

# Toronto Humane Society

## 2020 Annual General Meeting

### Minutes

Wednesday, December 9, 6:00 pm  
Meeting held Virtually via GetQuorum

#### **1. Welcome**

Zina Ahmed from GetQuorum provided an introduction to GetQuorum's moderating of the Toronto Humane Society's (Society) Annual General Meeting (AGM) and demonstrated how voting would take place.

President Krista Bulmer acted as Chair and called the meeting to order at 6:05 pm. She welcomed the members to the 2020 AGM. The Chair noted that GetQuorum was scrutineer of the electronic proxies, as well as the live voting at the AGM. Ian Wintrip, a forensic accountant who has volunteered his services to the Society over many years, and his team, acted as scrutineer for the paper proxies received. The Chair acknowledged their excellent work.

The Chair thanked the members who participated in this first virtual AGM, as well as those members who participated in the Members' Town Hall on November 24, 2020. She noted that, while an in-person meeting was strongly preferred, in the extraordinary time of the COVID-19 pandemic, the Board was doing it best to fulfill its obligations to the members with an electronic AGM.

The Chair then introduced the Board of Directors and asked the members to join her in thanking retiring directors Shelley Austin, Bronwen Morgan, Elaine Wong and Chris Wood for their valuable contributions on the Board and commitment to the Society.

Having been advised by the scrutineer that a quorum of members was present, the Chair declared the meeting to be duly called and properly constituted for the business of the meeting.

#### **2. Notice of Meeting**

The Chair reported that all active and lifetime members of the Society had been mailed a Notice of the Annual General Meeting on November 9, 2020. With the consent of the meeting, she dispensed with the reading of the Notice.

### ***3. Condonation Motion***

The Chair requested a motion to approve the holding of the Society's 2020 AGM virtually, outside of the mandated time-frame, due to issues surrounding the COVID-19 pandemic.

**WHEREAS** the Toronto Humane Society normally holds an in-person Annual General Meeting and had planned to follow that tradition in 2020 until it became apparent that the COVID-19 Pandemic would persist such that an in-person AGM would not be safe;

**AND WHEREAS**, despite COVID-related permissible time extensions regarding financial reporting to Members, in June 2020 the Society publicly posted its financial statements regarding its December 31, 2019 fiscal year;

**AND WHEREAS** the Society's Board determined that the safest course of action was to hold the AGM virtually using a reliable virtual meeting facilitator;

**AND WHEREAS** the first available date fell outside the mandated time-frame for an AGM;

**RESOLVED THAT** the holding of the Society's 2020 AGM virtually, outside of the mandated time-frame, be and the same is hereby approved, ratified, sanctioned and confirmed by the Members of the Society attending same.

Moved: Bronwen Morgan

Seconded: Stephen Steele

**Carried.**

The Chair declared that the AGM was properly convened for the business of the meeting.

### ***4. 2019 AGM Minutes***

The Chair noted that the Minutes of the 2019 AGM had been posted on the Society's website, and had been made available to the members. With the consent of the meeting, she dispensed with the reading of the Minutes and asked for a motion to adopt them.

THAT the Minutes of the 2019 Annual General Meeting be adopted.

Moved: Malcolm Bernstein

Seconded: Shelley Austin

**Carried.**

### ***5. Bylaw Amendments***

The Chair noted that the proposed bylaw amendments had been posted on the Society's website and had been made available to the members. The proposed amendments would permit meetings of directors and members to be held by telephone or electronically, notices of members' meetings to be

provided electronically, and votes at members' meetings to be conducted electronically. The Chair also advised that the bylaw amendments require approval by at least two thirds of votes cast.

RESOLVED THAT the amendments to General Operating Bylaw No. 1-2017, as approved by the Board of Directors, and made available to the members, are hereby approved, ratified, confirmed and consolidated as Bylaw No. 1-2020.

Moved: Peter Newell

Seconded: Dominique Rousselle

**Carried.**

## ***6. Audited Financial Statements and Appointment of Auditor***

The Society's Treasurer, Stephen Steele, noted that the financial statements, including the Auditor's report, were available on the Society's website, and that they had been made available to the members. With the meeting's permission, the reading of the report of the Auditor was dispensed with as it was part of the 2019 audited financial statements made available to members.

The Treasurer requested a motion to receive the 2019 audited financial statements.

THAT the audited financial statements for the fiscal year ended December 31, 2019 and the Auditor's report be received.

Moved: Emily Pang

Seconded: Krista Bulmer

**Carried.**

The Chair then asked the members to approve KPMG as the Society's auditor for the coming year.

THAT KPMG be appointed as the Toronto Humane Society's auditor until the close of the next Annual General Meeting (or until they are replaced), and that the Board be authorized to fix their remuneration.

Moved: Stephen Steele

Seconded: Martin Buckle

**Carried.**

## ***7. Confirmation of Proceedings***

The Chair asked the members to confirm that the proceedings of the Board since the last Annual General Meeting of Members be approved.

THAT all by-laws, resolutions, contracts, acts and proceedings of the Board of Directors and the officers of the Society enacted, passed, made, done or taken since the last Annual General Meeting be approved, ratified, sanctioned and confirmed.

Moved: Peter Newell

Seconded: Kathy McDonald

**Carried.**

## ***8. Election of Directors***

The Chair announced that six candidates were running for the six seats available on the Board of Directors: Martin Buckle, Yussef Hafez, Nicholas Kanhai, Charissa Lai, Emily Pang and Josh Shanahan. All were duly nominated in accordance with the Society's bylaws and members were sent information provided by the candidates. The five candidates who receive the highest number of votes would be elected for a three-year term, and the candidate with the sixth highest number of votes would be elected for a one-year term.

Elected for a three-year term: Martin Buckle, Yussef Hafez, Charissa Lai, Emily Pang and Josh Shanahan

Elected for a one-year term: Nicholas Kanhai

The Chair congratulated the candidates on their election.

## ***9. Other Business***

There was no other business.

## ***10. Termination of Meeting***

The Chair thanked the staff and volunteers for their hard work and dedication to the Society and the animals. She thanked the candidates for coming forward, and the members for coming out to attend the AGM. She acknowledged the difficult circumstances that have necessitated the virtual AGM, and indicated that she was available to answer any questions members may have. She wished the members well and expressed the hope that it would not be too long before we can once again participate in shelter and community events. The meeting was then terminated.

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**Krista Bulmer, President**

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**Claudette Turner, Recording Secretary**

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**Date**

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**Date**