



CANADIAN KENNEL CLUB FOUNDATION/ FONDATION DU CLUB CANIN CANADIEN

2015 ANNUAL GENERAL MEETING MARCH 20, 2015

MINUTES

The Annual General Meeting of the Canadian Kennel Club Foundation was held on March 20, 2015 at the Canadian Kennel Club Office in Etobicoke, Ontario.

IN ATTENDANCE

Members: Larry Kereluke, Dr. Rod Jouppi (*via teleconference*), Bob Rowbotham, H. Brian Reid, Lendra Barker, Linda St-Hilaire, Richard Paquette, Paul Oslach, Peter Laventhall-Wolfish, David Gilmour, Sharon Derrick, Joan Bennett, and Russel Fletcher

CKC staff and guests: Lance Novak, Executive Director, Leila Bahorie, Director, Membership Services and Registration, Tara Merrimen, Special Projects Officer, Murray Botterill, CKC Audit Committee Chair, Margaret Jones, CDJA President and Karsten Kaemling, CKC Discipline Committee Chair and Annette Maggs, Recording Secretary

Board Member Absent: Allison Foley

1. CALL TO ORDER

Mr. Novak chaired the meeting. He called it to order at 1:05 p.m. EST.

2. OPENING REMARKS

Mr. Novak remarked that the previous Foundation Board had been very active during the past year and he thanked them for their efforts. The meeting was reminded that an overview of the Foundation's major activities during the year was given to the CKCF members as part of the Executive Director's report during the CKC Board meeting held on March 19, 2015 meeting.

3. APPROVAL OF MINUTES

Minutes of the 2014 Annual General Meeting

MOVED BY Dr. Jouppi and seconded by Mr. Kereluke: "THAT, the minutes of the 2014 Annual General Meeting held on September 13, 2014 be adopted as circulated."

➤ **Motion carried**

4. PRESENTATION OF THE 2014 AUDITED FINANCIAL STATEMENTS

The 2014 Audited Financial Statements, having been reviewed by the previous Board, were presented.

MOVED BY Mr. Gilmour and seconded by Mr. Reid by: "THAT, the audited financial statements for the year ended December 31, 2014 be approved."

➤ **Motion carried**

5. APPOINTMENTS

5.1 Appointment of an auditor who shall hold office until the next Annual General Meeting.

MOVED BY Mr. Paquette and seconded by Ms. Bennett: "THAT, the firm of BDO Canada be appointed auditors until the next Annual General Meeting."

➤ **Motion carried**

5.2 Appointment of Board members

Mr. Novak remarked that a lot of work was done over the last year, not only to ensure compliance with the Canada Not-for-Profit Act, but also to make more effective the makeup of the Board of Directors because the prior requirements were restrictive. They made it difficult to find suitable candidates and it provided little leeway with vacancies.

The meeting was reminded that the By-laws state that the Foundation shall be managed by a Board of Directors consisting of a minimum of three (3) and a maximum of fifteen (15) directors, which must include three (3) members of the CKC Board of Directors. In addition, at any time the Canadian Kennel Club Foundation shall endeavor to have as Directors three (3) voting members of the CKC, none of whom shall be current members of the CKC Board of Directors; and three (3) persons from the community-at-large, none of whom shall be current members of the CKC Board of Directors. More than this core of nine (9) may be appointed provided that for each non-CKC member appointed, an equivalent number of CKC members is appointed.

There are three vacancies in the category of CKC Board of Directors. At the January 2015 CKC Board meeting, Peter Laventhall-Wolfish was nominated to serve for a one-year term and Richard Paquette was nominated to serve for a three-year term. During the first session of the March 2015 CKC Board meeting, Larry Kereluke was nominated to serve for a two-year term.

MOVED BY Ms. Barker and seconded by Ms. Bennett: "THAT, the following CKCF Board appointments in the category of CKC Board of Directors be made **effective immediately**: Peter Laventhall-Wolfish for a one-year term, Larry Kereluke for a two-year term, and Richard Paquette for a three-year term."

➤ **Motion carried**

At the 2014 CKCF AGM, Alison Foley was appointed to the CKC voting member category and she continues to serve. There remains two positions to be filled in that category.

At the 2014 AGM, Dr. Rod Jouppi was appointed to the non-member category and he continues to serve. There remains two positions to be filled in that category.

We have had two individuals submit their résumés in response to our campaign for applicants to fill the vacancies in the CKC voting member and the non-member categories. The recommendation from the Board is to defer making appointments to fill the vacancies in these two categories until a larger pool of applicants is available.

6. HOUSEKEEPING ITEM: Re-Confirm the CKCF By-Laws in Order That They Can be Filed With Corporations Canada in Accordance with the New Canada Not-For-Profit Act (The CNCA)

MOVED BY Ms. Bennett, and seconded by Mr. Gilmour: "THAT, whereas, the Corporation was continued under the *Canada Not-for-profit Corporations Act* pursuant to section 297 of the *Canada Not-for-profit Corporations Act* on October 15, 2014;

Therefore be it resolved that:

1. The repeal of the By-law of the Corporation effective on the date that the Corporation continued under the *Canada Not-for-profit Corporations Act* and the new By-law No.1, a by-law relating generally to the organization and the transaction of the affairs of the Corporation, approved by the Corporation's directors on August 13, 2014 and effective October 15, 2014, the date that the Corporation continued under the *Canada Not-for-profit Corporations Act*, which has been submitted to this meeting and is annexed to these minutes as Schedule A is approved and will be effective on the same date.
2. Any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation which are necessary or desirable for the implementation of this resolution."

➤ **Motion carried**

7. ANY OTHER BUSINESS

There was no other business put before the meeting.

8. ADJOURNMENT

MOVED BY Mr. Oslach: "THAT, this meeting be adjourned."

➤ **Meeting adjourned**

Adjournment time: 1:20 p.m. EST