otherwise determined by a vote of the majority of the Board.

### **7.02 - Notice of Meeting of Board of Directors**

Board of Directors meetings may be held at any time and place to be determined by the Directors, provided that notice of such meeting shall be sent electronically to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing. Directors are required to attend no less than 2/3 of the Board of Directors meetings annually.

### **7.03 - Regular Meetings of the Board of Directors**

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.

### **7.04 - Voting at Meetings of the Board of Directors**

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.

### **7.05 - Board Meeting Quorum**

The quorum for a Board meeting will be 50% + 1 of number of current elected Directors.

## **Section 8 - Power of the Board**

### **8.01 - Appointment of Officers**

The board may designate the offices of the corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the

corporation. A director may be appointed to any offices of the corporation. A director may hold up to a maximum of three (3) offices as long as those offices are not in conflict of interest with each other.

Offices that are deemed in conflict with the interests of each would be:

- a) President holding the position of Treasurer/Benefit Club Treasurer, Board of Examiners Chairperson, Ethics Chairperson;
- b) Treasurer holding the position of Benefit Shows Committee Chairperson;
- c) Board of Examiners Chairperson holding the position of Clerking Committee Chairperson, Ethics Chairperson, Banquets and Awards Committee.

## **8.02 - Committees of the Board of Directors**

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 policy and rules of procedure, subject to such regulations or directions as the board may from time to time make, subject to provisions covered by Section 5.01. Any committee member may be removed by resolution of the board of directors.

## **8.03 - Board Actions**

The Board may develop or revise policies and procedures in order to help them carry out the day-to-day operation of the CCA/AFC. Once a policy has been passed by the Board, it will take effect immediately. Each policy will be signed and dated by the president and will continue to be in effect until such time as it may be amended or repealed by the Board.

## **8.04 - Remuneration of Directors**

No Director, under any circumstance may receive remuneration for his/her services; but by resolution of the Board, properly vouched expenses for his/her attendance at regular or special meetings of the Board, and expenses incurred in the performance of his/her duties will be allowed.

## **8.05 - Authorization of Expenditures**

The Directors shall have the power to authorize expenditures on behalf of the Association 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 make expenditures for the purpose of furthering the objectives of the Association.

## **8.06 - Donations**

The Board shall take such steps as they may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Association.

## Section 9 – Officers

### 9.01 - Election of Executive Committee

- a) The offices of President, First Vice President, Second Vice President and Treasurer shall be filled by election of the Board of Directors out of their own membership. These officers shall, form an Executive Committee of the Board of Directors, and they shall exercise all powers of the Board of Directors, which the Board, by resolution, may delegate to them.
- b) The term of office for each position shall be two years.
- c) No Executive Committee officer shall serve in the same capacity for more than two (2) consecutive 2-year terms.

### 9.02 - President

The President shall preside over all meetings of the Executive Committee, the Board of Directors, and Annual General Meeting, and shall be an ex-officio member of all committees; appointed or elected. The president shall ensure that all orders of the Board of Directors or Executive Committee are carried into effect and shall sign all documents requiring the signatures of officers of the Association. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

### 9.03 - First Vice President

The first Vice President, in order, shall exercise powers of the President in the event of his/her absence or incapacity. The First Vice President shall have such other duties and powers as the board may specify.

### 9.04 - Second Vice President

The second Vice President, in order, shall exercise powers of the President in the event of the president and first vice president's absence or incapacity. The Second Vice President shall have such other duties and powers as the board may specify.

### 9.05 - Treasurer

The Treasurer shall be responsible for safe custody of all property of the Association, and for keeping full and accurate records of receipts and disbursements. All monies of the Association shall be deposited in an account in a Chartered Bank or Trust Company in the name of the Association, for which the Treasurer shall be one of the signing officers. The Treasurer shall report to the Board not less frequently than quarterly, and more often if the Board requires it or the Treasurer thinks it desirable. The Board may require a surety bond during tenure of office. An annual report shall be made available at the Annual, General Meeting.

### 9.06 - Officer vacancies

The board may remove, whether for cause or without cause, any officer of the corporation. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's completion of two consecutive terms
- c) the officer's resignation,
- d) such officer ceasing to be a director or
- e) such officer's death.

If the office of any officer of the corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy for the remainder the officer's term.

## **9.07 - Method of Giving Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) 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 corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act.
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail.
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.
- 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 corporation to any notice or other document to be given by the corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

## Section 10 – Staff Positions

### 10.01 - Executive Secretary

The Executive Secretary shall perform all duties as prescribed by the Board of Directors including the Election Procedure duties. The Executive Secretary shall be the custodian of the Articles, Bylaws and the Minute Book of the Association. Upon change of that official, Corporations Canada must be notified in writing within two weeks of such change.

### 10.02 - Registrar

The Registrar shall perform all duties as prescribed by the Board of Directors, including the Election Procedure Duties. The Registrar is directly responsible to the Board for any matter concerning eligibility for fraud or misrepresentation concerning the registration of any cat or kitten. The Registrar shall be the custodian of the seal of the Association, which he/she shall deliver only when authorized by a resolution of the Board to do so, and to such person or persons as may be named in the resolution.

### 10.03 - Operations Manager

The Operations Manager shall be responsible for the day-to-day operation of the business office and shall complete a report for each meeting of the Board of Directors.

### 10.04 - Consolidation and Review of Duties

The offices of Operations Manager, Registrar and Executive Secretary shall be filled by salaried employees of the Association appointed by the Board at such remuneration as the Board may decide. These offices may be combined or separate at the discretion of the Board.

The Board of Directors, on an annual basis, shall review the duties of the Operations Manager, Registrar and the Executive Secretary. With consultation of the Operations Manager, the Board will review the performance of other salaried employees.

## Section 11 - Notices

### 11.01 - Invalidity of Any Provisions of this By-law

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

### 11.02 - 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 corporation 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.

### **11.03 - Amend or Repeal**

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

## **Section 12 – Dispute Resolution**

### **12.01 - Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

### **12.02 - Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members, or volunteers of the corporation arising out of or related to the articles, the by-laws, or out of any aspect of the operations of the corporation 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 corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit 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 corporation) 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 corporation 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.

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.

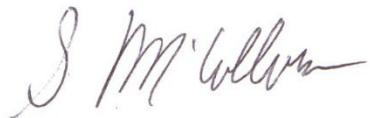
## **Section 13—Effective Date**

### **13.01 - Effective Date**

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 28<sup>th</sup> day of October 2025 and confirmed by the members of the Corporation by special resolution on the 9<sup>th</sup> day of December 2025.

Dated as of the 9th day of December 2025.



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Shirley McCollow, President