

PACTA Professional Animal Care and Training Association of BC

Constitution & Bylaws

CONSTITUTION

1. The name of the society is PACTA Professional Animal Care and Training Association of BC.
2. The purposes of the society are:
 - a. Promote humane science-based methods of training, behaviour management and care, and their beneficial long-term effects in animals, by embracing reward-based methods.
 - b. Increase public awareness and provide education and encouragement of reward-based humane treatment and training of animals in British Columbia.
 - c. Provide networking, mentoring, continuing education in British Columbia.
 - d. Facilitate the enhancement of cooperation, trust and respect between people and animals.
 - e. Work for and facilitate the regulation of the animal care and training professions in British Columbia, that are not subject to regulation in BC by a public authority or government agency.

BYLAWS

Bylaws of PACTA Professional Animal Care and Training Association of BC

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - “**directors**” means the directors of the society for the time being;
 - “**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - “**registered address**” of a member means the member’s address as recorded in the register of members.(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male or female person include a person of any other gender and a corporation.

Part 2 - Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors is a member, in one of the following membership classes:
 - a. Individual Member
 - i. Full voting member;
 - ii. Must be a resident of British Columbia.
 - b. Professional Member
 - i. Full voting member;
 - ii. Must be a resident of British Columbia;
 - iii. Must carry on business (e.g. business owner, employee, volunteer) in the pet industry in British Columbia;
 - iv. Must fulfill requirements as established from time to time by the directors;
 - v. Will be granted membership privileges as established from time to time by the directors.
 - c. Supporting Member
 - i. Non-voting member;
 - ii. Must not be a resident of British Columbia.
5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the annual membership dues must be determined by the directors.
7. A person ceases to be a member of the society
 - a. by delivering their resignation in writing to the membership secretary of the society or by mailing or delivering it to the address of the society,
 - b. on their death or, in the case of a corporation, on dissolution,
 - c. on having been a member not in good standing for 3 consecutive months, or
 - d. on their being found in breach of the Code of Ethics, or
 - e. on having been found civilly liable for or convicted of charges involving:
 - i. cruelty, abuse or neglect to animals or humans;
 - ii. crimes against humanity including but not limited to any violent crimes (e.g. murder, kidnapping), assault or endangerment of the lives of others;

- iii. burglary, robbery, arson;
 - iv. business fraud, plagiarism or copyright infringement, slander or libel;
or
 - f. on being expelled.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
- (2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The person or corporation who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except:
- a. a member who has failed to pay their current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid;
 - b. a member who has been found to be in breach of the Code of Ethics.

Part 3 - Meetings of Members

10. General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. An extraordinary general meeting may be convened upon written request signed by twenty-five (25) percent of the members in good standing, and mailed to the secretary of the society, to be held within no less than 3 months.
14. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
- (2) Notice of a general meeting must be given to members no later than fourteen (14) days before the date of the meeting.
- (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

16. General meetings of the society may be in person, via internet facilities, or via tele- or video-conference where all attendees can hear each other.
17. The Order of Business at a general meeting, so far as the character and nature of the meeting may permit, shall be as follows:
 - a. Roll Call
 - b. Minutes of last meeting
 - c. Report of the president
 - d. Report of the secretary
 - e. Report of the treasurer
 - f. Report of the membership secretary
 - g. Reports of committees
 - h. Election of officers and board (at annual general meeting only)
 - i. Unfinished Business
 - j. New Business
 - k. Adjournment
18. Special business is
 - a. All business at an extraordinary general meeting except the adoption of rules of order, and
 - b. All business conducted at an annual general meeting, except the following:
 - i. The adoption of rules of order;
 - ii. The consideration of the financial statements;
 - iii. The reports of the directors;
 - iv. The report of the auditor, if any;
 - v. The election of directors;
 - vi. The appointment of the auditor, if required;
 - vii. The other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
19. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) Quorum shall be calculated as follows:

- a. In the case where the society's total number of voting members in good standing is 20 or less, a quorum shall be 50% of said members, of which at least two must be directors and officers of the society;
- b. In the case where the society's total number of voting members in good standing is between 21 and 100 members inclusive, a quorum shall be 20% of said members, but no less than 10 and no more than 15 of said members, and of which at least two of the said members must be directors and officers of the society;
- c. In the case where the society's number of voting members in good standing exceeds 100 members, a quorum shall be 15 of the said members, of which at least two must be directors and officers of the society.

For the purposes of these calculations, decimals between 0.0 and 0.49 are rounded down, and decimals of 0.5 and greater are rounded up.

20. If within 60 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated.
21. Subject to bylaw 20, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
22. If at a general meeting
 - a. there is no president, vice president or other director present within 30 minutes after the time appointed for holding the meeting, or
 - b. the president and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.
23. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) when a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

24. (1) A resolution proposed at a meeting needs to be seconded, and the chair of a meeting may move or propose a resolution.
- (2) An Ordinary Resolution requires simple majority vote to be passed (more than 50% of the votes cast are in favour).
- (3) A Special Resolution requires a two-thirds vote in favour to be passed.
- (4) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which they may be entitled as a member, and the proposed resolution does not pass.
25. (1) A member in good standing present at a meeting of members and that is not a member of a non-voting membership category, is entitled to one vote.
- (2) Voting is by show of hands or equivalent, if meeting is held via internet facilities, or via tele- or video conference, by voice or electronic poll or email. If requested by any one member present at the meeting, voting shall be by closed ballot.
- (3) Voting by proxy is permitted, using a form supplied by the secretary of the society.
26. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society, including holding office.
27. Submissions (correspondence) or motions to a general meeting may be made in writing by a member who is unable to attend in person. A proxy, who is a member in good standing of the society, may be appointed by the submitting member in writing, and may speak on the member's behalf on the specific matter raised by the member.
- If such submission is submitted to the meeting via the secretary as correspondence, it will be raised under Report of the Secretary.
- If a motion is submitted to the meeting via the proxy, for the purposes of voting at the meeting, it shall be raised by the proxy under New Business, or its appropriate agenda item.

Part 5 - Directors and Officers

28. Meetings of the directors and officers ("Board Meeting" or "Executive Meeting") may be in person, via internet facilities, or via tele- or video conference.
29. The order of business at a meeting of the directors and officers, unless otherwise directed by majority vote of those present, shall be as follows:
- a. Reading, amending and approving of minutes of the last meeting
 - b. Report of the President
 - c. Report of the Secretary

- d. Report of the Treasurer
- e. Report of the Membership Secretary
- f. Reports of Committees
- g. Unfinished Business
- h. New Business
- i. Adjournment

The order of the agenda items may be changed from meeting to meeting as voted on by the directors.

30. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- a. all laws affecting the society,
 - b. these bylaws, and
 - c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
31. (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be no less than five and no more than nine.
32. (1) The directors must retire from office when their successors are elected.

Directors are elected for a term of three years, i.e. until the third Annual General Meeting after their election, except for the treasurer, who is elected for a term of two years, i.e. until the second Annual General Meeting after their election.

This bylaw having taken effect from the Annual General Meeting held in 2020, the following rolling introduction of the new terms of office shall take place:

- a. **President:** elected for a term of three years until 2023, thereafter elected for terms of three years.
- b. **Vice President:** elected for a term of two years until 2022, thereafter elected for terms of three years.

- c. **Secretary:** elected for a term of one year until 2021, thereafter elected for terms of three years.
- d. **Treasurer:** elected for a term of two years until 2022, thereafter elected for terms of two years.
- e. **Membership Secretary:** elected for a term of three years until 2023, thereafter elected for terms of three years.
- f. **Director-at-Large #1:** elected for a term of three years until 2023, thereafter elected for terms of three years.
- g. **Director-at-Large #2:** elected for a term of two years until 2022, thereafter elected for terms of three years.
- h. **Director-at-Large #3:** elected for a term of one year until 2021, thereafter elected for terms of three years.
- i. **Director-at-Large #4:** elected for a term of one year until 2021, thereafter elected for terms of three years.

If a director steps down before the end of their term, the term of the successor appointed or elected shall terminate at the next AGM.

(2) A separate election must be held for each office to be filled.

(3) If a successor is not elected, the person previously elected or appointed may continue to hold office.

33. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

(3) The office of treasurer must not be held by the same person for more than four consecutive years.

34. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(2) an act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

35. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

36. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 6 - Proceedings of Directors

37. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.
38. (1) The directors may delegate any, but not all, of their powers to committees. Committees must consist of at least one director and may include any number of other committee members appointed by the directors, or by the committee itself. All members of committees must be members in good standing of the society.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
39. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the members present of the committee must choose one of their number to be the chair of the meeting.
40. The members of a committee may meet and adjourn as they think proper.
41. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
42. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, cable or internet facility, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- a. a notice of meeting of directors is not required to be sent to that director, and

- b. any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
43. (1) Questions arising at a meeting of the directors and of a meeting of a committee must be decided by a simple majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.
 44. A resolution proposed at a meeting of directors or at a meeting of a committee must be seconded, and the chair of a meeting may move or propose a resolution.
 45. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

46. (1) The **president** presides at all meetings of the society and of the directors.

(2) the president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
47. The **vice president** must carry out the duties of the president during the president's absence.
48. The **secretary** must:
 - a. conduct the correspondence of the society;
 - b. issue notices of meetings of the society and directors;
 - c. keep minutes of all meetings of the society and directors;
 - d. have custody of all records and documents of the society except those required to be kept by the treasurer;
 - e. have custody of the common seal of the society, if any.
49. The treasurer must:
 - a. keep the financial records, including books of account, necessary to comply with the Society Act;
 - b. render financial statements to the directors, members and others when required;
50. The membership secretary must:
 - a. maintain the register of members;

- b. administer membership applications and other membership administration routines as stated in these bylaws and as defined by the directors from time to time;
- c. spearhead any membership drives as defined by the directors from time to time.

The duties of the membership secretary, if none appointed, will be performed by the secretary.

- 51. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than the number specified in these bylaws.
- (3) A director not holding office as president, vice president, secretary, treasurer, secretary treasurer or membership secretary, shall be known as director-at-large and shall fulfill such duties as required by the board of directors.
- 52. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 - Seal

- 53. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
- 54. If provided, the common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 - Finances

- 55. All society revenues, funds and assets will be directed to meeting the objectives of the society. No elected or appointed officer of the society will receive remuneration for services rendered to the society.
- 56. Membership dues shall be paid annually with a due date set individually for each member at twelve months following the member's subscription date.
- 57. A bank account shall be maintained under the name of the society into which all revenue of the society shall be paid and from which withdrawals shall only be made. Cheques written on this account must have the signature of a minimum of two officers. The treasurer's and the president's, or in the absence of the president, the membership secretary's signature or any other director's can be used. If a cheque is payable to either of these officers, such officer must not be a signatory to said cheque. Blank cheques must not be pre-signed before being drawn up in full. If the society operates a PayPal account, and whereas PayPal accounts can only be set up with a single signatory, in order to withdraw money such PayPal account shall be administered by the treasurer and withdrawals shall be pre-approved at each meeting of the directors and officers.

58. No member of the society shall be entitled to incur any expense or obligation on behalf of the society or in connection therewith, unless approved or subsequently approved by the board or at a general meeting. Such expenses or obligations include those incurred in connection with convening or holding a board or general meeting.
59. From time to time, at the board's discretion, funds shall be advanced to certain committees to carry out society functions. All monies shall be fully accounted for following said society function.
60. The business year of the society shall finish on the 31st day of December each year and the financial books shall be closed on the same date. The final audited statements shall be presented to the members as part of the notice of the subsequent Annual General Meeting, there to be approved.

Part 10 - Borrowing

61. 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 the manner they decide, and in particular but without limiting that power, by the issue of debentures.
62. A debenture must not be issued without the authorization of a special resolution.
63. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 11 - Auditor

64. This Part applies only if the society is required or has resolved to have an auditor.
65. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
66. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
67. An auditor may be removed by ordinary resolution.
68. An auditor must be promptly informed in writing of the auditor's appointment or removal.
69. A director or employee of the society must not be its auditor.
70. The auditor may attend general meetings.

Part 12 - Notices to Members

71. A notice may be given to a member, either personally or by mail to the member at the member's registered address or via email.

72. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email is deemed to have been given automatically if sent to an email address given by the member to whom it was sent.
73. (1) Notice of a general meeting must be given to
- a. Every member in good standing shown on the register of members on the day notice is given, and
 - b. the auditor, if Part 11 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 13 - Bylaws

74. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
75. These bylaws must not be altered or added to except by special resolution.
76. The rules of Parliamentary Procedure contained in Robert's Rules of Order Newly Revised (10th Edition, or such later edition as may be available) shall be the authority governing all meetings of the society and the officers in all cases not covered by these bylaws and any special rules which may at any time be adopted.

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