



Bylaws

For the

Canadian Professional Pet Stylists

2016

Part 1 Interpretation

1. In these bylaws, unless the context otherwise requires,
 - 1) “Act” means the Canada Not For Profit Corporations Act from time to time in force and all amendments to it;
 - 2) “directors” means the Board of Directors of the Society for the time being;
 - 3) “member” means a member of the Society as listed in the register of members of the Society;
 - 4) “member in good standing” means an individual who has completed the prescribed membership application; the application has been approved by the Board of Directors and prescribed fees, as required from time to time have been paid. Such members will undertake to uphold and abide by this Constitution and Bylaws as set out herein, and abide by the Code of Ethics;
 - 5) “registered address” of a member means their postal, email, fax address or other as permitted by the Societies Act as recorded in the register of members;
 - 6) The definitions of the “Act” on the date these bylaws become effective apply to these bylaws.
 - 7) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 CODE OF ETHICS

Any and all members of the Society shall abide by the Code of Ethics as set out as follows:
“I, as a licensed professional pet stylist in the pet industry, do promise to accept my responsibility when caring for all pets. I shall endeavor to enhance their beauty through proper styling skills in order to help in the creation and style best suited to the individual pet and its owner. I also promise to continually educate myself and my clients in the proper care and welfare of their pets. I shall set an example of good will and integrity by showing an affectionate understanding and gentleness to all and to perform my profession in a humane manner.”

Part 3 MEMBERSHIP

1. Application for Membership

1. The members of the Society are those persons who become members in accordance with these Bylaws and have not ceased to be members.
2. A person may apply to the Directors for membership in the Society and, on acceptance by the Directors, is a member of the Society.
3. All individuals 18 years of age as of January 1st of the current year, and who have paid the required fees, shall be classes as a General Member and shall be voting members.

2. Membership Dues

1. The Directors may, by ordinary resolution, establish annual dues.
2. Annual dues shall be due and payable on the 1st day of January in each calendar year.
3. No member shall be entitled to any of the rights and privileges of the Society during any year until his annual fee for that year has been paid.
4. On March 31st of each year, all Members who have paid their membership for the preceding year, but have not paid for the current year, shall be removed from the membership roll.

3. Cessation or Termination of Membership

A person shall cease to be a member of the Society:

- a) by delivering his resignation in writing to the office of the Society;
- b) on his death, or;
- c) on being expelled;
- d) on having not been a member in good standing for 30 days

There shall be no refund of membership fees in these cases.

4. Expulsion of Members by the Membership

1. The Board of Directors shall have the power to expel any member who fails to observe any rule or regulation set forth in these bylaws or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Society.
2. A member so suspended or expelled shall have the right to be heard at a General Meeting of the Society. An affirmative vote of three quarters (75%) of the members voting at the meeting is required for reinstatement.
3. The Board of Directors shall hae the power to suspend any member or deny any other rights or privileges for failure to pay any dues or obligation owing to the Society. Any suspension or denial of rights or privileges under this rule shall terminate upon payment of the full amount due.
4. Any member who has commenced a legal action against the Society may be suspended from membership in the Society by order of the Board of Directors until such time as the action has been settled or decided by the courts.

5. Membership shall be revoked and or suspended because of unprofessional conduct such as:
 - a) gross negligence
 - b) gross incompetence
 - c) conduct unbecoming a professional groomer

5. Members and Good Standing

1. All members are in good standing except a member who has failed to pay his current membership fee, certification fees or any other debt due by the member to the Society.
2. Unless the Directors otherwise decide, a member who has not paid his membership fee, certification fees or any other debt due, may bring himself into good standing by paying this debt.

Part 4 COMMUNICATION

Should approval be given on the membership form, by way of providing the information, Canada Post or email may be used as the method of contacting a member. The official website, social media or the official publication of the Society shall also be deemed sufficient.

Part 5 MEETINGS OF MEMBERS

1. The Annual General Meeting of the Society shall be held every calendar year at such time and place as the Board of Directors may from time to time designate. This meeting will not be held more than fifteen (15) months after the last annual general meeting.
2. A Special General Meeting may be called for a particular purpose on the written request of ten (10) percent or more members, or when the Board of Directors deems necessary for the business of the Society.
3. The business of a Special General Meeting shall be to consider and resolve only the special business for which the meeting was called.
4. Notice of a General Meeting shall be given to each member of the Society or shall be sent to their last recorded address either by mail, email or technological means. Such notice shall be given thirty (30) days prior to the date of such meeting and shall specify the place, day and hour of the meeting and the proposed agenda, or in the case of a Special General Meeting, the general nature of that business.
5. In the case of a Special General Meeting, the minimum notice shall be twenty-one (21) days.
6. The accidental omission to give notice to any member entitled to receive notice, shall not invalidate the proceedings of any General or Special General Meeting.

7. Only those members deemed to be in good standing as of the date of record shall be entitled to vote. The date of record shall be thirty (30) days prior to the date of the General or Special meeting.
8. Minutes of a General, Special or Directors meeting are available by written request of a member in good standing.
9. From time to time, the Directors may decide that an In Camera session is required during a meeting. The In Camera Policy and Procedure may be obtained by a member in good standing from the office of the Society.

Part 6 QUORUM

1. A quorum for a General or Special meeting will be three (3) members. At a meeting of the Board of Directors a quorum shall be a majority of the directors then in office.
2. If, within thirty (30) minutes from the time appointed for a General or Special meeting a quorum is not present, the meeting shall stand adjourned until an acceptable time and place is determined and if, at such adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall represent a quorum.
3. Attendance to a meeting may be done by technological means such as video chat on a cell phone, tablet or laptop.

Part 7 PROCEEDINGS AT GENERAL OR SPECIAL MEETINGS

1. Meeting Chair

The President of the Society, the Vice President or in the absence of both, a Director present shall preside as Chair of the meeting.

Part 8 VOTING

1. In case of an equality of votes, the Chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the resolution shall not pass.
2. Each member in good standing, 19 years of age or older as of January 1st of the current year, and present at a meeting of members is entitled to one vote.
3. Voting is by a show of hands, unless the members present otherwise decide.
4. Voting by proxy is prohibited.
5. Voting on a "Special Resolution" may be by mail, technological means, or in person at a meeting.
6. No application for membership shall be entitled to vote or hold office until his application has been accepted. No applicant may vote at an Annual General Meeting or Special General Meeting unless he has been a paid up member in good standing for a minimum of thirty (30) days.

Part 9 DIRECTORS AND OFFICERS

1. General Powers of Directors

1. The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statutes or otherwise lawfully directed or required to be exercised or done by the Society in the general meeting, but subject, nevertheless, to the provision of:
 - a) all laws affecting the Society;
 - b) these Bylaws; and
 - c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in the general meeting.
2. No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

2. Number and Qualifications of Directors

1. The general management of the Society shall be vested in an Executive Board of three (3) Directors to hold the positions of President, Vice President and Treasurer.
2. A Director shall be a Senior Certifier in good standing and have attained the age of majority in British Columbia.
3. The election of Directors shall be by ballot; otherwise it may be by acclamation.

3. Terms of Directors and their Replacement

1. The term of office for the President and Vice President shall be three (3) years; the term of office for the Treasurer shall be two (2) years.
2. If no successor for a director's position is elected, the person previously elected or appointed will continue to hold office.
3. The directors may at any time and from time to time, appoint a member as a director to fill a vacancy on the board of directors providing they meet the requirements to be on the Board of Directors.
4. A vacancy in the office of President shall be automatically filled by the Vice President and the resulting vacancy shall be filled by an appointed member who meets the requirements of a position on the Board of Directors.
5. A director so appointed will hold office until the next Annual General Meeting and shall be eligible for re-election at that meeting.
6. If a director resigns his office, or otherwise ceases to hold office, the remaining directors shall appoint a member who meets the requirements of a position on the Board of Directors.
7. The members may, by special resolution, remove a director before the expiration of his term of office, and may select a successor to complete the term of office, who meets the requirements of a position on the Board of Directors.

4. Duties of the Board of Directors

1. President: shall preside at all meetings of the Society and Directors. The President is the Chief Executive Officer of the Society and shall supervise the other officers in the execution of their duties.
2. Vice President: shall exercise all those responsibilities which are assigned them and in the absence of the President, will perform the duties and exercise the power of the President.
3. Treasurer: shall keep the financial records, including books of account necessary to comply with the Act. The Treasurer shall render financial statements to the directors, members and others when required; prepare and present appropriate motions concerning banking arrangements.
4. The directors of the Society shall exercise all powers as are consistent with the purposes and bylaws of the Society and the Act, including but not limited to enlistment and employment of an Executive Director to manage the day to day affairs of the Society.
5. Any matter determined by the Board of Directors shall be determined by a majority vote of the directors present at the directors meeting. The President shall have a vote the same as any director. In the event that a majority is not established, the motion shall be declared defeated.
6. Any matter to be determined by the Board of Directors may be determined by an email or mail ballot in lieu of a meeting, provided a majority of the directors vote by ballot within thirty (30) days of the date it was mailed. Any such mail ballot must be accompanied by a reasonably detailed explanation of the motion. Any resolution must be made by a majority of the ballots cast, and any such resolution so made shall be recorded with the minutes of the next directors meeting.
7. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessary and reasonably incurred by him while engaged in the affairs of the Society.
8. At the time that a director leaves office, he shall turn over any and all records and assets of the Society in their possession to the new director within thirty (30) days.
9. Conduct deemed prejudicial to the interests of the Society which included but is not limited to a director not participating in three (3) consecutive Board of Director meetings or convictions of fraud or other indictable offenses, may result in removal as a director.
10. The directors may delegate many, but not all, of their powers to standing committees to advance the work of the Society.
11. A Committee so formed shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers, to the next directors meeting.
12. The Committee shall elect a Chairman of its meetings from within the members of the Committee.

13. The members of the Committee may meet as they feel necessary to complete their business.

Part 10. FISCAL YEAR

1. The fiscal year of the Society shall be January 1st to December 31st.

Part 11. AUDITOR

1. An auditor is not required by the Society but the directors may choose to appoint an Auditor for special purposes.

Part 12. RECORDS

1. Records of the Society shall be open to inspection only by a member in good standing in the presence of a designated director or staff member on provision of ten (10) days written, registered notice.
2. Inspection of records by a member or director shall be restricted to such information not mentioned or listed within the Freedom of Information and Protection of Privacy Act, or Personal Information Protection Act.
3. A member shall not remove an original document from the Society's record. A photocopy may be made provided such information is not mentioned in the Freedom of Information and Protection of Privacy Act. A fee for service will be set and applied to each copy.
4. Lists of members shall not be available for sale or distribution.

Part 13. BYLAWS

1. After being accepted, a member is entitled to a copy of the Constitution and Bylaws without charge. If the Constitution and Bylaws are available in electronic format, the member is entitled to an electronic copy of the Constitution and Bylaws.
2. These Bylaws shall not be altered or added to except by special resolution passed by a majority of not less than two thirds (2/3) of the votes cast at an Annual General Meeting or General Meeting under the following conditions:
 - a) Notice of the proposed change(s) must be received by the Executive Director of the Society at least sixty (60) days in advance of the Annual General Meeting or General Meeting.
 - b) Each member in good standing shall be informed of the proposed amendment(s) prior to the Annual or General Meeting.
 - c) All members in good standing are entitled to receive a copy of the Societies Constitution and Bylaws. This may be made available on the

official website of the Society or sent by email or postal mail to the member at their request.

Part 14. INDEMNITIES

1. Subject to the Society Act, every director or officer or other person, who has undertaken or is about to undertake any liability on behalf of the Society, and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and all times, be indemnified and saved harmless out of the funds of the Society from and against:
 - a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or insures or about any action, suit or proceedings which is brought, commenced or prosecuted against his, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him, or about the execution of the duties of his office or in respect of 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.

Part 15. BORROWING

In order to carry out the purposes of the Society, the directors may on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures. No debenture shall be issued without the sanction of a special resolution.