

CONSTITUTION AND BY-LAWS

ARTICLE I Name

The name of this organization shall be the CANADIAN PIGEON FANCIER'S ASSOCIATION INC./ASSOCIATION CANADIENNE du PIGEON de FANTAISIE INC.

ARTICLE II Definitions and Interpretation

1. Whenever used in this CONSTITUTION and BY-LAWS, unless the context otherwise specifies or requires, or unless the ACT otherwise provides, the following terms shall have the following meanings:
 - a. «ACT» means the *Canada Corporations Act*, as amended or replaced from time to time;
 - b. «ASSOCIATION» means the CANADIAN PIGEON FANCIERS' ASSOCIATION INC./ASSOCIATION CANADIENNE du PIGEON de FANTAISIE INC.;
 - c. «BAND SECRETARY » means the officer of the ASSOCIATION described as the BAND SECRETARY in this CONSTITUTION and BY-LAWS;
 - d. «BOARD» means the BOARD OF DIRECTORS of the ASSOCIATION;
 - e. «BOARD OF DIRECTORS» has the same meaning as BOARD;
 - f. «BULLETIN» means the bulletins and other publications issued to MEMBERS from time to time by the CPFA;
 - g. «CONSTITUTION and BY-LAWS» means this document, constituting the CONSTITUTION and BY-LAWS of the CPFA;
 - h. «CPFA» has the same meaning as ASSOCIATION;
 - i. «DIRECTOR» means any member of the BOARD;
 - j. «DIRECTORS» means more than one DIRECTOR;
 - k. «EDITOR» means the officer of the ASSOCIATION described as the EDITOR in this CONSTITUTION and BY-LAWS;

- l. «EXECUTIVE COMMITTEE» shall consist of the PRESIDENT, the FIRST VICE-PRESIDENT and the SECOND VICE-PRESIDENT;
 - m. «FIRST VICE-PRESIDENT» means the officer of the ASSOCIATION described as the FIRST VICE-PRESIDENT in this CONSTITUTION and BY-LAWS;
 - n. «MEMBER» means a member in good standing of the CPFA, with current annual fees having been paid for such MEMBER;
 - o. «MEMBERS» means more than one MEMBER;
 - p. «OFFICER» means an officer of the CPFA as described in this CONSTITUTION and BY-LAWS;
 - q. «OFFICERS» means more than one OFFICER;
 - r. «PIGEONS» means all recognized breeds and varieties of standard bred domesticated pigeons;
 - s. «PRESIDENT» means the officer of the ASSOCIATION described as the PRESIDENT in this CONSTITUTION and BY-LAWS;
 - t. «SECOND VICE-PRESIDENT» means the officer of the ASSOCIATION described as the SECOND VICE-PRESIDENT in this CONSTITUTION and BY-LAWS;
 - u. «SECRETARY» means the officer of the ASSOCIATION described as the SECRETARY in this CONSTITUTION and BY-LAWS ;
 - v. «TREASURER» means the officer of the ASSOCIATION described as the TREASURER in this CONSTITUTION and BY-LAWS ;
2. All terms contained in this CONSTITUTION and BY-LAWS which are defined in the ACT shall have the meanings given to such terms in the ACT.
 3. Words importing the singular number only shall include the plural and *vice versa* and words importing the masculine gender shall include the feminine and neuter genders and *vice versa*, and references to persons shall include firms and corporations, all as the context or the situation may require.
 4. The headings used herein are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

5. Whenever, in this CONSTITUTION and BY-LAWS, an action or decision is permitted or allowed either by the ASSOCIATION, the BOARD, any OFFICER, any DIRECTOR, or by the MEMBERS of the ASSOCIATION, such action or decision is in all cases subject to the provisions of the ACT.

ARTICLE III **Objectives**

The objectives of the ASSOCIATION shall be to:

1. foster greater interest in the breeding and improvement of PIGEONS and to encourage the preservation of the rarer breeds of PIGEONS;
2. demonstrate the pleasures, benefits, profits and rewards of raising PIGEONS as an individual or family hobby and to correct false impressions that PIGEONS carry communicable diseases to humans;
3. sponsor and promote pigeon shows across Canada for the purpose of bringing together exhibitors of all PIGEONS where they can compete with one another for honours and to enable the public to observe the progress made in the science of breeding PIGEONS, and particularly to hold, or to sponsor and promote, an annual Canadian National Pigeon Show;
4. compile, publish and distribute literature on PIGEONS, so that we may assist others in acquiring practical knowledge about raising these birds successfully;
5. issue seamless leg bands for all breeds and varieties of PIGEONS. These bands shall bear the initials "CPFA" and the year of issue. The style, design and the price at which they will be sold shall be established each year by the BOARD OF DIRECTORS of the ASSOCIATION;
6. appoint and to supervise and control all standards by which PIGEONS are judged at District and National shows held under CPFA rules where trophies, ribbons, certificates, money or other awards are offered;
7. advance and protect the interests of the ASSOCIATION, its MEMBERS and breeders and exhibitors of PIGEONS generally by promoting:
 - a. more liberal government regulations concerning the importing and exporting of PIGEONS;
 - b. improvement in transportation of PIGEONS in Canada;
 - c. research into the health of PIGEONS and pigeon fanciers;

- d. reasonable by-laws permitting and regulating the keeping of PIGEONS throughout Canada, including but not limited to urban municipalities; and
 - e. positions regarding other issues affecting the hobby of keeping PIGEONS;
8. suppress fraud, cruelty, and dishonourable practices in relation to PIGEONS and to promote good fellowship among pigeon fanciers;
 9. establish a system of awards to recognize outstanding contributions by MEMBERS and others to the breeding, exhibiting, judging, and promotion of PIGEONS; and
 10. join or affiliate with, or to co-operate with, any other organization, association or club whose objectives are wholly or partially similar to or compatible with those of this ASSOCIATION.

ARTICLE IV

Membership

1. Any individual or group interested in PIGEONS, and agreeing to abide by the CONSTITUTION and BY-LAWS of the ASSOCIATION, shall be eligible for membership under the following categories, subject to acceptance by the ASSOCIATION of an application for membership and payment of the applicable annual membership fee:
 - a. Life membership: to be granted to individual natural persons on a case-by-case basis, as determined by the BOARD from time to time;
 - b. Adult membership: any individual natural person eighteen years of age or older;
 - c. Junior membership: any individual natural person under the age of eighteen years may qualify for full membership;
 - d. Family membership: all members of one family of natural persons are entitled to all rights and privileges of the ASSOCIATION except that they shall collectively have one vote and shall receive one copy of any BULLETIN published by the CPFA from time to time;
 - e. Affiliated club membership: any club or association devoted to the breeding, flying or exhibiting of PIGEONS may become a MEMBER with all privileges except voting, by applying for membership and paying a fee.
2. Any MEMBER may withdraw from the ASSOCIATION by delivering to the SECRETARY a written resignation. In the event of a resignation the withdrawing MEMBER shall not be entitled to any refund of any membership fee paid.

3. Any MEMBER may be required to resign by a vote of three-quarters (3/4) of the MEMBERS at an annual meeting or in the event of the determination of the DIRECTORS as provided in this CONSTITUTION and BY-LAWS.

Article V Membership Application

All applications for membership shall be sent to the SECRETARY, in writing, bearing the signature of the applicant, and be accompanied by the appropriate annual fee.

ARTICLE VI Annual Fees

1. Adult members: The annual fee for membership for any individual natural person over eighteen years of age shall be set annually by the BOARD.
2. Junior members: The annual membership fee for any individual natural person under the age of eighteen years shall be one-half of the fee set for individual Adult membership in each year.
3. Family members: The annual fee for a family membership shall be the equivalent of the fee set for an individual adult membership plus such additional amount, if any, as the BOARD OF DIRECTORS of the ASSOCIATION shall determine for each year.
4. Affiliated club members: The annual fee for any particular year for any club or association affiliated with the ASSOCIATION, and the privileges of such membership, shall be set by the BOARD OF DIRECTORS.
5. All annual fees are due and payable by the first day of January in any particular year, failing which membership for that year automatically ceases unless and until payment in full of the required fee. However, membership for the particular year will be restored immediately upon payment of the required fee at any time during the year. An annual fee received at any time during the year shall not be prorated, but must be paid in full. Any annual fee received after September 30 in any year shall confer membership until the end of the following calendar year.

ARTICLE VII Voting Privileges

At meetings, or in elections, each fully paid up MEMBER in good standing (except that in the case of Family memberships only one representative of each such Family) shall be entitled to one vote to be delivered in person, by mail, email or fax, or by such further or other means as the DIRECTORS shall approve. There shall be no vote by proxy.

ARTICLE VIII
Districts

For the purposes of the ASSOCIATION, Canada shall be divided into six districts, each to be represented by a district DIRECTOR, plus three DIRECTORS at large, elected from any of the said six districts. The districts shall be as follows:

District 1: Nova Scotia, Prince Edward Island, New Brunswick, Newfoundland & Labrador.

District 2: Quebec.

District 3: Southern Ontario.

District 4: Northern and Eastern Ontario.

District 5: Manitoba, Saskatchewan and Nunavut.

District 6: Alberta, British Columbia, Yukon and Northwest Territories

ARTICLE IX
OFFICERS, DIRECTORS & Committees

1. The elected OFFICERS of the ASSOCIATION shall consist of the PRESIDENT, the FIRST VICE-PRESIDENT, and the SECOND VICE-PRESIDENT. However, the PRESIDENT, the FIRST VICE-PRESIDENT, and the SECOND VICE-PRESIDENT shall not be directly elected to those positions but shall each be appointed by the BOARD from among the elected or serving DIRECTORS at the time when the BOARD chooses to fill any or all of the elected OFFICER positions.
2. The applicants for incorporation of the ASSOCIATION shall become the first DIRECTORS of the CPFA, and their term of office on the BOARD shall continue until their successors are elected at the next ensuing Annual Meeting of the CPFA, at which time the DIRECTORS then elected shall replace the provisional directors named in the Letters Patent of the ASSOCIATION and any other DIRECTOR or DIRECTORS appointed as provided in this CONSTITUTION and BY-LAWS.
3. Pending the next ensuing Annual Meeting of the CPFA, the said first DIRECTORS may appoint additional DIRECTORS as provided in this Article IX, provided that the total number of DIRECTORS does not exceed nine (9) at any time.
4. Pending the next ensuing Annual Meeting of the CPFA, the said first DIRECTORS may appoint such OFFICERS of the ASSOCIATION as are provided for in this CONSTITUTION and BY-LAWS.

5. From the first Annual Meeting of the ASSOCIATION following the issuance of Letters Patent for the ASSOCIATION, the CPFA shall have nine (9) DIRECTORS, except when and for so long as one or more DIRECTOR(S) shall have resigned or been removed from office.
6. DIRECTORS must:
 - a) be individual natural persons;
 - b) be not less than 18 years of age; and
 - c) have the capacity under law to contract.
7. The PRESIDENT, the FIRST VICE-PRESIDENT and the SECOND VICE-PRESIDENT together with the additional six (6) elected DIRECTORS shall constitute the BOARD OF DIRECTORS of the ASSOCIATION.
8. There shall be an EXECUTIVE COMMITTEE composed of DIRECTORS who shall be appointed by the BOARD, shall exercise such powers as are authorized by the BOARD, and shall generally be responsible for the day-to-day management of the ASSOCIATION between meetings of the BOARD.
9. The EXECUTIVE COMMITTEE shall make decisions by majority vote.
10. All decisions taken by the EXECUTIVE COMMITTEE shall remain in effect until the next regular or specially called BOARD meeting at which time the BOARD may ratify, reverse or amend any decisions made by the EXECUTIVE COMMITTEE.
11. Persons comprising the EXECUTIVE COMMITTEE shall serve in that capacity during the elective term of their offices, but may at any time be removed by a majority vote of the BOARD.
12. EXECUTIVE COMMITTEE members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
13. There may be as many other committees as the PRESIDENT and the BOARD OF DIRECTORS deem necessary for the discharge of specific duties believed to be in the best interests of the ASSOCIATION. The duties of each such committee shall be outlined by the PRESIDENT at the time of appointment, subject to being ratified and confirmed by the BOARD, and such duties shall be duly recorded in the SECRETARY'S minutes at the time of the creation of the committee in question. The provisions for meetings of any committee, including but not limited to notice of such meetings, shall be as set out in Article IX, 10, in regard to the EXECUTIVE COMMITTEE.

14. The SECRETARY, the TREASURER, the BAND SECRETARY, and the EDITOR shall be unelected officers of the ASSOCIATION, appointed annually by the BOARD OF DIRECTORS and the remuneration for each such positions shall be determined by the BOARD OF DIRECTORS from time to time. Applications for these positions shall be submitted in writing at least thirty days prior to the Annual Meeting at which such applications are to be considered.
15. The DIRECTORS shall serve as such without remuneration and no DIRECTOR shall directly or indirectly receive any profit from his position as such, provided that a DIRECTOR may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any DIRECTOR from serving the CPFA as an OFFICER or in any other capacity and receiving compensation therefore.
16. Pending the election of DIRECTORS at the next Annual Meeting of the ASSOCIATION, the BOARD shall have the power to appoint a replacement DIRECTOR or DIRECTORS should a vacancy occur on the BOARD for any reason.
17. Any MEMBER may, with the prior approval of the BOARD, concurrently fill more than one position as an OFFICER or DIRECTOR of the CPFA.
18. The office of any DIRECTOR or OFFICER shall be automatically vacated, and such DIRECTOR or OFFICER shall be deemed to have resigned, upon:
 - a. death; or
 - b. that DIRECTOR or OFFICER ceasing to be a MEMBER in good standing of the ASSOCIATION; or
 - c. that DIRECTOR or OFFICER resigning his office by written notice to the SECRETARY; or
 - d. that DIRECTOR or OFFICER being requested to resign by a two-thirds majority of the BOARD; or
 - e. that DIRECTOR or OFFICER being found by a court to be of unsound mind; or
 - f. that DIRECTOR or OFFICER becoming bankrupt or suspending payment or compounding with his creditors.
19. Unless otherwise indicated herein, any power, authority or discretion to be exercised by the BOARD or by any committee of the BOARD (including but not limited to the EXECUTIVE COMMITTEE) shall be determined and exercised by majority vote of the members of the BOARD or of the committee in question.

ARTICLE X
Methods of Election

1. Application forms for candidacy for any office in the ASSOCIATION, together with the form of brief resume referred to in this Article, shall be mailed by the SECRETARY to all MEMBERS of the ASSOCIATION at least 90 days prior to the date of any election.
2. A person who has been a MEMBER in good standing (with annual dues paid) for a period of at least two (2) consecutive years including the year in which the election is to be held, shall be eligible for election or appointment to any office in the ASSOCIATION.
3. Any qualified MEMBER according to paragraph two (2) of this Article may apply for the position of DIRECTOR by: (a) signing an application form; and (b) having that signed application form witnessed by two MEMBERS in good standing (which may be done in person on the application form or by regular mail or email directed to the Secretary and indicating that the said members support such application); and (c) submitting the signed and witnessed application form, together with a brief resume of qualifications, to the Secretary before the deadline announced by the BOARD OF DIRECTORS.
4. The annual election of DIRECTORS of the ASSOCIATION shall be by ballot conducted by the SECRETARY. Election ballots are to be placed in the hands of the SECRETARY in a sealed envelope marked 'Ballot' prior to the commencement of the Annual Meeting. The PRESIDENT shall instruct the SECRETARY and two other MEMBERS of the ASSOCIATION to count the ballots and present the results, although the Secretary may designate another MEMBER who is present at the Annual Meeting to conduct the ballot and the count thereof and to present the results if for any reason the Secretary is not able to be present at the Annual Meeting. As soon as possible following the Annual Meeting the members of the newly elected BOARD OF DIRECTORS shall appoint the PRESIDENT, the FIRST VICE-PRESIDENT and the SECOND VICE-PRESIDENT to two year terms.

ARTICLE XI
Terms of Office

1. The PRESIDENT, the FIRST VICE-PRESIDENT, the SECOND VICE-PRESIDENT and the DIRECTORS shall each hold office for terms of two years. An election of DIRECTORS shall take place annually so that five DIRECTORS are elected in even numbered years and four in odd numbered years, subject to the need to elect any additional directors needed to fill any vacancy on the BOARD at any time. In the event of a tie in the number of vote received by candidates, the BOARD OF DIRECTORS shall decide the issue.
2. While it is preferred that the PRESIDENT, the FIRST VICE-PRESIDENT and the SECOND VICE-PRESIDENT not hold office for more than two (2) consecutive years, they are eligible for appointment for a second consecutive term of two (2) years if a majority of the BOARD deem it necessary and in the best interest of the

ASSOCIATION to so appoint any of them and the person(s) in question agree(s) to serve for an additional term.

3. The newly elected BOARD OF DIRECTORS, the newly appointed OFFICERS, and the EXECUTIVE COMMITTEE shall all assume office as soon as possible after the Annual Meeting.

ARTICLE XII

Duties of the OFFICERS

1. The PRESIDENT shall be the chief executive officer of the CPFA. He or she shall be the Chairman of the BOARD OF DIRECTORS and of the EXECUTIVE COMMITTEE. He or she shall designate the time and place of all meetings, appoint all committees (the PRESIDENT is expressly given the power to create ad hoc committees from time to time, to determine the members of such committees and the basis for their removal, and to set the duties and responsibilities of such committees and their members) with the exception of the EXECUTIVE COMMITTEE, and shall be entitled to fill all vacancies in offices occurring between regular elections, except to extent otherwise indicated in these CONSTITUTION and BY-LAWS. He or she shall countersign all documents and agreements relating to activities of the ASSOCIATION and exercise general supervision and leadership to achieve the aims and purposes of the ASSOCIATION. The President shall vote at meetings only in a tie-breaking situation. In the event of the death, removal or resignation of the PRESIDENT, the FIRST VICE-PRESIDENT shall fill the unexpired term of the PRESIDENT.
2. The FIRST VICE-PRESIDENT and the SECOND VICE-PRESIDENT shall be members of the BOARD OF DIRECTORS and of the EXECUTIVE COMMITTEE, and shall each work closely with the DIRECTORS to assist them in discharging the duties of their respective offices for the betterment of the ASSOCIATION. In the absence of the PRESIDENT from any meeting or activity, the FIRST VICE-PRESIDENT shall act as PRESIDENT, and in the absence of both the PRESIDENT and the FIRST VICE-PRESIDENT, the SECOND VICE-PRESIDENT shall act as PRESIDENT. In the absence of each of the PRESIDENT, the FIRST VICE-PRESIDENT and the SECOND VICE-PRESIDENT, one of the DIRECTORS chosen by the BOARD shall act as PRESIDENT.
3. The SECRETARY shall be appointed by the BOARD OF DIRECTORS to be keeper of the seal of the CPFA, to conduct the correspondence of the ASSOCIATION, to keep the minutes of all meetings, to provide copies of those minutes to the BOARD OF DIRECTORS, to act as returning officer in annual elections, and generally to perform other duties for the efficient functioning of the ASSOCIATION. The SECRETARY shall compile and publish, with the co-operation of the EDITOR, an accurate list of MEMBERS, with appropriate symbols identifying the various

categories of membership (i.e. Life, Adult, Junior, or Club Affiliation) for publication annually in the BULLETIN.

4. The TREASURER shall be appointed by the BOARD OF DIRECTORS to keep accurate accounts of all monies received and expended by the ASSOCIATION, to keep accurate records of the CPFA's assets and liabilities, and to prepare financial statements and balance sheets required for the Annual Meeting or for any other meetings of the MEMBERS, or as may be required by the PRESIDENT from time to time. A bank account shall be kept at any bank convenient to the TREASURER and approved by the BOARD OF DIRECTORS. Signing authority upon any bank account shall be by two (2) signatures, being the signature of the TREASURER together with the signature of either the PRESIDENT or of one other DIRECTOR to be designated by the BOARD from time to time.
5. The BAND SECRETARY shall be appointed by the BOARD OF DIRECTORS to purchase and distribute the ASSOCIATION bands, to keep complete financial records of all band purchases and sales, and to provide those records to the TREASURER before or at the Annual Meeting, or otherwise at the request of the PRESIDENT. For each month during the term of the Band Secretary and within 20 days of the end of each such month, the Band Secretary shall provide to the PRESIDENT a report of all band purchases and sales, as well as a report regarding any other revenue received by the Band Secretary or payments made by the Band Secretary on behalf of CPFA, and copies of all bank statements relating to bank accounts held in the name of CPFA. The BAND SECRETARY shall keep an accurate record of the addresses and telephone numbers of purchasers of ASSOCIATION bands and facilitate the recovery of lost birds bearing those bands. The BAND SECRETARY shall place importance upon good public relations and service since this position offers the closest contact of all ASSOCIATION offices with MEMBERS and clients. Bands are registered to the purchaser, and to guarantee accurate 'lost bird' service, the BAND SECRETARY should assure clients at the time of sale that purchases are final and no refunds are possible. Signing authority in regard to all band purchases and to any dealings with the proceeds of band sales shall be by two (2) signatures, being the signature of the BAND SECRETARY together with the signature of either the TREASURER or the PRESIDENT, or by and two (2) other OFFICERS or directors of the ASSOCIATION as the BOARD OF DIRECTORS may from time to time designate.
6. The EDITOR shall be appointed by the BOARD OF DIRECTORS and shall solicit, prepare and cause to be printed all materials for publication approved by the PRESIDENT from time to time, including but not limited to the BULLETIN.

ARTICLE XIII
Duties and Powers of the BOARD OF DIRECTORS

1. The BOARD OF DIRECTORS shall decide the location of the Head Office of the ASSOCIATION in accordance with the ACT, as amended or replaced from time to time.
2. The BOARD OF DIRECTORS may administer the affairs of the CPFA in all things and make or cause to be made for the ASSOCIATION, in its name, any kind of contract with the ASSOCIATION may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the CPFA is by its charter or its CONSTITUTION and BY-LAWS or otherwise authorized to exercise and do, and shall manage all of the property and business of the CPFA, and shall have complete jurisdiction and control of the affairs of the ASSOCIATION including without limitation:
 - a. the setting of the budget for annual compensation of the SECRETARY, TREASURER, BAND SECRETARY and EDITOR;
 - b. the power and authority to authorize expenditures on behalf of the ASSOCIATION from time to time;
 - c. the power and authority to delegate by resolution to an OFFICER or OFFICERS of the CPFA the right to employ and pay salaries to employees;
 - d. all matters relating to any shows, promotion, literature, activities and operations of every kind in which the CPFA may engage, and the BOARD may make appropriations in advance for expenditures of funds in support of these appointments or functions. In the event that appropriations made by the BOARD are not sufficient for any specific purpose, additional appropriations may be made by the BOARD OF DIRECTORS.
3. The BOARD OF DIRECTORS may on behalf of the ASSOCIATION take such steps as they may deem requisite to enable the ASSOCIATION to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the CPFA.
4. The DIRECTORS shall have the power to enter into a trust arrangement with one or more trust companies for the purpose of creating one or more trust funds in which the capital and interest may be made available for the benefit of promoting the objectives of the ASSOCIATION in accordance with such terms as the BOARD may prescribe from time to time.
5. The Board shall decide:
 - a. the financial year end of the CPFA;
 - b. the time and place of holding the Annual Meeting and Show;

- c. the rules, regulations, expenditures and other arrangements under which the Annual Meeting and Show shall function;
 - d. the style, colour, distribution and selling price of bands;
 - e. the remuneration, if any, and the terms of payment of any remuneration, for any committees of the CPFA; and
 - f. at its sole discretion to act as a trial body for the consideration and disposition of complaints that may be filed with any officer of the ASSOCIATION, but nothing shall compel the BOARD to so act if it chooses not to do so.
6. The BOARD OF DIRECTORS may confer awards for Meritorious Service, Fancier of the Year, Junior Fancier and other awards annually to individuals who have had a positive impact upon the pigeons fancy and the ASSOCIATION through outstanding service. To be eligible for these awards an individual must be nominated by a MEMBER in good standing, and be endorsed by two other MEMBERS in good standing. Forms for nomination of candidates, available from the SECRETARY, must be filed with the Awards Committee by the thirtieth day of September of each year. No more than two awards in any category may be conferred in any calendar year and, if suitable candidates are not identified by the Awards Committee, no award shall be made.
7. The BOARD OF DIRECTORS may suspend or expel a MEMBER for any discreditable act, dishonesty, or undesirable conduct that is considered harmful to the ASSOCIATION, or to the pigeon fancy, hobby or industry. Any such decision of the BOARD shall be final. Any person expelled from membership in the ASSOCIATION shall lose all privileges of membership for a period decided by the BOARD, and may only be reinstated to membership by the BOARD OF DIRECTORS and subject to such conditions as the BOARD may stipulate.
8. The BOARD may appoint representatives for all provinces of Canada, to encourage and promote membership campaigns, meetings and other activities to create greater interest in the ASSOCIATION.
9. The BOARD shall see that all necessary books and records of the ASSOCIATION required by the CONSTITUTION and BY-LAWS of the ASSOCIATION or by any applicable statute or law are regularly and properly kept.
10. The BOARD may prescribe such rules and regulations not inconsistent with this CONSTITUTION and BY-LAWS relating to the management and operation of the ASSOCIATION as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the MEMBERS when such rules and regulations shall be considered for approval by the MEMBERS, and failing such approval at such annual meeting of MEMBERS, shall at and from that time cease to have any force and effect.

11. When authorized by by-law, duly passed by the DIRECTORS and sanctioned by at least two-thirds of the votes cast at a special general meeting of the MEMBERS duly called for considering the by-law, the DIRECTORS may from time to time:
 - a) borrow money upon the credit of the ASSOCIATION;
 - b) limit or increase the amount to be borrowed;
 - c) issue or cause to be issued bonds, debentures or other securities of the ASSOCIATION and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be determined expedient; and
 - d) secure any bond, debentures or other securities, or any other present or future borrowing or liability of the ASSOCIATION by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation;and any such by-law may provide for the delegation of such power by the DIRECTORS to such OFFICERS or DIRECTORS of the ASSOCIATION to such extent and in such manner as may be set out in the by-law.
12. Nothing herein limits or restricts the borrowing of money by the ASSOCIATION on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the CPFA.

ARTICLE XIV
Duties of District DIRECTORS

1. A DIRECTOR may recruit other MEMBERS to assist in properly representing the ASSOCIATION in the Provinces or Territories within his/her DISTRICT.
2. A DIRECTOR shall encourage and promote the holding of at least one annual CPFA sponsored pigeon show in his or her District in each year and, in co-operation with the BOARD of DIRECTORS and local authorities, shall decide when and where it is to be held and assist in arrangements for the show. It shall also be the responsibility of the DIRECTOR to contact as many pigeon fanciers as possible, to explain the advantages of individual or family membership or club affiliation with the ASSOCIATION, to recruit new MEMBERS, and to do whatever can be done to create greater interest in PIGEONS and in the ASSOCIATION.

ARTICLE XV
Meetings

1. The Annual Meeting of the ASSOCIATION may be held each year in conjunction with the Canadian National Pigeon Show, for the purposes of receiving reports from the PRESIDENT, the SECRETARY, the TREASURER, and from such other

OFFICERS, committees or persons as the BOARD OF DIRECTORS shall consider appropriate or advisable, and for the transaction of such other business as may be validly brought before the meeting by any MEMBER of the ASSOCIATION.

2. In addition to the Annual Meeting, the BOARD or the PRESIDENT or any VICE-PRESIDENT shall have power to call, at any time, a general meeting or a special meeting of the MEMBERS of the ASSOCIATION.
3. The BOARD shall call a special general meeting of MEMBERS on written requisition of MEMBERS carrying not less than 10% of the voting rights.
4. Two or more meetings of the BOARD OF DIRECTORS shall be held each year, with one such meeting to be held in conjunction with the Annual Meeting, and within 48 hours of the Annual Meeting (either before or after the Annual Meeting). The time and place of any BOARD meeting not held in conjunction with the Annual Meeting shall be designated by the PRESIDENT, on reasonable notice (not less than 48 hours written notice unless by mail in which case notice shall be mailed not less than 14 days prior to the meeting) to the members of the BOARD.
5. Special meetings of the BOARD OF DIRECTORS may be called at any time by the PRESIDENT or upon the request of five or more members of the BOARD.
6. Any notice of any special meeting or special business contemplated by this CONSTITUTION and BY-LAWS or required by the ACT shall contain enough information of the business or issues to be transacted or considered at such meeting to allow MEMBERS to make a reasoned decision regarding such business or issues.
7. All meetings of the BOARD may be conducted with members of the BOARD present in person or through use of any electronic or documentary means acceptable to a majority of the BOARD including but not limited to one or more of the following: regular mail, electronic mail, fax, conference telephone call, or video conference, whichever is the most expedient way of conducting business in the circumstances.
8. Only BOARD members shall attend meetings of the BOARD unless there is a unanimous approval by the BOARD to allow others to attend.
9. Meetings of the EXECUTIVE COMMITTEE shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. Two (2) members of such EXECUTIVE COMMITTEE shall constitute a quorum for meetings of the EXECUTIVE COMMITTEE.
10. All meetings of the EXECUTIVE COMMITTEE may be conducted with members of the EXECUTIVE COMMITTEE present in person or through use of any electronic or documentary means acceptable to a majority of the EXECUTIVE COMMITTEE

including but not limited to one or more of the following: regular mail, electronic mail, fax, conference telephone call, or video conference, whichever is the most expedient way of conducting business in the circumstances.

11. Only members of the EXECUTIVE COMMITTEE shall attend meetings of the EXECUTIVE COMMITTEE unless there is a unanimous approval by the members of the EXECUTIVE COMMITTEE to allow others to attend.
12. Whenever any meetings is held by electronic or documentary means as permitted in this CONSTITUTION and BY-LAWS then:
 - a. the means chosen must permit all participants in such meeting to communicate adequately with each other;
 - b. each participant in such meeting must consent in advance to the method of communication chosen and have equal access to such method of communication;
 - c. each participant in such meeting shall be considered present in such meeting for the purpose of establishing a quorum and for all voting purposes;
 - d. the secretary appointed for such meeting shall confirm the participants present (regardless of the means of their attendance) for the purpose of establishing a quorum and shall record all votes taken at such meeting; and
 - e. all security issues shall be resolved by the majority of those attending at such meeting, and all security measures to be taken shall be enacted by the secretary of such meeting.
13. The minutes of general and special meetings of the BOARD OF DIRECTORS may be made available to the membership of the ASSOCIATION in whole or in part or in modified form, all at the discretion of a majority of the BOARD. The minutes of the meetings of the EXECUTIVE COMMITTEE shall not be available to the general membership of the CPFA in any form.
14. The proposed agenda for any meeting of the BOARD or of the EXECUTIVE COMMITTEE shall be distributed in writing to all parties entitled to attend such meeting, in advance of the meeting being held, unless this requirement is waived by all attending the meeting.
15. A majority of the votes cast by the MEMBERS carrying voting rights shall determine the questions in annual meetings or special meetings of the CPFA except where the vote or consent of a greater number of MEMBERS is required by the ACT or by this CONSTITUTION and BY-LAWS.
16. No error or omission in giving notice of any meeting or adjourned meeting of the BOARD or of the EXECUTIVE COMMITTEE shall invalidate such meeting or make void any proceedings taken thereat and any member of the BOARD or of the EXECUTIVE COMMITTEE may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

17. If for any reason a Canadian National Pigeon Show is not held in any year then the BOARD shall call an annual meeting of the MEMBERS, at a date, time and place to be determined by the BOARD, and subject to the notice provisions relating to such meetings as are set out in this CONSTITUTION and BY-LAWS, but such meeting shall be held not less than fourteen (14) months after the previous annual meeting.
18. For purpose of sending notice to any MEMBER, DIRECTOR or OFFICER for any meeting or otherwise, the address and other contact information of the MEMBER, DIRECTOR or OFFICER shall be his last address and contact information recorded on the books of the ASSOCIATION.

ARTICLE XVI

Annual Meeting

The Agenda for any Annual Meeting shall (subject to such additional or other items and such amendments as the BOARD may consider necessary or advisable from time to time) consist of the following:

1. Call to order and determination of Quorum.
2. Presentation, discussion and approval or rejection (with such amendments as may be made and approved by a majority of votes of those in attendance at the meeting in any fashion allowed by this CONSTITUTION and BY-LAWS) of the minutes of the previous Annual Meeting.
3. Unfinished business from previous Annual Meetings.
4. Report of the DIRECTORS.
5. Presentation, discussion and approval or rejection (with such amendments as may be made and approved by a majority of votes of those in attendance at the meeting in any fashion allowed by this CONSTITUTION and BY-LAWS) of all financial reports from the TREASURER, the BAND SECRETARY and the auditor, including but not limited to the financial statement and the report of the auditor for the previous year.
6. Reading, discussion and acceptance or rejection (with such amendments as may be made and approved by a majority of votes of those in attendance at the meeting in any fashion allowed by this CONSTITUTION and BY-LAWS) of reports of the OFFICERS and any committees.
7. New business.
8. Announcement of Election results and introduction of elected OFFICERS.
9. Appointment of auditor for ensuing year.
10. Adjournment.

ARTICLE XVII
Quorum

Seven qualified MEMBERS present in person shall constitute a quorum for an Annual Meeting or for any other meetings of the ASSOCIATION. At all meetings of the BOARD OF DIRECTORS, five DIRECTORS present in person or by telephone or other electronic or documentary means shall constitute a quorum.

ARTICLE XVIII
Canadian National Pigeon Show

1. It shall be a purpose of the CPFA to hold, or to sponsor and promote, a Canadian National Pigeon Show annually, either as a separate show or in conjunction with other shows or exhibitions.
2. Any organization wishing to host the Canadian National Pigeon Show shall comply with the following requirements:
 - a. not later than the first day of June (of the year prior to the year in which the show is to be held) a letter of intention, requesting the show for the following calendar year, shall be submitted to the SECRETARY;
 - b. the SECRETARY in response to the application will provide the applicant with a form to specify the size of building and its location, quantity and quality of lighting, heating, coops, personnel, nearby hotel and motel accommodations and such other details as the SECRETARY shall consider relevant;
 - c. the completed form signed by the President and Secretary of the prospective host club or association, as a guarantee of responsibility, shall be forwarded to the SECRETARY by the thirtieth day of September of the year prior to the year in which the show is to be held.
3. All properly executed requests received by the SECRETARY shall be submitted to the BOARD OF DIRECTORS for their consideration, and the DIRECTORS shall decide where and on what date the next Canadian National Pigeon Show shall be held, and make an announcement of their decision at the Annual Meeting prior to the proposed date(s) of the said show.
4. If for some unavoidable or prohibitive reason the place and date for holding the next Canadian National Pigeon Show cannot be decided by the process outlined above, then the BOARD OF DIRECTORS may decide if and when and where such show shall be held, and make the necessary announcements and arrangements.
5. The 2002 Centennial Year Show shall be the first C.P.F.A. sponsored Canadian National Pigeon Show.

ARTICLE XIX
Liability and Indemnity

1. No DIRECTOR, OFFICER or MEMBER of the ASSOCIATION shall incur any expense, disburse any funds nor render the ASSOCIATION liable for any action that has not been authorised by the BOARD OF DIRECTORS, under penalty of personally assuming such obligation.

2. No DIRECTOR or OFFICER of the ASSOCIATION shall be liable to the ASSOCIATION for the acts, receipts, neglects or defaults of any other DIRECTOR or OFFICER or employee of the CPFA nor for joining in any receipt or act for conformity or for any loss, damage or expense happening to the ASSOCIATION through the insufficiency or deficiency of title to any property acquired by the ASSOCIATION or for or on behalf of the ASSOCIATION or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the ASSOCIATION shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the ASSOCIATION or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto, unless the same shall happen by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly, in good faith with a view to the best interests of the ASSOCIATION, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing herein contained shall relieve a DIRECTOR or OFFICER from the duty to act in accordance with the ACT or relieve him or her from liability under the ACT. The DIRECTORS of the ASSOCIATION shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the ASSOCIATION, except such as shall have been submitted to and authorized or approved by the DIRECTORS. If any DIRECTOR or OFFICER of the ASSOCIATION shall be employed by or shall perform services for the ASSOCIATION otherwise than as a DIRECTOR or OFFICER or shall be a member of a firm or a shareholder, director or officer of a body corporate which is employed by or performs services for the ASSOCIATION the fact of his being a MEMBER, DIRECTOR or OFFICER of the ASSOCIATION or a shareholder, director or officer of that body corporate or member of that firm shall not disentitle such DIRECTOR or OFFICER or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

3. Subject to the ACT, except in respect of an action by or on behalf of the ASSOCIATION to procure a judgment in its favour, the ASSOCIATION shall indemnify a DIRECTOR or OFFICER, and a former DIRECTOR or OFFICER, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a DIRECTOR or OFFICER, if:

- a. he or she acted honestly and in good faith with a view to the best interests of the CPFA; and
 - b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
4. The ASSOCIATION shall, subject to the approval of a Court (as defined in the ACT), indemnify a person referred to herein as being entitled to indemnity, in respect of an action by or on behalf of the ASSOCIATION to procure a judgement in its favour, to which such person is made a party by reason of being or having been a DIRECTOR or OFFICER, against all costs, charges and expenses reasonably incurred by him or her in connection with such action if he or she fulfills the conditions set out in paragraph 3 of this Article.
 5. Notwithstanding anything in this Article, a person referred to herein as being entitled to indemnity shall be entitled to indemnity from the ASSOCIATION in respect of all costs, charges and expenses reasonably incurred by him or her in connection with the defense of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a DIRECTOR or OFFICER, if the person seeking indemnity:
 - a. was substantially successful on the merits of his or her defense of the action or proceeding; and
 - b. fulfills the conditions set out in paragraph 3 of this Article.

ARTICLE XX

Amendments

1. The CONSTITUTION and BY-LAWS of the ASSOCIATION may be amended or repealed (in whole or in part) by the following procedure:
 - a. any proposed amendment or repeal shall be submitted in writing to each member of the BOARD OF DIRECTORS for their consideration;
 - b. the BOARD may approve the proposed amendment or repeal by a two thirds vote; and
 - c. the BOARD shall then inform the MEMBERS of the ASSOCIATION in writing of this duly constituted amendment or repeal.
2. Any amendment or repeal of any or all of this CONSTITUTION and BY-LAWS shall come into force within thirty (30) days of notice of the same being given to the MEMBERS in accordance with this Article.

3. The repeal or amendment of any of this CONSTITUTION and BY-LAWS relating to the requirements of subsection 155(2) of the ACT shall not be enforced or acted upon until and unless the approval of the Minister (as defined in the ACT) has been obtained, but the repeal or amendment in question must be approved as specified in this CONSTITUTION and BY-LAWS before ministerial approval is sought.

ARTICLE XXI **The Seal**

The Seal, the impression of which is stamped in the margin hereof, shall be the seal of the ASSOCIATION. The Seal shall normally be kept in the custody of the SECRETARY.

ARTICLE XXII **Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the ASSOCIATION shall be signed by any two OFFICERS and all contracts, documents and instruments in writing so signed shall be binding upon the ASSOCIATION without any further authorization or formality. The DIRECTORS shall have power from time to time by resolution to appoint an OFFICER or OFFICERS on behalf of the ASSOCIATION to sign specific contracts, documents and instruments in writing. The seal of the ASSOCIATION when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any OFFICER or OFFICERS appointed by resolution of the DIRECTORS.

ARTICLE XXIII **AUDITOR**

The MEMBERS shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the ASSOCIATION. The auditor so appointed shall audit the accounts and annual financial statements of the ASSOCIATION and provide a report to the MEMBERS at the next annual meeting. Such report shall, without limitation, include the auditor's opinion on whether the financial statements are fairly presented in accordance with generally accepted accounting principles. The auditor shall hold office until the next annual meeting provided that the DIRECTORS may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the DIRECTORS. The auditor may not be a DIRECTOR, OFFICER or employee of the CPFA (aside from being the auditor) without the consent of the MEMBERS. The MEMBERS may by majority vote resolve to waive the requirement for the appointment of an auditor.

ARTICLE XXIV **Financial Year**

Unless otherwise ordered by the BOARD, the fiscal year end of the ASSOCIATION shall be September 30 in each year.

ARTICLE XXV
Head Office

Until changed in accordance with the ACT, the Head Office of the ASSOCIATION shall be in the Hamlet of Sherwood Park, in the Province of Alberta.

ARTICLE XXVI
Dissolution

This ASSOCIATION shall not be dissolved so long as seven MEMBERS can be found who are willing and able to undertake the responsibilities required for the transaction of the business of the ASSOCIATION.