

**THE TORONTO HUMANE SOCIETY
GENERAL OPERATING BY-LAW
No. 1-2011**

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THE TORONTO HUMANE SOCIETY
BY-LAW No. 1-2011

A by-law made in furtherance of the provisions
of the Corporations Act and relating generally to the
conduct of the affairs of the Toronto Humane Society

BE IT ENACTED as a by-law of the Toronto Humane Society as follows:

INTERPRETATION

1. (1) **Interpretation:** In this by-law and all other by-laws and resolutions of the Toronto Humane Society, unless the context otherwise requires:
 - (a) the singular includes the plural and the plural, the singular;
 - (b) words importing persons include companies, corporations, partnerships and any number or aggregate of persons;
 - (c) “board” means the board of directors of the Toronto Humane Society;
 - (d) “members” means the members of the Toronto Humane Society and their duly appointed representatives;
 - (e) “Society” means the Toronto Humane Society;
 - (f) the “Corporations Act” means the *Corporations Act*, R. S. O. 1990, Chapter 95, as amended, re-enacted or in force from time to time; and
 - (h) “Criminal Code” means the Criminal Code, R. S. C. 1985, Chapter 34, as amended, re-enacted or in force from time to time.
- (2) **Term:** All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Society.

HEAD OFFICE

2. The head office of the Society shall be in the City of Toronto, in the Province of Ontario and at such place therein as the board may from time to time determine.

SEAL

3. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Society.

DIRECTORS

4.
 - (1) **Board of Directors:** The affairs of the Society shall be managed by a board of sixteen (16) directors. Directors shall be elected by members by ballot.
 - (2) **Responsibilities:** The responsibilities of the board shall be as determined by the Corporations Act and in particular shall include strategy formulation and strategic oversight, policy formulation, definition of core organizational values, and decision-making related to all of the foregoing. Written protocols respecting director responsibilities may be approved by the board from time to time and shall be made available by the Secretary to all directors.
 - (3) **Election:**
 - (a) Municipal Council Representative: The Municipal Council of the Corporation of the City of Toronto (the “City”) may, subject to the conditions set forth below, approve the appointment of one (1) representative each year to hold office as a director for a term of one (1) year.
 - (b) Directors at Large: The remaining fifteen (15) directors shall be elected and shall retire in rotation, and at each annual meeting of members held to elect directors following the date on which this paragraph shall come into effect, five (5) directors shall be elected for a term of three (3) years or until the third annual meeting of members following their election, whichever first occurs, to replace the five (5) directors who retire from office in rotation at each annual meeting on the expiry of the term for which such directors were elected.
 - (c) Nomination of Directors: At least sixty (60) days prior to the date of any annual general meeting, the Secretary shall circulate to the members a call for nominations, describing the number of board seats anticipated to be open for election. Nominations for the board of the Society may be (i) in writing and if received by the Secretary by facsimile, portable document format (pdf) or physical delivery at the head office of the Society at least thirty (30) days prior to each annual general meeting shall be circulated or made available by the Secretary to members (using such media as may be reasonably expedient at the time) together with such information as each nominee may wish to provide in accordance with such reasonable format, length and content as the

Secretary may reasonably stipulate or, if received by the Secretary at a later time, shall be posted on the Society's website as promptly as may be reasonably practicable, or (ii) may be made and seconded from the floor of any general meeting called for the election of directors up until the time the Chair of the meeting announces the nominations are closed.

Except as provided in subparagraph 4(3)(a), (respecting the appointment of the City representative), each such nominated candidate, shall be a member in good standing of the Society and shall be respectively nominated and seconded by members in good standing of the Society.

The names of all such duly nominated and seconded candidates for the board of the Society shall be announced to all members attending the meeting prior to the commencement of voting for the purpose of electing directors.

- (d) **Retiring Directors:** Retiring directors shall be eligible for re-election to the board if otherwise qualified provided that no retiring director may be re-elected who has served as a director for two (2) consecutive terms of three (3) years immediately preceding his/her retirement. Retiring directors shall continue in office until their successors shall have been duly elected or appointed.

5. **Directors' Qualifications:** Each director shall be at least eighteen (18) years of age, shall not be disqualified from being a director by virtue of applicable law, and shall be and remain, throughout his or her term of office, qualified as a voting member of the Society in good standing, or shall become a member within ten (10) days after the date of his or her election, and each director shall so certify to the Society. Should it be discovered that a director was elected by means of misrepresentation, erroneous information, falsehoods, or omission of fact, or that such director does not support the Society's Mission Statement as set forth in Schedule "A" or has been convicted of an offence under Section 444 to 447 of the Criminal Code, or under the laws of any Canadian jurisdiction respecting the care, custody or treatment of animals that director shall not be qualified to continue as a director and shall cease to be a director and the vacancy so created shall be filled in the manner prescribed by paragraph 6 following.
6. **Vacancies:** A vacancy on the board may, so long as a quorum of the directors remains in office, be filled by the directors from among the qualified members of the Society, but the person so chosen shall retire at the next annual meeting following his/her appointment. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the board.
7. **Honorary Directors:** The board may, from time to time, by resolution, appoint such Honorary Directors as it determines appropriate, who may attend all meetings of the board during the term of such appointment and Honorary Directors shall constitute only an invitee for all corporate purposes, shall not be included in quorum, shall not be entitled to vote, and shall not otherwise be the subject of the rights, duties, and

liabilities of elected directors, save and except for the obligations set forth in paragraphs 5 (Directors' Qualifications), 17 (Confidentiality) and 18 (Conflict of Interest).

8. **Removal of Directors:** If a director is absent from three (3) consecutive meetings of the board without just cause, his/her office of director may be declared vacant by resolution of the board, and the board shall be entitled to fill the vacancy in the manner prescribed by paragraph 6 preceding. The members may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiry of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.
9. **Quorum and Meeting:** The board may determine by special resolution that a quorum for the transaction of business at any meeting of the board shall be less than a majority, but in no case shall a quorum be less than two-fifths (2/5) of the board. Meetings of the board (if any) may be held either at the head office of the Society or at any other place within a radius of 60 km of the registered office of the Society. Directors' meetings may be formally called by the Chair, the President or a Vice-President or by the Secretary on direction of the President, a Vice-President or any two directors. Notice of board meetings shall be delivered, mailed or telephoned to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting shall be necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. The board may appoint one or more days in each month for regular meetings of the board at a place and time named; no further notice of the regular meeting need be given. The board shall hold a meeting within seven (7) days following the annual meeting of the Society, for the purpose of organization, the election and appointment of officers and the transaction of any other business.
10. **Voting:** Questions arising at any meeting of the board shall be decided by a majority vote. In the case of an equality of votes the Chair shall not have a second or casting vote. At all meetings of the board every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
11. **Resolutions in Lieu of Meeting:** A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors.
12. **No Remuneration of Directors:** The directors of the Society shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as a director, but a director may be paid reasonable expenses incurred in the performance of his/her duties.

13. **Executive Committee of the Board of Directors:**

- (1) **Constitution:** The directors of the Society are authorized to elect from among their number an executive committee consisting of not less than three members, (including the Chair and/or the President, the Treasurer and such other officers and directors as the board may deem appropriate) of whom a majority shall form a quorum, and to delegate to the executive committee the powers of the board to exercise all of the powers, authorities and discretions so delegated as are vested in or exercisable by the board, provided always that the occasions of such exercise shall be restricted to circumstances where action prior to the next scheduled board meeting is, in the discretion of the Chair, necessary or desirable, and the convening of an earlier board meeting is inappropriate, and provided further that after each duly convened meeting of the executive committee at which action is taken the executive committee shall prepare and present a written report to the next scheduled board meeting describing all actions taken and setting forth the reasons therefor.
- (2) **Delegation:** Subject to the provisions of subparagraph (1) above, the directors hereby delegate to the executive committee all the powers, authorities and discretions vested in or exercisable by the board, save and except only such acts as must be performed by the directors themselves.
- (3) **Governance:** The following provisions and restrictions shall apply to the executive committee:
 - (a) unless otherwise ordered by the board, each member of the executive committee shall continue to be a member thereof until the next succeeding annual general meeting of the members;
 - (b) the directors may from time to time determine which member of the executive committee shall be the Chair thereof and may modify, dissolve or reconstitute the executive committee, and may make such regulations with respect to and impose such restrictions upon the exercise of the aforesaid powers, authorities and discretions as the directors think expedient;
 - (c) the meetings and proceedings of the executive committee shall be governed by the provisions in the by-laws regulating the meetings and proceedings of the directors so far as the same are applicable thereto and are not superseded by any regulations or restrictions made or imposed by the directors pursuant to the foregoing provisions hereof;
 - (d) the executive committee may invite such officers, directors and employees of the Society as it may see fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Society;
 - (e) the Secretary of the Society shall be the Secretary of the executive

committee;

- (f) the board shall fill vacancies in the executive committee by election from among the directors of the Society; and
- (g) meetings of the executive committee may be convened by the direction of any member thereof.

14. **Telephone Participation:** If all the directors present at or participating in any meeting of the board or of the executive committee consent, any such meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and, a director participating in such meeting, by such means, is deemed for the purposes of the Act to be present at the meeting.
15. **Non-Board Participation:** The Chair of the meeting, with the approval of the board, may invite such individuals, whether or not they be members of the Society, to attend and participate in the discussion on particular items of business of the board, provided that such participants shall in no event be entitled to vote on any motion arising from such discussion. Except for *in camera* sessions, and subject to the consent of the Chair, (to be requested, in writing, at least three (3) business days prior to the meeting, and not to be unreasonably withheld) any member of the Society may attend and observe any meeting of the board, and any member so attending, having so indicated in his/her request to attend, may, subject to the consent of the Chair, make a brief presentation in respect of any pertinent matter, in accordance with any then-current protocol of the Society applicable to such presentations, copies of which shall be made available by the Secretary.
16. **In Camera Meetings:** Where a matter to be considered at a meeting of the board of the Society is determined by a majority of the board of directors present at such meeting to be confidential to the Society because it necessarily includes personal information of employees, members or others, or because it relates to procurement issues concerning competitive commercial relations with the Society's suppliers, or where it relates to potentially litigious matters respecting the protection of the Society's interest, or relates to any other matter best served by private discussion, the part of the meeting concerning such confidential matter may be closed to the public and held *in camera* in accordance with any policy of the Society approved from time to time by the board establishing the criteria, guidelines and procedures for and the manner in which such *in camera* meetings are to be held (the "**In Camera Policy**").

Minutes of any part of a meeting of the board which is held *in camera*, including a record of any decision taken, shall not form part of the regular minutes of the board but shall be kept separately by the Secretary of the Society and marked "confidential" in accordance with the provisions set forth in the *In Camera Policy*. The regular minutes of the board shall recite only that the board moved *in camera* in the course of such meeting by an affirmative vote of a majority of the board members present to discuss such confidential matter. The minutes of the regular meeting of the board may

include a listing of the subjects discussed in such *in camera* session but shall not include details of any discussions thereat.

When the board conducts its proceedings *in camera* pursuant to the provisions of this by-law, all persons who are not members of the board or holding the position of Secretary of the Society shall withdraw from the meeting except such named persons as may be specifically invited by resolution of the board to remain in attendance.

17. **Confidentiality:** Every director, officer, committee member, employee and volunteer shall respect the confidentiality of matters brought before the board or before any committee of the board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Society.
18. **Conflict of Interest:**
 - (1) **Disclosure of Interests in Contracts:** Every director of the Society who is directly or indirectly interested in a proposed contract or a contract with the Society shall declare his/her interest at a meeting of the board and shall abstain from any discussions or votes thereon.
 - (2) **Time of Declaration:** In the case of a proposed contract, the declaration shall be made at the meeting of the board when the question of entering into the contract is first taken into consideration or, if the director is not at the date of that meeting interested in the proposed contract, at the next meeting of the board held after s/he becomes interested, and, in a case where the director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the board held after s/he becomes interested.
 - (3) **General Notice:** A general notice given to the board by a director to the effect that s/he is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with the other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but the notice is not effective unless it is given at a meeting of the board or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the board after it is given.
 - (4) **Effect of Declaration:** If a director has made a declaration of interest in a proposed contract or contract and has not voted in respect of the contract, s/he is not accountable to the Society or to any of its members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of his/her holding that office or of the fiduciary relationship established thereby.
 - (5) **Confirmation by Members:** A director is not accountable to the Society or to any of its members or creditors for any profit realized from the contract and the contract is not by reason only of his/her interest therein voidable, if it is

confirmed by a majority of the votes cast at a general meeting of the members duly called for that purpose and if his/her interest in the contract is declared in the notice calling the meeting.

19. **Indemnities to Directors:** Every director or 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 the director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his/her office;
 - (b) all other costs, charges and expenses which s/he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her own willful neglect or default;
 - (c) a director or officer cannot be indemnified for liability that relates to his or her failure to act honestly and in good faith in performing his/her duties; and
 - (d) in the event of being charged with a criminal act or summary offense, any plea arrangement negates the obligation of the Society to indemnify that director.

20. **Protection of Directors and Officers:** No director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee 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 money 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, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and willful act or through his/her own wrongful and willful neglect or default.

21. **Bonding:** The board may require that any officer, director, employee or other person who is handling funds on behalf of the Society be bonded in such amounts as may be determined by the board.

OFFICERS

22. **Officers:** The board shall annually, or as often as may be required, elect a Chair, a President, one or more Vice-Presidents, a Secretary, and a Treasurer. All officers shall be members of the Society but no officer except the Chair, the President, the Vice-President or Vice-Presidents need be a director. One person may hold more than one office except the offices of President and Vice-President, and if the same person holds the offices of Secretary and Treasurer, s/he may be known as the Secretary-Treasurer. The board may appoint other officers and agents as they consider necessary and all officers shall have the authority and perform the duties from time to time prescribed by the board.
23. **Term of Office and Remuneration:** In the absence of written agreement to the contrary, the board may remove at its pleasure any officer of the Society. Each prior officer continues to hold office until the appointment of succeeding officers or until removed by the board.
24. **Chair:** The Chair shall, when present, preside at all meetings of the board. During the Chair's absence or inability to act, his/her duties and powers may be executed by the President.
25. **President:** The President shall, when present, preside at all meetings of the members. The President shall supervise the affairs and operation of the Society, sign all documents requiring his/her signature and have the other powers and duties from time to time prescribed by the board or incident to his/her office.
26. **Vice-President:** During the President's absence or inability to act, his/her duties and powers may be exercised by the Vice-President, or if there are more than one, by the Vice-Presidents in order of seniority (as determined by the board). If a Vice-President exercises any of those duties or powers, the President's absence or inability to act shall be presumed with reference thereto. A Vice-President shall also perform the other duties from time to time prescribed by the board or incident to his/her office.
27. **Secretary:** The Secretary shall be *ex officio* clerk of the board and shall attend all meetings of the board and of the executive committee of the board (if any) to record all facts and minutes of those proceedings in the books kept for that purpose. S/he shall give all notices required to be given to members and to directors. S/he shall be the custodian of the corporate seal of the Society and of all books, papers, records, correspondence and documents belonging to the Society, shall keep and distribute as appropriate all current policies and protocols established by the board governing procedures relating to the business of the Society, and shall perform the other duties from time to time prescribed by the board or incident to his/her office.
28. **Treasurer:** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in the bank or banks from time to time designated by the board. S/he shall disburse the funds of the Society under the direction of the board, taking proper vouchers therefor and shall

render to the board, whenever required of him/her, an account of all his/her transactions as Treasurer and of the financial position of the Society. S/he shall cooperate with the auditors of the Society during any audit of the accounts of the Society and perform the other duties from time to time prescribed by the board or incident to his/her office.

29. **Assistant Secretary and Assistant Treasurer:** The Assistant Secretary or, if more than one (1), the Assistant Secretaries in order of seniority, and the Assistant Treasurer, or, if more than one (1) the Assistant Treasurers in order of seniority, shall perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.
30. **Duties of Officers May be Delegated:** In case of the absence or inability to act of any officer of the Society or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of any such officer to any other individual.

CHIEF EXECUTIVE OFFICER

31. **Appointment:** The board may from time to time engage a Chief Executive Officer by contract of employment and may delegate to him/her full authority to manage and direct the day to day operations of the Society. The position of Chief Executive Officer shall not constitute an elected corporate office and the description of his/her specific responsibilities shall be as set forth in his/her contract of employment with the Society, which shall include reference to this By-law. S/he shall conform to all lawful orders given to him/her by the board and shall at all reasonable times give to the board (through the President or other relevant officer) such information as they may require regarding the affairs of the Society and its proper governance. The Chief Executive Officer shall attend all meetings of the board subject to the discretion of the Chair. The Chief Executive Officer shall report directly to the President, and the President shall conduct, at least annually, a performance appraisal of the Chief Executive Officer for board approval. Any decision on the part of the board either to hire or to terminate the employment of a Chief Executive Officer shall be approved by a two thirds (2/3) majority of the board.

MEMBERS

32. **Classes of Membership:** Membership in the Society consists of the following classes of members admitted by the board in accordance with the provisions of paragraph 37 following:
 - (1) Honorary Members, with life membership for making a significant contribution (financial or otherwise) to the Society as determined by the

board, and who are thereafter non-voting members of the Society and who are exempt from annual dues;

- (2) Annual Members, who pay to the Society a fee in an amount determined by the board, and who are thereafter voting members in accordance with the Society's by-laws for one year commencing in the month in which payment is received;
- (3) Senior Members, age 65 and over who pay to the Society a fee in an amount determined by the board, and who are thereafter voting members in accordance with the Society's by-laws for one year commencing in the month in which payment is received;
- (4) Junior Members, age 17 and under who pay to the Society a fee in an amount determined by the board, and who are thereafter non-voting members of the Society for one year commencing in the month in which payment is received;

Members may hold only one class of membership, with the exception of Honorary Members who may also purchase an Annual or Senior Membership.

33. **Transitional Provisions:** All memberships of any class that have been granted prior to this by-law coming into effect shall continue in force until their expiry in accordance with the terms and conditions governing their original issuance.
34. **Membership Fee:** The membership fee and payment method (which may, in the discretion of the board, include recognition of hours of service or other consideration in kind) for each class of members shall be determined from time to time by the board.
35. **Members' Qualifications:** Any applicant for membership in the Society is not entitled to become a member of the Society, or if a member, is not entitled to vote at any Annual, Special, or General meeting of the Society if the board, acting in good faith, determines that s/he fails to support the Society's Mission Statement as set forth in Schedule "A" or has been convicted of an offence under Section 444 to 447 of the Criminal Code, or under the laws of any Canadian jurisdiction respecting the care, custody or treatment of animals.
36. **Entitlement to Vote:** Subject to paragraphs 32 and 33, all eligible members who reside or are employed within a radius of 60 km of 11 River Street, shall be entitled to vote at all meetings of the Society.
37. **Admission of Members:** The board may from time to time by resolution, admit any individual, corporation, society, association or partnership as a member of the Society after an application for membership has been duly completed by such applicant that shows the applicant to be duly qualified for membership and that has been received by the Secretary, and all corresponding dues payable with respect to the class of membership desired have been paid. Each member shall be promptly informed by the Secretary of his/her admission as a member and shall be issued a membership card indicating the class of membership held and the date the membership expires.

38. **Renewal of Membership:** A member may renew his/her membership in the Society before the expiry date of the membership, or within thirty (30) days thereafter, by forwarding a renewal request and all dues payable with respect to the class of membership desired, to the Secretary of the Society. The board may consider and approve or may, in its lawful discretion, reject any renewal request, after taking into consideration the applicable criteria for membership, but shall do so only in good faith, in keeping with the rules of natural justice. On acceptance of the renewal request and the dues payable, the Secretary shall promptly inform the member of the renewal of his/her membership and issue to the member a membership card indicating the class of membership held and the date the membership expires. A renewal request received by the Secretary more than thirty (30) days following the expiry date of the membership shall be deemed to be a request for admission to membership in the Society and governed by the provisions of paragraph 37 preceding.
39. **Termination of Membership:** A membership in the Society is not transferable and lapses and ceases to exist when the member dies, when the period of his/her membership expires or when s/he ceases to be a member by resignation. Any member may resign from membership by giving a written resignation to the Secretary of the Society, which resignation shall be effective when received by the Society.
40. **Liability of Members:** Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Society or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Society.

MEETINGS OF MEMBERS

41. **Annual and General Meetings:** The annual meetings of the members shall be held at such place within Ontario, at such time and on such day in each year as the board, the Chair, the President or a Vice-President may from time to time determine, for the purpose of hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Society at an annual meeting, electing directors, appointing the auditor and fixing or authorizing the board to fix his/her remuneration and for the transaction of such other business as may properly be brought before the meeting. The board, the Chair, the President or a Vice-President may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.
42. **Notice of Meetings:** Notice of the time and place of meetings of members and the general nature of the business to be transacted may be given by publication of the time and place of the meeting at least once a week for two consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the members reside as shown by their addresses on the books of the Society. Notwithstanding the foregoing, notice of

meetings of members may also be given to each member and to the auditor of the Society by sending by prepaid mail notice of the time and place of the meeting and the general nature of the business to be transacted at least ten (10) days before the date of the meeting.

43. **Quorum:** Two (2) members present in person constitute a quorum at any meeting of members for the choice of a Chair and the adjournment of the meeting; for all other purposes ten (10) members present in person are necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.
44. **Proxies:** Every member, including a corporation, society, association or other like entity, may by means of a proxy appoint a person, who need not be a member, as his/her representative to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing and executed by the member or his/her attorney authorized in writing, or if the member is a corporation, society, association or other like entity, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid upon termination of the specific members' meeting in respect of which it was originally given. A proxy may be in the form set forth in Schedule "B" or in any form from time to time prescribed by the board or in any other form that the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is passed under its authority.

The board may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by facsimile, electronic means or in writing before the meeting or adjourned meeting to the Society or any agent of the Society for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted.

45. **Scrutineers:** At each meeting of members one or more scrutineers, who need not be members, may be appointed by a resolution of the meeting or by the Chair with the consent of the meeting, to serve at the meeting.
46. **Votes to Govern:** All questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote at each meeting pursuant to paragraph 36 herein, who shall each be entitled to one vote. In the case of an equality of votes the chair presiding at the meeting shall have a second or casting vote.
47. **Show of Hands:** At all meetings of members every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any member. Upon a show of hands every member present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost and

an entry in the minutes to that effect is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

48. **Polls:** If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.
49. **Chair of Meeting:** In the absence of the President and every Vice-President, the members present at any meeting of members shall choose another director as Chair, and if no director is present or if all the directors present decline to act as Chair, the members present shall choose one of their number to be Chair.
50. **Adjournments:** Any meetings of the Society may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

COMMITTEES

51. **Committees:** The board may establish committees consisting of those members of the Society selected from among the members by the board or by the protocols established by the relevant committee in accordance with its own rules of governance (which shall be subject to approval and periodic review by the board in its discretion). Such committees shall act in an advisory capacity to the board in connection with the particular field of activity referred to each committee. Committee members hold office at the pleasure of the board and the President shall be an *ex officio* member of each committee.
52. **Committee Meetings:** Any committee established by the board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided however, that a majority of the members of each committee, exclusive of the President or any other person elected or appointed an *ex officio* member thereof, constitute a quorum for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes, and in the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote. If required by the board, minutes of the proceedings of a committee shall be kept in a book or books for that purpose, which shall always be open for the inspection of any director.
53. **Standing Committees:** In addition to such committees as the board may appoint from time to time in accordance with paragraph 51 above, there shall be as standing committees of the Society:
 - (a) Animal Welfare Committee: the Animal Welfare Committee shall be responsible for developing and recommending appropriate policies for

all matters concerning animal welfare including standard operating procedures for intake, assessment, admission, medical care and treatment, behaviour modification and euthanasia, together with such other matters as may come before the committee for consideration, in keeping with the objects of the Society;

- (b) Nominating and Governance Committee: the Nominating and Governance Committee shall be responsible for board effectiveness and governance (including making available suitable continuing education programs), monitoring stakeholders' relations, considering the recruitment of potential board and committee members and succession planning with a view to maintaining an appropriate balance of skill sets and other capabilities among the directors and officers of the Society;
- (c) Audit and Finance Committee: the Audit and Finance Committee shall be responsible for oversight of pertinent areas of finance and administration including: (i) the integrity of the financial statements and disclosures related thereto; (ii) the organization's financial strategy and objectives; (iii) the independent auditor's qualifications and independence together with determining their compensation; (iv) evaluation of the organization's internal control systems and the internal audit function; (v) compliance with legal and regulatory requirements; and (vi) such other financial matters as may be requested by the board from time to time;
- (d) Fundraising Committee: the Fundraising Committee shall be responsible for taking such steps as may be deemed desirable to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society; and
- (e) Volunteer Committee: the Volunteer Committee shall be responsible for focusing on and providing new ideas to improve the volunteer experience at the Society including identifying the needs of volunteers at the Society, such as orientation, training opportunities and volunteer appreciation and working with the Society staff and the board to identify the need for volunteers in specific areas at the Society including, for example, animal socialization, administrative assistance and fundraising and for ensuring that all such volunteers are appropriately recognized and appreciated in the work of the Society.

54. **Right of Audience:** Any committee may, upon giving notice to the Chair and the President, present a report respecting matters that it views to be of importance for consideration by the board, and the Chair and the President shall ensure that such report is placed on the agenda for a meeting of the board within a period of sixty (60)

days and that the members of the committee delivering the report shall be invited to participate in such board meeting.

EXECUTION OF DOCUMENTS

55. **Cheques, Drafts, Notes, Etc.:** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons, whether or not officers of the Society, and in the manner from time to time prescribed by the board.
56. **Execution of Documents:** Documents requiring execution by the Society may be signed by either the President or the Chief Executive Officer alone (respecting transactions of an aggregate annual value or commitments (other than contracts of employment) of aggregate duration of less than such respective thresholds as may be stipulated by the board from time to time; or, respecting commitments of greater value or duration, in accordance with a resolution of the board) or by the President, the Chief Executive Officer and a Vice-President or Treasurer, and all documents so signed are binding upon the Society without any further authorization or formality. The board may from time to time appoint any officer or officers or any person or persons, on behalf of the Society, either to sign documents generally or to sign specific documents. The corporate seal of the Society may, when required, be affixed to documents executed in accordance with the foregoing.

In particular and without limiting the generality of the foregoing, either the President or the Chief Executive Officer or a Vice-President and the Secretary or the Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Society and to sign and execute (under the corporate seal of the Society or otherwise) all documents that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any shares, bonds, debentures, rights, warrants or other securities; any of the foregoing officers may sign, on behalf of the Society, all necessary receipts and releases in respect of gifts, bequests, legacies and other dispositions made to the Society and may affix the corporate seal of the Society thereto.

57. **Definition:** The term “documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
58. **Books and Records:** The board shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute are regularly and properly kept. The financial statements and minutes of members’ and directors’ meetings may be inspected by any member with one (1) week’s notice at the registered office of the Society.

BANKING ARRANGEMENTS

59. **Authorization:** The board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Society, or any part thereof, with the bank, trust company, or other corporation carrying on business that the board has designated as the Society's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:
- (a) operate the Society's accounts with the banker;
 - (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - (c) issue receipts for and orders relating to any property of the Society;
 - (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
 - (e) authorize any officer of the banker to do any act or thing on the Society's behalf to facilitate the banking business.

FINANCIAL YEAR

60. **Date:** 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 from time to time by resolution determine.

NOTICE

61. **Computation of Time:** In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.
62. **Omissions and Errors:** The accidental omission to give notice of any meeting of the board or members or the non-receipt of any notice by any director or member or by the auditor of the Society or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Society may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

BORROWING OF MONEY

63. **Powers:** The board may from time to time:
- (a) borrow money upon the credit of the Society in such amounts and upon such terms as may be deemed necessary;
 - (b) issue bonds, debentures or other securities of the Society for its lawful purposes, for such amounts and upon such terms as may be deemed expedient and pledge or sell the same for such sums and at such prices as the directors shall determine;
 - (c) hypothecate, mortgage, charge or pledge any or all of the real or personal property of the Society or both to secure any securities or any money borrowed or other debt or any other obligation or liability of the Society;
 - (d) give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Society, and to secure such director or other person against loss by giving him/her a mortgage or charge upon the whole or any part of the real or personal property of the Society.

DISTRIBUTION OF PROPERTY ON DISSOLUTION

64. Upon the dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of to charitable organizations registered under the *Income Tax Act* (Canada), the objects of which are beneficial to animal welfare in Toronto.

REPEAL OF OTHER BY-LAWS

65. All other by-laws of the Society currently in force, with the exception of By-law Nos.: in connection with the establishment of bank accounts at certain Canadian institutes, are hereby repealed.

BY-LAW No. 2A

A by-law respecting the borrowing of
money and the issue of securities by the
Toronto Humane Society

BE IT ENACTED by the directors of the Toronto Humane Society as a by-law of the said Corporation as follows:

The directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, sell or pledge debt obligations of the Corporation, including without limitation, bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any such debt obligations or any money borrowed, or other debt or liability of the Corporation;
- (d) delegate to such one or more of the officers and directors of the Corporation as may be designated by the directors all or any of the powers conferred by the foregoing clauses of this by-law to such extent and such manner as the directors shall determine at the time of each such delegation.

PASSED by the directors and sealed with the Corporation's seal this day of

President

Secretary

SCHEDULE "A"

MISSION STATEMENT

To promote the humane care and protection of all animals, and to prevent cruelty and suffering.

Instructions

How to Vote

You have three options:

1. Vote in person

If you wish to vote in person, please bring your THS membership card or other identification with you.

2. Vote by mail

If you will not be attending the meeting, but still wish to vote, please send your completed proxy to the Toronto Humane Society in the enclosed envelope. ***Your proxy must arrive [date no more than 48 hours before AGM] at 5:00pm.*** Proxies received after this time will not be counted.

3. Give your proxy to someone to attend and vote on your behalf

If you would like someone to vote for you, simply print their name on the line at the top of the proxy and give the proxy to them. They must bring the proxy with them to the AGM.

Even if you give your proxy to someone to vote on your behalf, you can still indicate how you want them to vote. Your proxy holder can only make decisions on items that you leave blank.

Whichever option you select, you must sign your proxy. Unsigned proxies cannot be counted.

By signing this proxy you are revoking any prior proxies. This proxy expires at the end of the [year] Annual General Meeting.

How to Complete Your Proxy

Certification

Only members who live or work within 60km of 11 River Street may vote. Please select one of the two check boxes. ***Remember to sign and date your proxy.*** If the date field is blank, your proxy will be dated as of the day it was received at the THS.

Electing Directors

[Five (5)] positions on the Toronto Humane Society Board of Directors are up for election at the [year] AGM. Please vote for up to five candidates.

Count carefully! If you select more than five candidates in the Electing Directors section, your votes will not count. If you vote for fewer than five candidates any remaining votes will not be used.

If you do not vote for any candidates, your proxy holder will decide on your behalf. If you do not specify a proxy holder then [name of President] or [name of Chair] will vote on your behalf.

Other Business

Please select only one box under each of the five motions in the Other Business section. If you do not check a box in this section, your proxy holder will decide on your behalf. If you do not specify a proxy holder, the President or the Chair will vote for/support the motion on your behalf.