

**ONTARIO SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS BY-LAW
NUMBER TWELVE**

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BE IT ENACTED as a By-law relating generally to the conduct of the affairs of the Ontario Society for the Prevention of Cruelty to Animals (the “Society”), as follows:

ARTICLE 1 INTERPRETATION

1.1 Definitions

In this By-law, the following terms shall have the following meanings:

"Act" means the *Ontario Corporations Act*, R.S.O. 1990, c. C.38, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time;

"Affiliate Society" means a local Affiliate Society recognized as such by the Board;

"Annual General Meeting" means an annual meeting of the Voting Members of the Society;

"Annual Organizational Meeting" means the first meeting of the Board held following each Annual General Meeting;

"Auditor" means the auditor of the Society;

"Board" means the Board of Directors of the Society from time to time constituted;

"By-law" means this By-law and all other By-laws of the Society from time to time in force and effect;

"CEO" means the Chief Executive Officer of the Society;

"CFO" means the Chief Financial Officer of the Society;

"Chair" means the Chair of the Board;

"Committee" means a committee or, where the context permits, a subcommittee of the Board;

"Director" means a Director of the Society;

"Honourary Member" means a Class C Member of the Society;

"First Vice-Chair" means the first Vice-Chair of the Society or where there is only one Vice-Chair, means that Vice-Chair;

"Letters Patent" means any letters patent (including supplementary letters patent and letters patent of continuance) that may be issued in respect of the Society from and after the date hereof;

"Non-voting Member" means a Class A or a Class C Member of the Society;

"Ontario SPCA Act" means the *Ontario Society for the Prevention of Cruelty to Animals Act*, R.S.O. 1990, c. O.36, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time;

"Second Vice-Chair" means the second Vice-Chair of the Society, if such position is filled;

"Secretary" means the Secretary of the Society;

"Society" means the Ontario Society for the Prevention of Cruelty to Animals, an autonomous charity, registered in 1873, and a non-profit corporation incorporated in 1919 as the Ontario Humane Society under the Ontario Corporations Act;

"Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Voting Members duly called for that purpose;

"Standing Orders" means the standing policies and procedures that direct and guide all agents and inspectors of the Society in the proper performance of their duties.

"Treasurer" means the Treasurer of the Society;

"Vice-Chair" means the First Vice-Chair or, the Second Vice-Chair or either or both of them, as the context requires; and

"Voting Member" means a Class B Member of the Society.

1.2 Interpretation

In this By-law all references to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders. The insertion of headings in this By-law and the division into articles and sections are for convenience of reference only and shall not affect the interpretation of this By-Law. References to an Article or Section refer to the applicable article or section of this By-Law.

ARTICLE 2 GENERAL

2.1 Head Office

Until changed in accordance with the Act, the head office of the Society shall be at 16586 Woodbine Avenue, in the Town of Stouffville in the Province of Ontario or at such place within the Province of Ontario as the Board may fix from time to time by resolution.

2.2 Financial Year

The financial year of the Society shall terminate on the 31st day of December in each year or on such other date as the Board may determine from time to time by resolution.

2.3 Books and Records

The Board shall see that all necessary books and records of the Society required by this By-law or by any applicable statute or law are regularly and properly kept.

**ARTICLE 3
MEMBERS**

3.1 Membership

There shall be three classes of members of the Society: Class A Members, Class B Members and Class C Members.

3.2 Class A Members

- a) **Composition.** An Affiliate Society shall be a Class A Member of the Society.
- b) **Voting Rights.** A Class A Member shall not have any voting rights.
- c) **Admission.** The Board shall approve the admission of an Affiliate Society as a Class A Member.
- d) **Term.** Subject to the provisions in Section 3.2(e), a local charity shall be a Class A Member for so long as it is an Affiliate Society.
- e) **Termination.** An Affiliate Society shall cease to be a Class A Member if:
 - i) The Affiliate Society resigns as a Class A Member;
 - ii) The Class A Member is no longer recognized by the Board as an Affiliate Society; or
 - iii) The Affiliate Society is wound up, dissolved or otherwise ceases to exist.
- f) **Dues.** The Board shall have the power to determine the annual dues by each Class A Member and the manner in which the dues shall be payable. Such dues shall be levied equally among all Class A Members against each Class A Member's revenues.
- g) **Transferability.** Membership is non-transferable.

3.3 Class B Members

- a) **Composition.** A person so admitted in accordance with the provisions hereof shall be a Class B Member of the Society.
- b) **Voting Rights.** Class B Members shall have the right to receive notice of, attend, speak and participate at all meetings of Voting Members and the right to one vote on each motion brought at all meetings of Voting Members.
- c) **Admission.** Each Director of the Society who has been accepted into Class B membership in the Society by resolution of the Board shall be a Class B Member. All Class B Members must sign a voting membership statement to evidence their commitment to furthering

the object of the Society and to abide by the Letters Patent, if any, the By-laws and the policies of the Society.

- d) **Term.** Subject to the Act, a person ceases to be a Class B Member if such person ceases to be a Director by way of resignation, death or removal, or in the event of the dissolution of the Society. Where a person is no longer a Class B Member, then such person shall be deemed to have automatically resigned as a Director, an Officer and/or a Committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such person as a Committee member if the Board deems it appropriate in the circumstances.
- e) **Termination.** A person shall cease to be a Class B Member if:
 - i) Such person dies or resigns as a Class B Member;
 - ii) Such person ceases to be a Director in the Society; or
 - iii) The Board or the Voting Members pass a resolution in accordance with Article 5.4.
- f) **Resignation.** Any Class B Member may resign by delivering a written resignation to the Chair of the Board. A resignation shall be effective from the date specified in the resignation.
- g) **Dues.** No dues shall be paid by Class B Members.
- h) **Transferability.** Membership is non-transferable.

3.4 Class C Members

- a) **Composition.** Persons who the Board admits in its discretion based on their prior meritorious contributions to the Society or its object shall be Class C Members of the Society and who may be referred to as Honourary Members.
- b) **Voting Rights.** A Class C Member shall not have any voting rights.
- c) **Admission.** Persons may be admitted as Class C Members by the Board from time to time.
- d) **Term.** Membership for Class C Members shall be for a term set by the Board.
- e) **Termination.** A person shall cease to be a Class C Member upon the earliest of:
 - i) His or her death or resignation as a Class C Member; or

- ii) Upon the passage of a resolution by the Board approved by two-thirds of the Directors voting thereon at a meeting of the Board.
- f) **Dues.** No dues shall be paid by Class C Members.
- g) **Transferability.** Membership is non-transferable.

ARTICLE 4 VOTING MEMBERS' MEETINGS

4.1 Annual General Meeting of Voting Members

At every Annual General Meeting of Voting Members, in addition to any other business that may be transacted, the financial statements of the Society and the report of the Auditor thereon shall be presented; a Board shall be elected; an Auditor shall be appointed for the ensuing year; and, the remuneration of the Auditor shall be fixed or the Board shall be authorized to fix the remuneration of the Auditor.

4.2 General Meetings of Voting Members

The Board or the Chair shall have the power to call, at any time, a general meeting of Voting Members to consider any general or special business of the Society.

4.3 Place and Time of Meetings

Meetings of Voting Members shall be held at the head office of the Society or at any place within the Province of Ontario as the Board may determine and on such day and at such time as the Board may appoint.

4.4 Notice

- a) Notice of the time and place of all Annual General Meetings of the Voting Members shall be given not less than 21 days before the day on which the meeting is to be held and notice of the time and place of all other general meetings of the Voting Members shall be given not less than 21 days before the date on which the meeting is to be held. In each case, notice shall be given to each Voting Member of record who is entered in the books of the Society at the close of business on the day preceding the day on which such notice is given.
- b) Notice of a meeting of Voting Members, no matter how provided, shall state the general nature of the business to be transacted at it.
- c) The Auditor is entitled to receive all notices and other communications relating to any meeting of Voting Members that any Voting Member is entitled to receive.
- d) A statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

4.5 Error or Omission in Notice

No error or omission in giving notice of any meeting or any adjourned meeting of the Voting Members shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting.

4.6 Meetings Without Notice

A meeting of Voting Members may be held at any time without notice if all Voting Members entitled to vote thereat are present, or if those not present, either before or after the meeting, waive notice or otherwise consent in writing, by facsimile or by any other means of recorded electronic communication addressed to the Secretary to such meeting being held, and at such meeting any business may be transacted which the Society, at a meeting of Voting Members, may transact, provided that a quorum is present at such meeting.

4.7 Adjournments

Any meeting of the Voting Members may be adjourned, pursuant to a duly passed resolution to that effect, to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Voting Members is not required if the time and place of the adjourned meeting is announced at the original meeting while a quorum is present.

4.8 Chairing Meetings

The Chair, or the First Vice-Chair, in the Chair's absence, or the Second Vice-Chair, if any, in the absence of both the Chair and the First Vice-Chair, shall be the Chair at all meetings of the Voting Members. If no such person is present within 15 minutes from the time fixed for holding the meeting, the Voting Members present shall choose another person to be the Chair of the meeting.

4.9 Quorum

Quorum shall consist of a simple majority of the Voting Members of the Society. If a quorum is present at the opening of a meeting of Voting Members, the Voting Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.10 Votes to Govern

Unless otherwise required by the Act, the Ontario SPCA Act, the Letters Patent, if any, the By-law or otherwise by law, at any meeting of Voting Members, every motion shall be determined by a majority of the votes. In the case of an equality of votes, either upon a show of hands or upon a poll, the Chair of the meeting shall not have a second or casting vote and the motion shall be deemed to have been defeated.

4.11 Show of Hands

Unless a Voting Member demands a ballot, each motion shall be voted upon by a show of hands. Whenever a vote by show of hands is taken upon a motion, unless a vote by ballot is demanded, a declaration by the Chair of the meeting that the vote upon the motion has been carried or carried by a particular majority or not carried, an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any motion or other proceeding in respect of the said motion, and the result of the vote so taken shall be the decision of the Voting Members upon the said motion.

4.12 Vote by Ballot

Prior to the Chair of the meeting calling for a vote on a motion, a Voting Member may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the Chair of the meeting shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. The result of the vote by ballot shall be the decision of the Voting Members upon the said motion.

4.13 Persons Entitled to be Present

The only persons entitled to attend meetings of the Voting Members shall be the Voting Members, the CEO, the CFO, the Auditor and others who are entitled or required under any provision of the Act, the Ontario SPCA Act, the Letters Patent, if any, or the By-law to be present at the meeting. Any other persons may be admitted only on the invitation of the Chair of the meeting or with the consent of the majority of the Voting Members attending the meeting.

4.14 Rules of Order

Each meeting of the Voting Members shall be governed by such rules of order as have then most recently been adopted by the Board, or if none have been adopted, such rules of order as are approved at such meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act, the Ontario SPCA Act, the Letters Patent, if any, or the By-law, the provisions of the Act, the Ontario SPCA Act, the Letters Patent, if any, or the By-law shall prevail.

ARTICLE 5 DIRECTORS

5.1 Number of Directors

The affairs of the Society shall be managed by a Board comprised of no less than 10 and no more than 14 Directors of the Society. For one of the Director positions, preference will be given to a qualified candidate who is a member of an Indigenous Community.

5.2 Term

- a) Each Director who is elected at an Annual General Meeting shall be elected for a term expiring at the close of the third Annual General Meeting following his or her election or until his or her successor is elected or appointed unless:
 - i) Any such person was elected or appointed to complete the unexpired term of a former Director, in which case such person shall be elected for the remainder of such term; or
 - ii) Prior to the Annual General Meeting at which such person is elected as a Director, the Board determines that in the interests of providing for a staggered Board, the vacancy which he or she is being elected to fill shall be for a term expiring at the end of the second Annual General Meeting following his or her election.
- b) If qualified, each person who has completed a term of office as a Director shall be eligible for re-election; provided that no person may serve as an elected Director for more than six consecutive years. For greater certainty, if the sixth Annual

General Meeting following the date upon which a person was elected as a Director is later than the sixth anniversary of such Director's election, the Director may continue his or her term of office until such Annual General Meeting. Following an absence from the Board of 11 months or more, a person who had previously served as a Director for six consecutive years shall again be eligible to serve as a Director.

5.3 Qualifications

To be qualified to stand for election as a Director and to continue to serve as a Director each person must:

- a) Be 18 years of age or older;
- b) Be of sound mind;
- c) Not be an undischarged bankrupt;
- d) Not be a convicted felon;
- e) Have been duly nominated;
- f) Not be, nor within the 12 months preceding his or her election, have been, a paid employee of or paid service provider to the Society and not be, nor within the 12 months preceding his or her election have been, related to a paid employee of or paid service provider to the Society;
- g) Not be a direct or indirect owner of nor be an employee of any firm or business providing services to the Society;
- h) Not be an employee of an Affiliate Society;
- i) Not be related to another Director.

For the purposes of this Section, a person shall be deemed to be related to another person, if one of them is a child, stepchild, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew, niece, or first cousin of the other, or if one is married, living common-law, or is a member of the same household as the other. For greater certainty, a person who is employed by or who is paid to render services to a branch of the Society, is an employee of, or a paid service provider to, the Society.

5.4 Removal

A Director may be removed from his or her term of office before the expiration of his or her term by:

- a) A majority vote of the Board passed at a duly constituted meeting of the Board if the Board determines that the Director has been involved directly or indirectly in cruelty to animals or that the Director has contravened the Society's object or policies; or

- b) A resolution passed by two-thirds of the Voting Members at a duly constituted meeting of the Voting Members; provided that at such meeting, the Voting Members may elect any person who meets the qualifications set out in the place of the Director who has been removed, for the remainder of the term of such removed Director.

In either case, the Director shall be afforded the opportunity to present their position prior to the meeting.

5.5 Vacancy of Office

The office of a Director shall automatically be vacated when, if ever, such Director dies, resigns, becomes disqualified from being a Director, misses three consecutive meetings of the Board in any 12 month period, is charged or convicted of a crime or offence pertaining to the welfare or treatment of animals or is removed from office in accordance with Section 5.4. The resignation of a Director becomes effective at the time a written resignation is received by the Secretary or the Chair or at the time specified in the resignation, whichever is later, provided that the resignation date shall not be later than 90 days following the submission of the resignation.

5.6 Nominations

Directors shall be elected by the Voting Members from among the candidates duly nominated therefore by:

- a) The Nominating Committee; or
- b) The Board.

5.7 Filling Vacancies

If, as a result of any vacancy on the Board, there is not a quorum of Directors then in office, the remaining Directors shall forthwith call a special general meeting of the Voting Members to fill the vacancies. The vacancy shall be filled from among candidates who meet the requirements set out as qualifications for a Director.

5.8 Powers

The property, business and affairs of the Society shall be managed by the Board. The Board may, on behalf of the Society, exercise all the powers that the Society may lawfully exercise under the Act, the Ontario SPCA Act, the Letters Patent, if any, or otherwise including the power to:

- a) Acquire and hold as a purchaser, donee, devisee or legatee, or in any other capacity, any interest in real estate;
- b) Accept, receive and hold gifts, bequests or subscriptions of personal estate;
- c) Grant, lease, bargain for, mortgage, sell, assign or otherwise dispose of any of its real or personal estate;
- d) Erect, construct, equip and maintain such buildings and works as it considers advisable for its purposes; and

- e) Do all such other matters and things as it considers advisable for carrying out its object.

As part of the usual duties of the Board, the Directors will specifically have the power to set and measure strategic policy, goals and objectives of the Society.

5.9 Remuneration

Directors shall not, directly or indirectly, receive any profit or remuneration for acting as such, but shall be entitled to be compensated for reasonable expenses incurred by them in the performance of their duties in the course of transacting affairs on behalf of the Society.

ARTICLE 6 DIRECTORS' MEETINGS

6.1 Place of Meetings

Except as otherwise required by law, meetings of the Board shall be held either at the head office of the Society or at any place within the Province of Ontario as may be determined by the Board.

6.2 Meetings

The Board shall meet at least six times a year and may appoint a day or days in any month or months for regular meetings of the Board at a stated place and hour. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act, the Ontario SPCA Act or the By-law requires a matter proposed to be dealt with at that meeting to be specified. In addition, a meeting of the Board may be convened by the Chair, the Secretary or any two Directors. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

6.3 Notice

Notice of any meeting of the Board shall be given to each Director not less than seven days before the meeting is to take place. Except where the Act, the Ontario SPCA Act or the By-law requires it, a notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting. A statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

6.4 Error or Omission in Notice

No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting.

6.5 Meetings Without Notice

No formal notice of any meeting of the Board shall be necessary if all the Directors of the Board are present, or if those who are not present, either before or after the meeting, waive notice or otherwise signify their consent to the Secretary to such meeting being held in their absence, and at any such meeting, any business may be transacted which the Society, at a meeting of the Board, may transact, provided a quorum of the Board is present. No notice of an Annual Organizational Meeting shall be necessary in order for the meeting to be duly constituted, provided that a quorum of the Board is present.

6.6 Adjournments

Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.7 Quorum

A quorum for the transaction of business at any meeting of the Board shall consist of a simple majority of Directors then entitled to be in office. No formal business shall be transacted at any meeting of the Board if at that time a quorum is not present.

6.8 No Quorum Present

In the event that there is no quorum of Directors within 30 minutes of the time appointed for a meeting of the Board, the names of those Directors who are present shall be recorded by the Secretary and informal discussions may be held. Any decisions made at such an informal meeting are to be tabled at the immediately succeeding meeting of the Board for approval and may not be acted upon until such approval is given. In the event that there ceases to be a quorum of Directors during a meeting, those Directors remaining may hold an informal discussion and, so long as two Directors continue to be present, may call a subsequent meeting of the Board. Any decisions made after there ceased to be a quorum are to be tabled at the immediately succeeding meeting for approval and may not be acted upon until such approval is given.

6.9 Votes to Govern

Subject to the Act, the Ontario SPCA Act, the Letters Patent, if any, and the By-law, each Director is authorized to exercise one vote on every motion at a meeting of the Board and every motion shall be voted on and decided by a majority of the votes cast on the motion. In the case of an equality of votes cast at a meeting of the Board, the Chair of the meeting shall not be entitled to exercise a second or casting vote and the motion shall be deemed to have been defeated.

6.10 Show of Hands

Unless a Director demands a ballot, each motion presented at a meeting of the Board shall be voted upon by a show of hands. Upon a show of hands, each Director shall have one vote. Whenever a vote by a show of hands shall have been taken upon a motion, a declaration by the Chair of the meeting that the vote upon the motion has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any motion or other proceeding in respect of the said motion, and the result of the vote so taken shall be the decision of the Board upon the said motion.

6.11 Vote by Ballot

Prior to or after the Chair of the meeting calling for a vote on a motion, a Director may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the Chair of the meeting shall direct. In the case of meetings by teleconference or other electronic means, the vote may be taken

by facsimile transmission or another method of communication that produces a paper record. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a vote by ballot, each Director present in person shall have one vote and the result of the vote by ballot shall be the decision of the Board upon the said motion.

6.12 Resolutions in Writing

Notwithstanding any other provision of this By-law to the contrary, a resolution in writing signed by all of the Directors is as valid and effective as if it had been passed at a meeting of such Directors duly called, constituted and held for that purpose. Such resolution in writing may be signed in counterpart and satisfies all the requirements of this By-law relating to meetings of the Directors.

6.13 Chairing Meetings

The Chair, or the First Vice-Chair, in the Chair's absence, or the Second Vice-Chair, if any, in the absence of both the Chair and the First Vice-Chair shall be the Chair at all meetings of the Board. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the Directors present shall choose one of their number to be Chair of the meeting.

6.14 Meetings by Teleconference

If a majority of the Directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Any such consent shall be effective whether given before or after the meeting to which it relates. A quorum shall be established and votes shall be recorded by voice identification of each Director by a roll call of Directors participating in the meeting.

6.15 Meeting by Other Electronic Means

Any one or more Directors, may meet by any other electronic means that permits each Director to communicate adequately with each other, provided that the Board has passed a resolution addressing the mechanics of holding such a meeting, including how security issues should be handled and the procedure for establishing a quorum and recording votes and provided further that a majority of the Directors have consented to meeting by electronic means. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board or with respect to only a specific meeting of the Board. Each Director must have equal access to the electronic means of communication to be used.

6.16 Directors Deemed to be Present

A Director participating in any meeting of the Board by conference telephone facilities or by any other electronic means is deemed to be present at the meeting.

6.17 Persons Entitled to be Present

The only persons entitled to attend meetings of the Directors shall be the Directors, the CEO, the CFO and others who are entitled or required under any provision of the Act, the Ontario SPCA Act, the Letters Patent, if any, or the By-law to be present at the meeting. Any other persons may be admitted only on the invitation of the Chair of the meeting or with the consent

of all the Directors attending the meeting. For greater certainty, only the Directors, the CEO and the CFO will have the right to speak at such meetings although others present at such meetings in accordance with the Act, the Ontario SPCA Act or the Letters Patent, if any, or the By-law may be allowed to speak with the consent of the majority of the Directors attending meeting.

6.18 Rules of Order

Each meeting of the Board shall be governed by *Robert's Rules of Order* or such other rules of order as have then most recently been adopted by the Board (the "Rules of Order"); provided that, in the event of a conflict between such Rules of Order and one or more provisions of the Act, the Ontario SPCA Act, the Letters Patent, if any, or the By-law, the provisions of the Act, the Ontario SPCA Act, the Letters Patent, if any, or the By-law, as the case may be, shall prevail.

ARTICLE 7 COMMITTEES

7.1 General Definition

The Committees constituted by the Board, and at the Boards' discretion, shall be either:

- a) Standing Committees, being those Committees whose duties will normally be continuous, and which shall include: an Executive Committee, a Finance Committee, a Nominating Committee and an Affiliate Relations Committee; or
- b) Special Committees, being those Committees appointed with specific duties and responsibilities of a non-recurrent nature, the powers of which will expire with the completion of the task assigned.

The Board may, at its discretion, conduct business relating to any Committee at any meeting of the Board. When a Board Committee is active, it shall conduct business within the terms of reference as approved by the Board.

7.2 Composition

The composition of the Executive Committee, the Finance Committee, the Nominating Committee and the Affiliate Relations Committee and designation of their Chairs shall be as set out in Article 8, Article 9, Article 10 and Article 11 respectively.

Except as otherwise herein provided, the Chair, Vice-Chair and members of any Committee shall be appointed by resolution of the Board in conformity with any terms of reference approved by the Board.

At least one member of each Committee shall be a Director otherwise, except as expressly provided herein or in any terms of reference approved by the Board for a Committee, membership on a Committee may be extended to those who are not Directors.

7.3 Responsibilities

The responsibilities of the Executive Committee, the Finance Committee, the Nominating Committee and the Affiliate Relations Committee shall be as set out in Article 8, Article 9, Article 10 and Article 11 respectively.

The responsibilities of all other Committees referred to in, or created pursuant to, Section 7 shall be as determined by the Board from time to time.

7.4 Disbanding

The Board shall have the power to disband any Committee that it creates with the exception of the Executive Committee.

7.5 Persons Entitled to be Present

The only persons entitled to attend meetings of a Committee shall be the members of such Committee, the CEO, the CFO, the Directors and others who are entitled or required under any provision of the Act, the Ontario SPCA Act, the Letters Patent, if any, or the By-law to be present at the meeting. Any other persons may be admitted only on the invitation of the Chair of the meeting or with the consent of the majority of persons attending the meeting. For greater certainty, only the members of the Committee will have the right to vote and speak at such meetings although others present at such meetings shall be allowed to speak with the consent of the majority of persons attending the meeting.

7.6 Term

Each person appointed to a Committee shall be appointed to hold office until the first Annual General Meeting held after such person is appointed to such Committee.

A person who has completed his or her term as a member of a Committee may be reappointed to such Committee so long as he or she is otherwise qualified.

7.7 Meetings

Unless otherwise provided for in this By-law, the provisions relating to meetings of the Board shall apply to meetings of a Committee as though all references therein to the Board and the Directors were to such Committee and the members of such Committee, respectively, provided that the rules of procedure adopted by the Board, if any, shall be the rules applicable to meetings of all Committees.

7.8 Chair's Report

The Chair of each Committee shall submit a report of the proceedings of each meeting of the Committee at the next regular meeting of the Board following each such meeting and such report may take the form of minutes of the meeting or a written report.

ARTICLE 8 EXECUTIVE COMMITTEE

8.1 Composition

The Executive Committee shall be comprised of the Chair, the Vice-Chair, or Vice-Chairs, the Secretary and the Treasurer.

8.2 Powers

The Executive Committee shall have full power and authority to act for and on behalf of the Board between meetings of the Board, subject to any restrictions that the Board may impose on it.

8.3 Chair of Executive Committee Meetings

The person holding the office of the Chair shall be Chair of the Executive Committee and the person holding the office of the First Vice-Chair shall be Vice-Chair of the Executive Committee.

ARTICLE 9 FINANCE COMMITTEE

9.1 Composition

The Finance Committee shall be comprised of the Treasurer, who serves as the Chair of the Finance Committee, and two or more other Committee members, who may or may not be Directors of the Society.

9.2 Powers

The Finance Committee shall have the authority to oversee financial controls, policies and key operational functions including the budgeting process, financial updates, investment management, financial forecasts, risk management, regulatory compliance and the audit process.

ARTICLE 10 NOMINATING COMMITTEE

10.1 Composition

The Nominating Committee shall be comprised of the Chair and two or more other Directors selected by the Chair of the Nominating Committee, in consultation with the Chair, the First Vice-Chair and the CEO.

10.2 Powers

It shall be the responsibility of the Nominating Committee to:

- a) Seek out and identify persons to place in nomination for election;
- b) Facilitate the process by which the Board shall have the right to place names of persons in nomination for election prior to each Annual General Meeting or at other times where the Board in its sole discretion requests it to do so; and
- c) Oversee the publication of the list of nominees for the Voting Members of the Society.

In carrying out its duties, the Nominating Committee shall have due regard to the special skills or qualifications or experience required to be reflected in the Directors as well as the commitment of the persons to animal welfare and the object of the Society.

ARTICLE 11 AFFILIATE RELATIONS COMMITTEE

11.1 Composition

The Affiliate Relations Committee shall be comprised of the Committee chair and two or more other Directors selected by the Chair of the Affiliate Relations Committee, in consultation with the Board Chair, the First Vice-Chair and the CEO. In addition, the Chair of the Affiliate Relations Committee, in consultation with the Chair, the First Vice-Chair and the CEO, may appoint additional Committee members from within the membership of the Affiliate Societies. Provisions in this By-law regarding conflict of interest shall apply to this Committee and its members.

11.2 Powers

The Board of Directors has sole discretion to determine whether or not a local charity is granted Affiliate Society status. The Board may, at its discretion, directly conduct business related to Affiliate Relations, as part of a regular meeting of the Board or at a special meeting of the Board. When the Affiliate Relations Committee is active, the Committee shall:

- a) Review all applications of local charities wishing to be recognized as Affiliate Societies and, having regard to the criteria and processes set out in this By-Law, make recommendations to the Board thereon;
- b) Review complaints and allegations of impropriety received by the Board or the Society against Affiliate Societies where the Board or the CEO determines such complaints or allegations are material enough to potentially lead to a recommendation of the Committee on the de-recognition, including suspension, or revocation of the affiliate status of the Affiliate Society including in circumstances where:
 - (i) It has ceased to be registered as a charitable organization with Canada Revenue Agency;
 - (ii) It has ceased to have the welfare of or the prevention of cruelty to animals as one of its objects;
 - (iii) It has failed to comply with the undertakings made in its application for affiliate status or in any subsequent undertaking given to the Society; or
 - (iv) It has taken any actions that might bring the reputation of the Society into disrepute; and
- (c) Make recommendations to the Board on the de-recognition, including suspension, or revocation of the status of Affiliate Societies in compliance with the processes set out in this By-law.

ARTICLE 12 OFFICERS

12.1 Officers

The officers of the Society shall be composed of:

- a) A Chair who shall be the Chair and the President of the Society and who shall be a Director;
- b) Up to two Vice-Chairs who shall both be Directors; provided that if there are two, one shall be designated by the title "First Vice-Chair" and the other shall be designated by the title "Second Vice-Chair";

- c) A Secretary who shall be a Director;
- d) A Treasurer who shall be a Director;
- e) A Chief Executive Officer who shall not be a Director; and
- f) A Chief Financial Officer who shall not be a Director.

A person may hold more than one office as long as he or she is qualified to hold each such office.

12.2 Duties of Officers

- a) Chair — The Chair, when present, shall preside at all meetings of the Voting Members and the Board and the Executive Committee and shall sign all contracts, documents or instruments in writing which require his or her signature and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him or her by resolution of the Directors. The Chair shall be an ex-officio member of all Committees.
- b) Vice-Chair — The Vice-Chair, where there is only one Vice-Chair, or the First Vice-Chair where there are two, shall be vested with and may exercise all of the powers and perform all of the duties of the Chair where the Chair is absent or unable or unwilling to act. He or she shall also perform other duties as are determined by the Board from time to time. The Second Vice-Chair, if any, shall be vested with and may exercise all of the powers and perform all of the duties of the Chair where the Chair and the First Vice-Chair are both absent or unable or unwilling to act. He or she shall also perform other duties as are determined by the Board from time to time.
- c) Secretary — The Secretary shall oversee the safe keeping of the records of the Society and shall distribute copies of minutes of the meetings of the Board, its Committees and the Voting Members as required. The Secretary shall issue all notices required to be provided by the Secretary hereunder or under the Act or the Ontario SPCA Act.
- d) Treasurer — The Treasurer shall oversee the proper keeping of all accounting records as required by the Act and the Ontario SPCA Act and ensure that appropriate financial controls and processes are in place and shall report to the Board on the financial position of the Society. The Treasurer shall present to the Annual General Meeting the financial statements of the Society as audited by the Auditor, as appointed by the Board. The Treasurer shall also regularly report to the Board the financial position of the Society and present a quarterly statement of receipts and expenses to the Board. In co-operation with the Chief Executive Officer and the Chief Financial Officer, the Treasurer shall submit to the Board a budget for each ensuing year.
- e) CEO — The CEO shall be charged with the general management and supervision of the affairs and operation of the Society. The CEO shall attend all meetings of the Voting Members, the Board and the Committees except where the Chair of the meeting determines that it is inappropriate for the CEO to attend due to the nature of the matter being discussed. The CEO may be an employee of the Society.

- f) CFO — The CFO shall be charged with the management and supervision of the financial affairs of the Society. The CFO shall attend all meetings of the Voting Members, the Board and the Committees except where the Chair of the meeting determines that it is inappropriate for the CFO to attend due to the nature of the matter being discussed. The CFO may be an employee of the Society.

12.3 Delegation of Duties

If any officer of the Society is unable to carry out his or her duties, or for any other reason that the Chair may deem sufficient, the Chair may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

12.4 Term of Office

All officers shall hold office until the Annual General Meeting following his or her appointment as an officer. A person who has completed his or her term as an officer may be re-appointed to such office, if he or she is otherwise qualified.

12.5 Removal

The Directors may, by resolution passed by a majority of the votes cast at a Board meeting of which notice specifying the intention to pass such resolution has been given, remove any person as an officer before the expiration of such person's term of office.

12.6 Vacancies

The office of an officer shall automatically be vacated upon:

- a) That officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or the Chair or at the time specified in the resignation, whichever is later, provided that the resignation date shall not be later than 90 days following the submission of the resignation;
- b) That officer being removed by the Board;
- c) That officer ceasing to be a Director, where the officer is required to be a Director; or
- d) That officer's death.

If an office becomes vacant in any of the circumstances described in this Section 12, the Board may appoint a qualified person to fill such vacancy for the remainder of the term.

12.7 Remuneration

If an officer is an employee of the Society, he or she shall be paid such remuneration for services provided to the Society as the Board may from time to time determine.

12.8 Senior Employees

The CEO shall be authorized from time to time to designate a title or titles to one or more senior employees of the Society or to others who, as part of their employment, render services to the Society provided that:

- a) No such person shall be or shall be deemed to be an officer of the Society for the purposes of the By-law, the Letters Patent, if any, the Act or the Ontario SPCA Act; and
- b) Such persons shall be granted titles consistent with those set out on the Society's organizational chart, as most recently approved by the Board.

12.9 Agents and Attorneys

The Society, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Society in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

ARTICLE 13 DECLARATION OF INTEREST

13.1 Definitions

For the purposes of this Article 13:

- a) Two persons are partners if they have lived together for at least one year and have a close personal relationship that is of primary importance in both persons' lives; and
- b) Two persons are relatives if they are related by blood, marriage or adoption.

13.2 Interest in a Contract or Transaction

A Director who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board, or a Director who has knowledge that his or her partner or a relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board shall:

- a) Declare to the Board the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is to be considered;
- b) Refrain from taking part in any discussion or vote related to the matter; and
- c) Withdraw from the meeting when the matter is being discussed if required to do so by a majority of Directors present at the meeting, or if the Director in his or her discretion wishes to do so.

13.3 Effect of Disclosure

A Director who has declared his or her interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the Society, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director holding that office or of the fiduciary relationship established thereby.

13.4 Failure to Declare

Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by a resolution carried by two-thirds of the Directors present at the meeting,

that a conflict of interest exists and in each such case the provisions of Section 13.2(b) and (c) shall apply as if the Director had declared the interest.

13.5 Business Dealings with the Society

Directors shall inform the Secretary annually of direct or indirect business dealings with the Society. Such information shall be available to other Directors upon request.

ARTICLE 14 TERMS OF AFFILIATION

14.1 Intent

This Article 14 sets out:

- a) The terms and conditions to be met by local charities (sometimes referred to herein as Affiliate Societies) seeking to obtain or maintain affiliation with the Society so that they may function as Societies having as their object the welfare of or the prevention of cruelty to animals in compliance with Section 10 of the Ontario SPCA Act, and
- b) The procedure to be followed by the Society in reviewing and approving applications of such organizations for designation as Affiliate Societies and on the de-recognition, including suspension, or revocation of such status.

14.2 Applications for Affiliation

The Society reserves the right to determine the composition of its service areas and territories across the province, including the right to determine which local charities, if any, are granted status as Affiliate Societies. Any organization which is registered as a charitable organization with the Canada Revenue Agency having for its object the welfare of or the prevention of cruelty to animals may apply for affiliation with the Society by transmitting to the Chair a certified true copy of a resolution of its Board of Directors authorizing its President/Chair or another officer to seek affiliation with the Society and, in that regard:

- a) Agreeing to comply with the By-law and policies of the Society as they apply to Affiliate Societies and, if this is not already the case, to amend its own By-law and policies to make them consistent with those of the Society;
- b) Agreeing to comply with all laws of Ontario and Canada having to do with the welfare of or the prevention of cruelty to animals and the operation of animal shelters;
- c) Agreeing to provide therewith and from time to time thereafter as requested by the Board, as supporting documentation, an audited financial statement of all revenues and expenditures of such Affiliate Society relating to its immediately preceding fiscal year;
- d) Agreeing to create and maintain accurate records of all aspects of its activities on forms prescribed by the Society, in particular those related to cruelty investigations, shelter operation and charitable donations;
- e) Agreeing to negotiate with the Society and neighbouring Affiliate Societies such modification to the area served by the applicant as may be necessary in the public interest. The Society reserves the right to determine its territories and areas served by its Affiliate Societies; and

- (f) Refraining from any actions that would result in reputational damage to the Society, its branches and its Affiliate Societies, including but not limited to legal action, media or social media campaigns or public demonstrations.

In a letter transmitting the above resolution to the Chair, the president of the local charity shall describe in terms of urban or rural municipalities or counties of Ontario where possible, the area it proposes to serve and, if relevant, the status of any negotiations with the Society and neighbouring Affiliate Societies to resolve gaps or overlaps.

In the same letter, the President/Chair of the local charity shall supply evidence that the application for affiliation is supported by a majority of the members of the local charity. Where there is doubt, the Society may require the applicant to consult its members in a general meeting before the application is further processed.

In the same letter, the President/Chair of the local charity shall also provide data on the number and types of animals received by the local charity in the most recent calendar year and their disposition. It shall also be indicated, in relation to animal care, whether the local charity operates a local animal shelter or whether it wishes to:

- a) Operate its own local shelter;
- b) Join neighbouring Affiliate Societies in the establishment of a regional shelter operated jointly by its users or by the Society under contract; or
- c) Contract with the Society for the management of its shelter and any related service contracts, if any.

Finally, as attachments to the same letter, the President/Chair of the local charity shall provide copies of the local charity's:

- a) Charter of incorporation;
- b) Current By-law and any policies governing its activities; and
- c) A list of the names, addresses, email addresses, telephone and fax numbers of its current officers and directors.

14.3 Procedures

The Affiliate Relations Committee shall, at the request of the Chair:

- a) Review and report to the Board on any application of a local charity for affiliation with the Society;
- b) Review and report to the Board on any complaint that has been referred to it; and
- c) In doing so, the Board shall review all information it considers necessary in order to determine such matter.

Where information provided to the Affiliate Relations Committee is insufficient for the Committee to make a recommendation, the Committee may request additional information be provided to it.

Before making a recommendation to the Board that the status of an Affiliate Society be de-recognized or that any other penalties be imposed and before making a recommendation to the Board that it not grant affiliate status to a local charity, the Affiliate Relations Committee may

provide the subject local charity with an opportunity to make written submissions to the Affiliate Relations Committee on the matter.

The recommendation of the Affiliate Relations Committee shall be transmitted in writing to the subject local charity by the Chair, within 14 days of the issuance of the report of the Affiliate Relations Committee.

Before revoking the status of an Affiliate Society or invoking any other penalties, or before resolving not to grant affiliate status to a local charity, the Board may provide the Affiliate Society or local charity with an opportunity to make submissions to it on the matter.

The decision of the Board to revoke the status of an Affiliate Society or invoke any other penalties, or not to grant affiliate status to a local charity, shall be transmitted to such Affiliate Society by the Chair, within 14 days thereof.

For greater certainty:

- a) The Board shall be free to accept or reject the recommendations of the Affiliate Relations Committee in whole or in part and to invoke other penalties (in addition to or instead of those proposed by the Affiliate Relations Committee); and
- b) No Director shall participate in the decision of the Board regarding the revocation of the status of an Affiliate Society or the invocation of other penalties on an Affiliate Society or the granting of affiliate status to a local charity, where that Director participated in the recommendation thereon put before the Board by the Affiliate Relations Committee.

14.4 Ongoing Requirements

Each local charity recognized as an Affiliate Society on the day that this By-law comes into force and effect shall be deemed to have made the undertakings set out in Section 14. At the request of the Chair of the Society, from time to time, an existing Affiliate Society shall deliver to the Society any or all of the resolutions, agreements and/or other materials referred to above, current to the date of such request.

14.5 Boundaries

From time to time the Society may require an Affiliate Society to alter the geographic area it serves. No Affiliate Society may change the area it serves without the written authorization of the Society. The Society shall have the right to make adjustments in boundaries to prevent overlapping or uncovered territory. The Board may develop a policy that addresses animal welfare and territorial jurisdiction.

Prompt alleviation of suffering of animals at any time and place being the object of the Society and its Affiliate Society, undue attention shall not be paid to territorial jurisdiction if there are known to be circumstances calling for action, nor is an Affiliate Society, the territory of which has been entered by the Society or by another Affiliate Society, to take offence, remembering that all are working for the same cause. When time permits, prior notice shall be given or agreement reached where responsibility or jurisdiction is in doubt. If agreement cannot be reached, the decision of the Chair or the CEO shall prevail.

When an inspector with the provincial authority is needed, but one in the direct employ of the Society is not available, the Secretary, Chair or the CEO may arrange to second a qualified inspector from an Affiliate Society and the Society shall reimburse the Affiliate Society for the

services of the inspector at a rate to be determined, from time to time, by the Board. While the Chair and/or CEO are not empowered to give orders to an inspector of an Affiliate Society without that Affiliate Society's prior consent, all Affiliate Societies are enjoined to co-operate to the full in these arrangements in order that the cause for which the Society and all Affiliate Society are working may benefit from united action and the pooling of resources.

ARTICLE 15 INSPECTORS AND AGENTS

15.1 General Policy

The following terms shall have the means ascribed to them:

"Inspector" means a full-time employee of the Society or an Affiliate Society;

"Agent" means an employee or volunteer of the Society or an Affiliate Society so; and

"Chief Inspector" means the person appointed by the Society provided that if the position is vacant or if the person so appointed is unable to act, references in this article to Chief Inspector shall be deemed to be references to the CEO.

15.2 Appointments, Suspensions and Cancellations

- a) The Board shall approve the appointment of the Chief Inspector, who shall be responsible for the investigations program of the Society. The Chief Inspector shall report to the CEO.
- b) The following shall apply to the appointments of Inspectors and Agents:
 - (i) The Chief Inspector has the responsibility of identifying and appointing Inspectors and Agents;
 - (ii) Where a candidate for appointment as an Inspector or Agent has passed all the examinations and requirements determined to be necessary by the Chief Inspector and has been shown to be suitable for appointment, the Chief Inspector may issue an identity card, appoint the Inspector or Agent, and the Agent or Inspector is thereby appointed (initially on a probationary basis if so determined by the Chief Inspector);
 - (iii) The Chief Inspector may appoint a person who has not passed all the examinations and requirements determined to be necessary by the Chief Inspector but is otherwise suitable as an acting Agent or an acting Inspector for a period of up to 12 months where it is necessary for the discharge of the Society's responsibilities;
 - (iv) The Chief Inspector has no obligation to appoint any person as an Agent or an Inspector;
 - (v) The appointment card, badge and materials provided to an Inspector or Agent are and remain the property of the Society and shall be returned upon request of the Chief Inspector; and
 - (vi) The Chief Inspector may from time to time set the process and qualifications needed for appointment as an Agent or Inspector; provided that such processes shall not be inconsistent with the provisions of the Ontario SPCA Act, any other applicable law, the By-law or any other

policies of the Society. This includes requiring the applicant to attend and pass an examination or examinations, to show proof of good character and to produce a criminal reference check (police certificate) and references.

15.3 Suspensions and Revocations

The Chief Inspector shall investigate any allegation he or she receives or any circumstances of which he or she becomes aware that suggests that an Agent or Inspector has:

- a) Failed, or is failing, to comply with one or more of his or her obligations;
- b) Misconducted himself or herself, including by breaching any of the provisions of Section 15; or
- c) Failed to disclose information, or has misled the Society in relation to information that was provided for the person's appointment.

Where the Chief Inspector determines that it is appropriate, he or she may retain a third party to investigate the matter. The Agent or Inspector that is the subject of such investigation shall cooperate fully with the investigation and shall be given an opportunity to make written or oral submissions.

Where the Chief Inspector determines that the continued status of the person as an Agent or an Inspector during the period of investigation would jeopardize the reputation of the Society or the safety of animals or the public, he or she may suspend the status of such person as an Agent or an Inspector during the period of investigation. While suspended, a person does not have the power or authority of an Agent or Inspector. Any suspension shall be in writing and shall state the reasons for the suspension and the rights of the suspended Agent or Investigator to address the Chief Inspector prior to a determination being made as to the revocation of his or her appointment.

If at the conclusion of the investigation, the Chief Inspector determines that there is no reasonable basis to conclude that Inspector or the Agent:

- a) Has failed, or is failing, to comply with one or more of his or her obligations set out in Section 15;
- b) Has misconducted himself or herself, including by breaching any of the provisions of Section 15; or
- c) Has failed to disclose information, or has misled the Society in relation to information that was provided for the person's appointment;

the matters shall be reported to the Agent or Investigator and the matter shall be at an end. If the Agent or the Inspector's status had been suspended, it shall be restored.

If at the conclusion of the investigation, the Chief Inspector determines that there, is a reasonable basis upon which to conclude that the Agent or Inspector:

- a) Has failed, or is failing, to comply with one or more of his or her obligations;
- b) Has misconducted himself or herself, including by breaching any of the provisions of Section 15; or
- c) Failed to disclose information, or has misled the Society in relation to information that was provided for the person's appointment;

the Chief Inspector may continue, issue or lift any suspensions, revoke the appointment or set terms for continued status of the Agent or Inspector, all as it determines appropriate. The decision of the Chief Inspector shall be final.

15.4 Standing Orders

The Chief Inspector may issue Standing Orders from time to time. All such Standing Orders shall be in compliance with the Ontario SPCA Act, the Letters Patent, if any, the By-law and any policies and procedures of the Society.

15.5 Indigenous Band Councils

The Society and any Affiliate Society so designated by the Society may enter into agreements with Indigenous Band Councils, or other government agencies.

ARTICLE 16 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

16.1 Limitation of Liability

Except as otherwise provided in the Act, no Director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director, officer, employee or agent or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom 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 Society or for any loss, damage or misfortune occasioned by any error of judgment or oversight on such person's part or otherwise in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own wilful act or wilful neglect or wilful default.

16.2 Indemnity

Every Director and officer of the Society and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

- a) All costs, charges and expenses whatsoever which said Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or officer in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or officer in or about the execution of the duty of such Director's or officer's office; and
- b) All other costs, charges and expenses which such Director or officer sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by such Director's or officer's wilful act, neglect, default, dishonesty or otherwise acting in bad faith.

16.3 Insurance

Subject to the Act and all other relevant legislation, the Society may purchase and maintain insurance for the Directors and officers of the Society against any liability incurred by any Director or officer, in the capacity as a Director or officer of the Society, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Society. The cost of such insurance shall be paid for out of the funds of the Society.

16.4 Expenses Paid in Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society.

16.5 Other Remedies Available

The indemnification herein provided shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Letters Patent, if any, or the By-law or any agreement, vote of the Voting Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding any office with the Society and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 17 EXECUTION OF DOCUMENTS, BANKING AND BORROWING

17.1 Signatories

Deeds, transfers, assignments, contracts, obligations, certificates and other documents (collectively, "instruments"), may be signed on behalf of the Society by any two Directors or officers of the Society, and all instruments so signed shall be binding upon the Society without any further authorization or formality. In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

17.2 Facsimile Signatures

The signature of any person authorized to sign on behalf of the Society may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

17.3 Banking

The banking business of the Society shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority

of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

17.4 Borrowing

Subject to the limitations set out in the Letters Patent, if any, the Board may from time to time:

- a) Borrow money upon the credit of the Society;
- b) Limit or increase the amount to be borrowed;
- c) Issue debentures or other securities of the Society;
- d) Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- e) Secure any such debentures, or other securities, or any other present or future borrowing or liability of the Society, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Society, and the undertaking and rights of the Society; and
- f) Delegate to such one or more of the Directors or officers of the Society as may be designated by the Directors all or any of the powers conferred by this Section 17 to such extent and in such manner as the Board shall determine at the time of each delegation.

17.5 Board Delegation

From time to time, the Board may authorize any Director or officer of the Society to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Society as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

ARTICLE 18 NOTICE

18.1 Notice

Whenever notice is required to be given under the Act or this By-Law, notice shall be deemed to have been sufficiently given if sent in writing to the last known address of the addressee recorded on the books of the Society and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission, which produces a paper record. Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the business day it was delivered or sent by electronic means or on the third business day after it was mailed.

18.2 Undelivered Notices

If any notice given to a Voting Member is returned on two consecutive occasions because such Voting Member cannot be found, the Society shall not be required to give any further notice to such Voting Member until such Voting Member informs the Society in writing of the Voting Member's address.

18.3 Signatures

The signature on any notice or other communication or document to be sent to the Society may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

18.4 Omission of Notice Does Not Invalidate Actions

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- a) By accident, notice was not sent to any person;
- b) Notice was not received by any person; or
- c) There was an error in a notice that did not affect the substance of that notice.

18.5 Computation of Time

In computing the date when notice must be given under any provision requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

18.6 Waiver of Notice

Any Voting Member, Director, officer or Auditor may waive any notice required to be given under any provision of the Act, the Letters Patent, if any, the By-law or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE 19 AUDITOR

19.1 Auditor

Subject to the provisions of the Act, at the first general meeting of Voting Members and at each Annual General Meeting thereafter, one or more Auditors shall be appointed to audit the financial statements of the Society for report to the Voting Members at each Annual General Meeting and, to hold office until the next Annual General Meeting. If the Voting Members fail to do so, the Auditor in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of Auditor but, while a vacancy continues, the surviving or continuing Auditor, if any, may act. A person other than a retiring Auditor is not capable of being appointed Auditor at such a meeting unless the notice requirements of the Act have been met. An Auditor may not be an officer, director or employee of the Society.

ARTICLE 20 BY-LAW

20.1 Amendment of By-law

The Board may, from time to time, amend, repeal or re-enact the By-law but no By-law shall be effective until ratified by a majority of the votes cast at a meeting of the Voting Members duly called for that purpose.

