

Toronto Humane Society

2021 Annual General Meeting

Minutes

Tuesday, September 14, 2021, 6:00 pm
Meeting held Virtually via GetQuorum

1. Welcome

Rebecca Trotter 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 2021 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 noted that, since she is also a candidate for the Board of Directors, she would turn the election segment of the meeting over to the Society's Board Chair, Martin Buckle.

The Chair thanked the members who participated in this second virtual AGM, as well as those members who participated in the Members' Town Hall on August 7, 2021. She noted that, while an in-person meeting was strongly preferred, in the extraordinary times 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 Emily Pang, Dominique Rousselle and Stephen Steele for their great work on the Board and their valuable contributions 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 July 26, 2021. With the consent of the meeting, she dispensed with the reading of the Notice.

3. 2020 AGM Minutes

The Chair noted that the Minutes of the 2020 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 2020 Annual General Meeting be adopted.

Moved: Nicholas Kanhai

Seconded: Dominique Rousselle

Carried.

4. By-law Amendments

The Chair noted that there were two by-law amendments for the members’ approval and that they would require approval by at least two-thirds of the votes cast. She noted that the proposed bylaw amendments had been posted on the Society’s website and had been made available to the members.

The first proposed amendment was to Schedule “A” of By-law #1-2020, Mission Statement. The Chair advised that the Board was recommending this change after deep consideration. She noted that in order to address the underlying causes of animal vulnerability, the Society’s work over the past decade has resulted in the development of many new programs that serve both the animals and their guardians. The Chair stated that the change reflects a shift to a more open, inclusive and encompassing goal; one that connects and aligns the Society with all animal advocates, and unites us around our collective purpose.

RESOLVED THAT By-law #1-2020 Schedule “A” Mission Statement, “To promote the humane care and protection of all animals, and to prevent cruelty and suffering” be amended to “Improving the Lives of Animals”.

Moved: Josh Shanahan

Seconded: Yusef Hafez

Carried.

The second by-law amendment proposed would amend By-law #1-2020, Section 61, Standing Committees, (b)(iv) to align with current business practices.

RESOLVED THAT By-law 1-2020, subsection 61(b)(iv) Standing Committees, be amended from “evaluation of the organization’s internal control systems and the internal audit function” to read instead, “evaluation of the organization’s internal control systems”.

Moved: Stephen Steele

Seconded: Martin Buckle

Carried.

5. *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 2020 audited financial statements made available to members.

The Treasurer requested a motion to receive the 2020 audited financial statements.

THAT the audited financial statements for the fiscal year ended December 31, 2020 and the Auditor's report be received.

Moved: Martin Buckle

Seconded: Josh Shanahan

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: Dominique Rousselle

Seconded: Martin Buckle

Carried.

6. *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: Yusef Hafez

Carried.

7. *Election of Directors*

Martin Buckle, Chair of the Board of Directors, assumed the Chair for this item. He announced that seven candidates were running for the seven seats available on the Board of Directors: Malcolm Bernstein, Krista Bulmer, Damian Creber, Nicholas Kanhai, Bronwen Morgan, Peter Newell and Nabila Tisha. All were duly nominated in accordance with the Society's by-law and members were sent information provided by the candidates.

The five candidates receiving the highest number of votes would be elected for a three-year term; the candidate with the sixth highest number of votes would be elected for a two-year term, and the candidate with the seventh highest number of votes would be elected for a one-year term.

Elected for a three-year term: Krista Bulmer, Peter Newell, Malcolm Bernstein, Bronwen Morgan and Nicholas Kanhai

Elected for a two-year term: Daniel Creber

Elected for a one-year term: Nabila Tisha

The Chair congratulated the candidates on their election.

8. Other Business

Krista Bulmer resumed the Chair and noted that there was no other business.

9. 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 everyone can once again participate in shelter and community events.

The meeting was then terminated.

Krista Bulmer, President

Claudette Turner, Recording Secretary

Date

Date