



CANADIAN KENNEL CLUB FOUNDATION/ FONDATION DU CLUB CANIN CANADIEN

MINUTES

ANNUAL GENERAL MEETING

The first Annual General Meeting of the Canadian Kennel Club Foundation was held on May 1st, 2009 in Moncton, New Brunswick. There were 22 members and guests in attendance including Board members as shown below.

Charlie Simonds, President (Chair)	Starr White, Board Member
Joe Mauro, Executive Director	Dr. Jean Sirois, DVM, Board member
Michele Loucks, Vice President	Dwain McLean, Board Member
Dawne Deeley, Treasurer	Anita Cairns, Board Member

CALL TO ORDER

Mr. Charlie Simonds, Chair, called the meeting to order at 5:07 p.m. (Atlantic Daylight Time)

OPENING REMARKS BY THE PRESIDENT

Mr. Simonds welcomed everyone to the meeting and introduced the members of the Foundation Board.

CORRESPONDENCE

There was no correspondence put before the meeting.

REPORT OF THE PRESIDENT

Mr. Simonds delivered the following report.

“The CKC Foundation is less than one year old and is still in its infancy, but it is developing signs of maturity.

The Foundation Board held its first meeting by conference call on October 27, 2008 at which we obviously addressed basics. The Foundation officers were appointed: myself as President, Michele Loucks as Vice-President, Dawne Deeley as Treasurer and Joe Mauro as Executive Director. We began to define the structure of the Foundation – essentially a committee system – and the road ahead.

The Board met again, by conference call, in December, January, February and April, working to get the Foundation established as a viable entity. I'll take just a few minutes to highlight the important decisions of the Board.

First, we have identified some areas of the By-laws which we are recommending be changed to make the Foundation a more effective and representative organization. We will be addressing these later on the agenda of this meeting.

Secondly, we have approved a basic committee structure to support the Board in its work, and appointed Chairs of these Committees. We have established:

- A Policy and Planning Committee to develop long-range plans for the Foundation and review all proposed policies before adoption by the Board to ensure consistency, to be Chaired by Joe Mauro;
- A Fundraising Committee to develop plans and programs for raising the Foundation's funds, to be chaired by Michele Loucks;
- An Allocations Committee to develop policy and procedures for the submission of applications for funding by outside agencies, chaired by Anita Cairns; and
- A Research Committee to develop policy and procedures for the submission of applications for funding into the causes, diagnosis and treatment of diseases in dogs, chaired by Dr. Jean Sirois.

The Board also approved a CKC Foundation logo for "branding" purposes.

The areas of principal concern have logically been fundraising and allocation policies, as these are fundamental to our operation. In December, we took advantage of the CKC membership renewal mailings to solicit funds for the Foundation which produced a very satisfying result. Our task now is to address a broader base of potential donors and to establish the recognition and support mechanisms so that we maintain and properly deserve the loyalty of those who have contributed to our cause.

We also need to develop our allocation policies to ensure that our funds are directed appropriately in support of our defined objects and the statement of activities submitted to the Canada Revenue Agency. We encountered our first hiccup when it was suggested that we contribute to the DLCC campaign in their fight against breed-specific legislation. However, to donate to an organization that was not also a registered charity would put our own charitable status at risk, so we found ourselves facing something of a dilemma. The failure to support a cause so clearly dear to the hearts of the purebred dog fancy could damage the Foundation's reputation irreparably at this early point in its existence. A solution was found through a recommendation to the CKC Board that the profit from May's charity event be split between the DLCC and the Foundation, a recommendation subsequently approved by the CKC Board. In this way the Foundation will be seen to support the DLCC cause both morally and in a tangible way. So the Foundation is up and walking – it would be wrong, perhaps, to suggest we're really running. We are, I believe, moving deliberately along a

path that will ensure the long-term health and success of the Foundation, thanks to a dedicated Board, the support of the CKC members, and the help of the CKC staff, on whom we rely totally for our administration. I tip my hat with a hearty “Bless you” to them all.”

REPORT OF THE EXECUTIVE DIRECTOR

Mr. Mauro reported that the Foundation has been able to use the resources of the CKC to get many of the initiatives going. He commented that for the foreseeable future the Foundation will have to rely on the CKC for much of their operations support until the organization is stronger.

FINANCIAL REPORT

Mr. Mauro presented the financial statements for the year ending December 31st, 2008 and answered questions. It was noted that the opening surplus of \$48,965 represented the balance from the 2007 Purina National and current cash in the amount of \$3,291 resulted from donations received during 2008. No allocations were made in the fiscal year.

- **Received as information**

APPOINTMENTS

Appointment of a Member of the Foundation to Serve on the Board for a Term of One Year

The Chair invited nominations for one member of the Foundation to serve on the Board for a term of one year.

Mrs. Anita Cairns was nominated by Mr. Paquette, seconded by Mrs. Hamel. Mrs. Cairns agreed to serve. The Chair called for other nominations and when none was put forth, Mr. Simonds declared Mrs. Cairn to be appointed by acclamation.

Appointment of a CKC member to serve on the Board for a Term of Three Years

The Chair invited nominations for one CKC member to serve on the Board for a term of three years.

Ms. Dawne Deeley was nominated by Mr. Graveley, seconded by Mr. Paquette. Ms. Deeley agreed to serve. The Chair called for other nominations and when none was put forth, Mr. Simonds declared Ms. Deeley to be appointed by acclamation.

Appointment of Honorary Veterinarian of CKC to serve on the Board

Mr. Simonds commented that the Honorary Veterinarian of the Canadian Kennel Club serves as an ex officio member of the Foundation Board of Directors by virtue of his position. He reported that Dr. Jean Sirois had now completed his term as CKC Honorary Veterinarian. In Board meeting on April 30th, 2009, the CKC Board of Directors appointed Dr. Charles Rhodes, Dean, Western College of Veterinarian Medicine, University of Saskatchewan as the CKC Honorary Veterinarian for 2009.

Dr. Rhodes has agreed to serve as an ex officio member of the Foundation Board of Directors.

- **Received as information**

Appointment of Veterinarian Member of the CVMA to Serve on the Board for a Term of One Year

MOVED BY Mr. Paquette and seconded by Mrs. Hamel: “THAT, Dr. Rod Jouppi be appointed as the veterinarian member of the CVMA to serve on the CKC Foundation Board of Directors for a term of one year.”

- **Motion carried**

Appointment of Auditor

MOVED BY Mr. Graveley and seconded by Mr. Rowbotham: “THAT, the firm of BDO Dunwoody LLP be appointed auditors until the next annual meeting.”

- **Motion carried**

BY-LAW AMENDMENTS

The Chair submitted the following recommendations for amendments to the By-Laws.

Introduction:

Article 18.1 of the Canadian Kennel Club Foundation provides that:

“The Board of Directors may from time to time enact By-laws relating in any way to the Foundation or to the conduct of its affairs and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of considering same and the repeal or amendment of By-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Industry in respect thereof has been obtained.”

Over the last several months the CKCF Board has had opportunity to work within the framework outlined in its by-laws. In that time circumstances have predicated the need for some changes to the original by-laws to: a) address a vacancy created on the Foundation Board; b) address apparent conflicts in the existing provisions; and c) allow for a broader base of participation in the Foundation affairs.

Amendments:

At its meeting on Monday, October 27th, 2008, the Board of Directors approved the following recommended amendments to the existing By-laws of the Canadian Kennel Club Foundation for the membership to consider:

Amendment 1:

Delete Section 4.1 which reads:

“4.1 The members of the Foundation shall be the directors of the CKC.”

and substitute:

“4.1 The members of the Foundation shall be the Directors of the Foundation and the Directors of the CKC.”

Rationale: First. It is important that the “outside” members of the Foundation Board feel that they are not simply ‘tokens’, that they are really part of the program and have a voice in the Foundation’s operations. If they feel their contribution at the Board is not taken seriously, they may leave. This could have a serious impact on our fundraising potential and important perspectives on the Foundations potential activities will be lost. The original structure was designed to protect CKC interests from being overtaken by ‘outside interests’, but it now appears that the current provisions may be overzealous in this regard.

Similarly, it is important to the Foundation’s fundraising potential to put it at arm’s length from the CKC Board. Buffering the Foundation membership with non-CKC members will limit the Foundation’s exposure to “CKC influences”. The initial CKCF By-laws were crafted to give the CKC Board indirect control of the Foundation without being seen to be directly involved. In recent years, the need for direct control of Foundation Boards by the main group has sparked the preference to limit outside groups’ power and authority within the Foundation structure, and was the argument presented when the members first approved these by-laws. Upon reflection, and with the benefit of meeting several times, the CKCF Board feels this amendment respects this motivation while still giving outside members greater legitimacy. Control will still reside with the CKC particularly in light of a subsequent required By-law amendment which will alter the make-up of the CKCF Board.

This will also eliminate the anomaly which now exists whereby a non-member can be in the position of presiding over the meetings of members, by virtue of their holding the position of CKCF President.

Finally, if the CKC Board believes in the objects of the Foundation then it must trust that the Directors of the Foundation will meet their legal duty to act in the best interests of the Foundation. These Foundation interests are entirely supportive of the interests of the CKC. And, if the Foundation is truly to succeed financially and operationally, it must remove itself from political constraints – be they those of the CKC, of other organizations or governmental. The CKC has to put the Foundation on a long leash and not be seen as trying to correct it and bring it to heel.

This change to the By-laws will increase the number of members of the Foundation from twelve to twenty, at least sixteen of whom must be members of the CKC.

Amendment 2:

Delete sub-section 5.3(b) which currently provides that the following individual shall be a Director:

“(b) one (1) member of the Foundation who shall be elected or appointed for a term of one (1) year by the members of the Foundation at each annual meeting of the Foundation;”

and substitute:

“(b) one (1) member of the CKC board of directors who shall be elected or appointed for a term of one (1) year by the CKC board of directors at their meeting in conjunction with the CKC annual general meeting;”

Rationale: It was always intended that this individual be a director of the CKC and this is assured if, as the existing By-laws provide, the members of the Foundation are limited to the Directors of the CKC. This amendment is necessary if Amendment 1 is approved but is redundant if Amendment 1 is not sanctioned.

Amendment 3:

Delete sub-sub-section 5.3(e)(v) which currently provides that the following individual shall be a Director:

“(v) the Director of the Canadian Council on Animal Care; and”.

Rationale: Mr. Clement Gauthier, the current incumbent of this position, has advised that, since the Canadian Council on Animal Care is a regulatory body it would be inappropriate for the Director to sit on the Board of a related charitable organization.

Amendment 4:

Delete Sections 5.7 and 5.8 which state:

“5.7 The members of the Foundation shall elect, by secret ballot, one of the Directors as the Chair of the Board for a term of three (3) years, provided that neither the Chair of the CKC board of directors nor the Chief Executive Officer of the CKC shall be eligible for this position. The members of the Foundation may remove the Chair of the Board at any time with or without cause in their sole discretion. In the event that the Chair of the Board ceases to be a Director, the members of the Foundation shall elect another Director as Chair of the Board in his or her place.

5.8 The Chair of the Board shall preside at all meetings of the Board of Directors and of the members. In the event that the Chair of the Board is absent from:

- (a) a meeting of the Directors, the Directors present shall choose another Director who is a director of the CKC as chairperson of the meeting; or
- (b) a meeting of the members, the persons who are present and entitled to vote shall choose another Director who is a director of the CKC as chairperson of the meeting and if no Director is present or if all the Directors present decline to take the Chair, then the persons who are present and entitled to vote shall choose one of their member to be chairperson of the meeting.”

and add to Section 10.3:

“...provided that neither the Chair of the CKC board of directors nor the Chief Executive Officer of the CKC shall be eligible for the position of President or Vice-President.”

Rationale: Sections 5.7 and 5.8 conflict directly with Articles 10 and 11 in defining the method of appointment and the duties of the Officers of the Foundation. Since it is deemed inadvisable for the CKC board of directors to exercise direct control over the affairs of the Foundation, the framework outlined in Articles 10 and 11 would be acceptable with the refinement noted above.

Amendment 5:

Revise Section 14.1 that reads;

‘the annual general meeting of the members shall be held in each year at the same venue as, and on one of several days immediately preceding the annual general meeting of the CKC. Any other special meeting of the members shall be held at the head office of the Foundation or at any place in Canada as the Board of Directors may determine and on such day as the Directors shall appoint’

Replace the first sentence with the following:

The annual general meeting of the members shall be held in conjunction with a meeting of the CKC Board of Directors....

Rationale: this amendment is designed to allow greater flexibility in determining a meeting date for the annual general meeting.

Resolution

WHEREAS the existing By-laws of the Canadian Kennel Club Foundation include anomalies and contradictions described above;

BE IT RESOLVED, THEREFORE, that Amendments 1, 2, 3, 4 and 5 are hereby sanctioned by the members of the Foundation, subject to the approval of the Minister of Industry.

Respectfully submitted,
Charles R. Simonds
President

➤ **Carried**

ADJOURNMENT

MOVED BY Mrs. Steeves: “THAT, the meeting be adjourned.”

Adjournment time: 5:57 p.m. (ADT)