

## BYLAW NO. ONE Amendment Project

### Justification of Proposed Modifications

This document contains the articles that the Bylaw Revision Committee feels would benefit from certain modifications. Our principal objective was to bring BYLAW No. ONE up to date in regards of new technology and also to make the Bylaws more user friendly without compromising their integrity or their exactness.

The Committee recommends removal of the text highlighted in yellow. All replacement text is highlighted in magenta. We are providing you with an integrated text of the recommended revised text of BYLAW No. ONE.

Each SECTION of BYLAW No. ONE was reviewed. Below you will find the Articles that were modified and the justifications of the Committee.

#### **SECTION ONE**

##### Article 3

It is very expensive to provide each member with a copy of the Bylaws. It is also very easy to obtain a copy via internet. However, we must also realize that certain members do not use the internet. These members must be informed repeatedly of this clause in a Society print publication (The Kyloe Cry or The Newsletter).

#### **SECTION TWO**

No modification

#### **SECTION THREE**

The proposed modifications define the procedure for electronic participation at an Annual General Meeting .

#### **SECTION FOUR**

No modification

#### **SECTION FIVE**

##### Article 1

The Committee feels that seven directors are able to manage the proper functioning of the Society. It always seems to be difficult at the annual general meeting to find members willing to act as a director of the Society. Often the meeting has been forced to insist in order to fill the vacant positions .

On the other hand, membership in the Society has been continually decreasing for several years. The decrease in the number of directors would be consistent with the decrease in the number of members. The membership rose to 228 in 2000 but is only at 152 in 2014.

## Article 5

The modifications suggested will determine the transition to seven directors if the Society decides to reduce the number of directors.

## Article 6

A correction in the original text is proposed as a clarification.

## Articles 11 & 12

The modifications suggested will determine the procedures to be followed for holding directors' meetings. These procedures take into account new technology in the field of communication that could be developed in the coming years.

### **SECTION SIX**

## Articles 1.3.2, 1.3.3, 1.3.4, 1.3.5, 1.3.9

The modifications suggested permit the holding of meetings in various ways, while determining the manner in which these meetings shall be held.

## Article 2.1.1

The suggested change determines the composition of the Pedigree Committee and the way in which its members shall be named.

### **SECTION SEVEN**

## Article 1.1

The modification suggested clearly confirms that the third member of the Executive is also an executive officer.

## Articles 2.1.1, 2.1.2, 2.1.3 and 2.1.4

The modifications suggested determine the manner in which the different executive positions will be filled.

## Article 2.2.2

The modification suggested permits the position of treasurer to be filled by someone other than a director.

## Article 6.6

The modification suggested clarifies the definition of Registrar as defined in SECTION THIRTEEN, Article 1.9.

**SECTION EIGHT**

No modification

**SECTION NINE**

Article 3.1

The Animal Pedigree Act does not require an accountant verify the Society accounts. However, we consider it important that the accounts be verified by a person independent from the Treasurer in order to respect the usual rules of finance.

**SECTION TEN**

No modification

**SECTION ELEVEN**

No modification

**SECTION TWELVE**

No modification

**SECTION THIRTEEN**

Article 1.9

By specifically identifying the body acting as Registrar, we are linked with that body for several years before being able to make a change, if ever CLRC did not meet our needs. With the proposed arrangement, a change could be made quickly following an annual general meeting of members.

**SECTION FOURTEEN**

In order to avoid confusion, we prefer to identify clearly which version prevails.

**SECTION FIFTEEN**

No modification

**SECTION SIXTEEN**

No modification

**SECTION SEVENTEEN**

Article 2.2.1

This clause is not longer necessary.

Article 4.1

The suggested modifications clarify the text.

## **SECTION EIGHTEEN**

Article 8.2

This clause is no longer necessary.

Article 17.2 and 17.4

The proposed position specifies that in the case of the genetic identification of an animal, the DNA analysis shall take priority over the blood type analysis.

Article 17.5

The Committee suggests that a particular laboratory to be used for DNA analysis not be named in the Bylaws; the laboratory currently named in the Bylaws no longer exists.

## **SECTION NINETEEN**

Article 1.9

The Committee recommends that the definition of "bull" be removed from the Bylaws.

## **SECTION TWENTY**

No modification.

## **SECTION TWENTY-ONE**

No modification.

## **SECTION TWENTY- TWO**

No modification.

## **Regulations**

REGULATION No. TWO

We are suggesting changes in Forms N<sup>o</sup>. 4, N<sup>o</sup>. 5 and N<sup>o</sup>. 6., which are used for election of the Executive Committee , in order to include the election of the third member of this Committee.

We also suggest the reintroduction of the form whereby a member can indicate their willingness to

stand for election as a director of the Society. This form has been used in the past but its reintroduction as part of the Regulations will send a clear signal that all members, even those not attending the annual general meeting, may be nominated as a director.

#### REGULATION No. THREE

We are suggesting several small changes to take into account the fact that our financial reports cover three years. Also, since we no longer appoint a legal counsel, we suggest removal of this point in the Order of Business of the annual general meeting. The Board of Directors still retain the power to seek advice from external sources as the need may arise.

#### REGULATION NO. TEN

Finally, we are suggesting the removal of all forms necessary as they appear in the current hard copy of the Society bylaws and rather to list the names of the forms and the location where they can be found since these forms as they exist at present are no longer used.

#### **Annex**

We believe it necessary to include a new section to include protocols which may be used by the Society to respond to its needs. We have therefore included in this section a protocol governing deemed meetings of the Board of Directors held by email.