



The Bermuda Kennel Club

Founded 1955

Incorporated by the Governor, the Legislative Council and Assembly of the Bermudas or Somers Islands 1964

CONSTITUTION AND BYE-LAWS

Effective 1969 (as amended to July 2018)

ARTICLE I

NAME

The organization shall be "The Bermuda Kennel Club" Incorporated, hereinafter referred to as "the Club."

ARTICLE II

CORPORATE SEAL

The seal, an impression of which is stamped on the cover hereof, shall be the corporate seal of the Club.

ARTICLE III

OBJECTS

The Club shall have for its objects the encouragement and development of pure-bred dogs in Bermuda, and in general to act as an authoritative body in the arbitration of controversies and in the final determination of all questions which may arise relating to the pure-bred dog and the Agility, Obedience, Rally and Tracking trained dog (pure bred and mixed breed) in Bermuda, by:

- a. advancing the best interests of the dog and the dog fancy in all matters;
- b. striving for better care and control of all dogs;
- c. keeping records and issuing certificates of pedigree registration of all recognized breeds of pure-bred dogs;
- d. keeping records and issuing certificates for a mixed breed registration
- e. collecting, preserving and publishing data, information and documents relating to pure-bred and mixed breed dogs;
- f. carrying out a system of registration as approved by the Board of Governors;
- g. establishing standards of breed;
- h. adopting and enforcing rules and regulations governing Conformation dog shows, Agility trials, Obedience trials, Rally Trials and Tracking Tests for all dogs where the clubs, organizations or associations (hereinafter referred to as "clubs") staging such events desire to hold same under said rules and regulations of the Club;
- i. conferring the title of Champion in breed, and awarding Agility, Obedience, Rally and Tracking titles to those dogs that have met the requirements for these awards;
- j. creating an appreciation on the part of the public of the value of the registered dog;
- k. assisting in all possible ways the registration of all dogs in the records of The Bermuda Kennel Club;
- l. fostering and maintaining among its members the spirit of friendship and the highest sportsmanship;
- m. adopting means to encourage and assist persons engaged in activities referred to in these objects.

ARTICLE IV
MEMBERSHIP

1. **CLASSES:** The membership of the Club shall consist of Active, Junior, Non-Resident, Honorary and Honorary Life Members.
 - a. **ACTIVE:** Anyone residing in Bermuda who is at least sixteen years of age.
 - b. **JUNIOR:** Anyone residing in Bermuda who is under sixteen years of age.
 - c. **NON-RESIDENT:** Anyone not residing in Bermuda who is at least sixteen years of age.
 - d. **HONORARY LIFE:** Honorary Life Members may be elected at the discretion of the Board of Governors from Active or previously Active Members. They shall not be required to make any special payment for such membership or to pay any further annual dues during their life.
2. **INITIATION FEES AND ANNUAL DUES:** Initiation fees and annual dues shall be determined by the Board of Governors.
3. **PRIVILEGES:** Only Honorary Life and Active members in good standing shall have voting rights and be eligible to serve as Officers, Directors or Representatives on the Board of Governors of the Club.
4. **ELIGIBILITY:** No person shall be eligible for, or can continue to enjoy, membership who:
 - a. is under suspension or expulsion by any Kennel Club with which the Club has a reciprocal agreement;
 - b. is engaged in breeding, buying or selling of dogs which are not eligible for registration in the record of The Bermuda Kennel Club according to the Registration Rules;
 - c. is indebted to the Club
5. **APPLICATION FOR MEMBERSHIP:** Application for membership must be in writing on the Club's prescribed form and shall be signed by the applicant. Initiation fees and dues must accompany the application.
6. **ELECTION:** Applications shall be presented to the Board of Governors for consideration by circulation of email or at its next regular meeting or at a special meeting convened for any purpose and election shall take place thereat. If the ballot is favourable by a majority vote of the Governors, the applicant shall be deemed to have been duly elected to membership.
7. **MEMBERSHIP YEAR:** The membership year of the Club shall be the calendar year.
8. **NON-PAYMENT OF DUES:** Only those members who have paid their annual dues for the current membership year shall be considered to be in good standing and entitled to voting rights and be eligible to serve on the Board of Governors of the Club. The name of any member who, after being given due notice, has not paid his dues on or before the 31st of March will be automatically removed from the membership records.
9. **RESIGNATION:** A member may resign at any time by emailing the BKC or sending written notice to the Secretary, P.O. Box HM 1455, Hamilton HM FX, Bermuda. No part of his annual dues shall be refunded to a resigning member.
10. **LIMITED LIABILITY:** The financial liability of a member of the Club to the creditors of the Club is limited to the amount due from him in respect of membership dues.

ARTICLE V
BYE-LAWS

The Bye-Laws of the Club bind each member thereof fully as though he had subscribed his name and affixed his seal thereto.

This Constitution and Bye-Laws shall be emailed or a copy of them be delivered to each member or transmitted to his last known address in the records of the Club or be available on the Internet at the Club website. But no person, whether a member or not, shall be absolved from the effect of these Bye-Laws on any allegation of not having received them or of ignorance of their contents of meaning.

BYE-LAWS

ARTICLE I

MEETINGS OF MEMBERS

1. The Annual General Meeting of the members shall be held on a date determined by the Board of Governors, within ninety days following the end of the year.
2. Special Meetings of the members may be called from time to time by the Board of Governors or shall be called upon a written, signed request of one-sixth of the total Honorary Life and Active membership in good standing being deposited at the registered office of the Club. Only business set forth in the notice of the meeting shall be considered at a Special Meeting of the members.
3. Notice of all meetings of the members shall be given to all members of good standing at least ten business days prior to the meeting either:
 - a. by delivering it to such member in person, in which case the notice shall be deemed to have been served upon such delivery;
 - b. by sending it by post to such Member's address in the register of members, in which case the notice shall be deemed to have been served seven days after the date on which it is deposited, with postage prepaid, in the mail;
 - c. by transmitting it by electronic means (including facsimile and electronic mail, but not telephone) in accordance with such directions as may be given by such member for such purpose, in which case the notice shall be deemed to have been served at the time that it would in the ordinary course be transmitted; or
 - d. by publication in a daily newspaper, in which case notice shall be deemed given on the date of publication.
4. The Board of Governors may fix any date as the record date for determining the members entitled to receive notice of and vote at any meeting of the members.
5. The time and place of holding any meetings of the members shall be determined by the Board of Governors, or in default of such determination, by the joint determination of that number of the total Honorary Life and Active membership in good standing eligible to deliver a notice requisitioning a Special Meeting of the members.
6. Save as herein otherwise provided seven Honorary Life and/or Active Members present shall constitute a quorum for the transaction of business at any meeting of members. If within one half hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened on the requisition of the members, shall be dissolved; in any other case it shall stand adjourned to the same day two weeks later at the same time and place; and if at the adjourned meeting a quorum of members is not present within fifteen minutes of the time appointed for the meeting, the members present shall constitute a quorum.
7. At any meeting of the members, each Honorary Life and Active Member shall have one vote. Unless otherwise specified in these bye-laws, votes may be cast either by hand or by ballot.
8. At any General Meeting a resolution put to the vote of the meeting shall, in the first instance, be voted upon by a show of hands and, every Member present in person and every person holding a valid proxy at such meeting shall be entitled to one vote and shall cast such vote by raising his hand.

Instrument of Proxy

An instrument appointing a proxy shall be in writing in substantially the following form or such other form as the chairman of the meeting of Members shall accept:

Proxy

Bermuda Kennel Club (the "Club")

I/We, [insert names here], being a Member of the Club in good standing, HEREBY APPOINT [name] of [address] or failing him, [name] of [address] to be my/our proxy to vote for me/us at the meeting of the Members to be held on [date] and at any adjournment thereof.

Signed this [date]

Member(s)

The instrument appointing a proxy must be received by the Club at the registered office or at such other place or in such manner as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Club in relation to the meeting at which the person named in the instrument appointing a proxy proposes to vote, and an instrument appointing a proxy which is not received in the manner so prescribed shall be invalid.

The decision of the chairman of any meeting of the Members as to the validity of any appointment of a proxy shall be final.

9. The Order of business at a Meeting of the members shall be as set out in the notice convening the Meeting of the members.

ARTICLE II

ELECTIONS

1. The election of Officers and Directors shall be by vote at the Annual General Meeting and the elected Board will take office immediately following the conclusion of the elections. Each retiring officer shall turn over to his successor in office all properties and records relating to that office within thirty days after the election.
2. It shall be the duty of the Board of Governors to prepare a list of candidates for election as Officers and Directors for the ensuing year. Such lists shall include the names of all eligible members of the Club who have signified their willingness to stand for election or re-election and shall be emailed to all members at the same time as notice is given of the Annual General Meeting.

Additional nominations for election to the board may be made by Honorary Life or Active members in good standing. Such nominations must be in writing, accompanied by the written consent of the nominee and must reach the Secretary at least seven days prior to the Annual General Meeting. Nominations cannot be made from the floor at the Annual General Meeting.

3. No Officer shall serve in the same capacity for more than three consecutive years unless re-elected by a majority vote of three-quarters of the members present and entitled to vote at an Annual General Meeting.
4. Candidates for election to the office of President or Vice-President must have served at least one year on the Board of Governors.
5. ELECTION OF OFFICERS: A majority of those present and voting shall elect. When there are more than two nominees for one office, and no one candidate has received a majority of all votes cast, those holding a plurality of the votes cast shall be elected.
6. ELECTION OF DIRECTORS: Where there are more than two nominees voting shall be by written ballot and the vacancies shall be filled by the two candidates receiving the plurality of the votes cast.

ARTICLE III

BOARD OF GOVERNORS

1. The Club shall be governed by a Board of Governors consisting of four Officers and a minimum of three Directors, who shall be elected at the Annual General Meeting, plus one Representative appointed by each of the breed and agility/obedience clubs in the Island. The business of the Club shall be managed and conducted by the Board. In managing the business of the Club, the Board may exercise all such powers of the Club as are not, by the Club's Constitution or by these Byelaws, required to be exercised by the Club in a General Meeting of the members.
2. The Officers of the Club shall be a President, Vice-President, Secretary and Treasurer.

3. All terms of office shall be for one year from the Annual General Meeting to the conclusion of elections at the next Annual General Meeting.
4. THE PRESIDENT: The President shall be the chief executive officer of the Club. He/she shall be ex-officio a member of all committees and Chairman of all meetings of the Board of Governors, of the Management Committee and of the Members.
5. THE VICE-PRESIDENT: The Vice-President shall assume the duties of the President in the case of the latter's resignation, absence or inability to function.
6. THE SECRETARY: The Secretary shall be responsible for giving all notices required to be given to members and governors. The Secretary shall be responsible for all official correspondence of the Club and for the safe custody of the seal of the Club. The Secretary shall have available for the use of the Board up-to-date copies of the Club's Bye-Laws, Rules and other directives.
7. THE TREASURER: The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements of the Club in proper books of account, and for depositing all monies and other valuable effects in the name and to the credit of the Club in such banks or institutions as the Board may direct. He/she shall disburse the funds of the Club up to a maximum amount authorized annually by the Board and shall render to the Board at its meetings or whenever required of him an account of his transactions as Treasurer and of the financial position of the Club. The fiscal year shall be the calendar year. A copy of the Club's annual financial statements shall be made available to each member at the Annual General Meeting and the Treasurer's accounts shall be subject to an independent annual review by a Chartered Accountant appointed by the Board of Directors.
8. A vacancy in any office excepting the Presidency may be filled at once for the unexpired term by the Board of Governors.
9. THE DIRECTORS: A vacancy among the Directors may be filled for the unexpired term by the Board of Governors.

ARTICLE IV

MEETINGS OF THE BOARD OF GOVERNORS

1. The Board of Governors shall meet at the call of the President (or, if there is no President, the Vice-President) but not less than three times annually.
2. A quorum shall consist of any four Directors or Officers (or any combination thereof).
3. The President (if any) or the Vice-President or a majority of the Board of Governors then in office may, and the Secretary on the requisition of a member of the Board of Governors shall, at any time summon a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a member of the Board of Governors if it is given to such Director or Officer verbally (including in person or by telephone) or otherwise communicated or sent to such Director or Officer by post, electronic means or other mode of representing words in a visible form at such Director's or Officer's last known address or in accordance with any other instructions given by such Director or Officer to the Club.
4. Members of the Board of Governors may participate in any meeting by such telephonic, electronic, or other communications facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

5. In the absence of the President and Vice-President, a Chairman elected by those members of Board present will conduct the meeting.
6. Each Officer and each Director shall have one vote at any meeting of the Board of Governors, and the majority vote of those members of the Board present and voting at a meeting of the Board of Governors shall be required for a resolution to be adopted by the Board of Governors. In the case of an equality of votes, the Chairman of the meeting of the Board of Governors shall have the deciding vote. Representatives of any breed or agility/obedience club shall be entitled to receive notice of meetings of the Board but shall not be entitled to vote nor shall be counted for the purposes of quorum.
7. Any member of the Board who misses three consecutive meetings without good cause shall be considered no longer a member of the Board. Where or not an absence is for good cause shall be determined by a majority of those members of the Board, excluding the member's whose absence is for determination.
8. A resolution signed by all the Directors and Officers, which may be in counterparts, shall be as valid as if it had been passed at a meeting of the Board duly called and constituted, such resolution to be effective on the date on which the last Director or Officer signs the resolution.

ARTICLE V
COMMITTEES

The Board of Governors shall designate all other Committees and appoint their respective Chairmen and may name Committee members. All such appointments shall be for the term of office of the Board.

ARTICLE VI
STAFF

The Board of Governors is empowered to employ such staff as it deems necessary to conduct the business of the Club, and to award honorariums.

ARTICLE VII
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with this Constitution and these Bye-Laws and any special rules of order the Club may adopt.

ARTICLE VIII
RECIPROCAL AGREEMENTS

The Board of Governors may enter into reciprocal agreements with any national club or organization maintaining registration records of pure-bred and/or mixed breed dogs,

ARTICLE IX
BREED, AGILITY, OBEDIENCE, RALLY & TRACKING CLUBS

The Board of Governors shall foster the creation of breed, agility, Tracking and obedience clubs under the jurisdiction of the Club.

ARTICLE x
DISCIPLINE

1. The Board of Governors shall have the power;
 - a. to expel, to suspend, to terminate membership and/or otherwise discipline any member, having first offered said member the opportunity to be heard;
 - b. to warn or to reprimand any person who, in the opinion of the Board, has done any act which is prejudicial to the objects or interests of the Club or to the interests of its members or their dogs.
2. The Board of Governors shall have the power to deprive any non-member of the privileges of the Club if, in the opinion of the Board, he has violated:

- a. A Bye-Law of the Club;
 - b. The Registration Rules;
 - c. The Dog Show Rules;
 - d. The Agility Trial Regulations and Standards;
 - e. The Obedience Trial Regulations and Standards;
 - f. The Rally Trial Regulations and Standards;
 - g. The Tracking Regulations; or
 - h. Any other rule of the Club.
3. Any person or persons may submit a charge or complaint by email to the Club or by writing to the Bermuda Kennel Club, P.O. Box HM 1455, Hamilton HM FX, Bermuda, with regard to any matter relating to the Club's objects or activities. Any such charge or complaint shall be referred to the Board of Governors.

ARTICLE XI

CHANGES IN CONSTITUTION AND BYE-LAWS

The Constitution and Bye-Laws cannot be changed or revised except by a majority vote of the Honorary Life and Active Members present at a General or Special Meeting after the proposed changes verbatim shall have been mailed or emailed to each member at least ten days prior to the date of such meeting. Or by email approval from at least ten Honorary Life and/or Active Members after the proposed changes verbatim shall have been emailed to each member.

ARTICLE XII

REPEAL

The Constitution and Bye-Laws of the Club and all amendments thereto, as heretofore in effect, are hereby repealed.