

Schedule “A”

Articles of Amendment Summary Toronto Humane Society Annual General Meeting September 13, 2022

It is considered desirable to amend the articles of the Corporation (the “Articles”) by way of filing Articles of Amendment to reflect the membership of Corporation in the Articles in accordance with the new Ontario *Not-for-Profit Corporations Act, 2010* (the “Act”), which came into force in October 2021.

The classes of membership have not changed but are now being added into the Articles in accordance with the new Act. They are summarized as follows: honorary members (without voting rights), annual members (with voting rights), senior members (with voting rights), and junior members (without voting rights).

A copy of the Articles of Amendment can be found at
www.torontohumanesociety.com/AGM

By-Law #1-2022 Amendment Summary Toronto Humane Society Annual General Meeting September 13, 2022

It is also considered desirable to amend the current By-Law of the Corporation (the “By-Law”) to reflect changes related to the new Act, together with ancillary amendments.

In 2020, Toronto Humane Society made a commitment to advocate for change. In July 2020, Toronto Humane Society launched a formal Diversity, Equity, and Inclusion (DEI) Program. DEI is imperative if Toronto Humane Society is to continue the fight for a compassionate society. As part of our commitment to change, the By-Law has been updated to use gender inclusive language throughout.

These amendments to the By-law include the following changes throughout:

- Gender inclusive language
- Referring throughout to Toronto Humane Society as the Society rather than the Corporation
- Amending term “annual general meeting” to “annual meeting”

These amendments also include the following specific changes:

Current Section	Proposed Amendment
Section 1. Interpretation	The following terms are amended: “Act” “Governance Guidelines” and “Membership Guidelines”

Current Section	Proposed Amendment
Section 9. Directors' Qualifications	<ul style="list-style-type: none"> • Consent required to act as director • Deemed resignation under specific circumstances
Section 14. Voting	Reference to honorary directors removed
Section 15. Meetings by Teleconference	Requires all directors to either consent in writing or approve by board resolution
Section 24. Conflict of Interest	This section has been completely overhauled and sets out the circumstances when and how a director or officer must disclose a conflict of interest in a contract or transaction, when they are precluded from participating in decisions regarding any such contract or transaction and the circumstances when any such contract or transaction is not void or voidable.
Section 25. Indemnities to Directors	<p>Heading changed to Indemnities to Directors and Officers.</p> <p>This section has been completely overhauled and includes reference to the <i>Charities Accounting Act</i> (Ontario)</p>
Section 27. Bonding.	Heading changed to Insurance and Bonding. This section has been completely overhauled and includes reference to the <i>Charities Accounting Act</i> (Ontario)
Section 38. Classes of Membership	Removes reference to being admitted by the board in accordance with para. 41
Section 43. Admission of Members	Changed to Issuance of Memberships and updates all such references to admission
Section 46. Member Code of Conduct	Provides a process and timelines for any disciplinary process relating to members
Section 48. Meetings of Members	<p>Heading changed to Annual Meetings.</p> <p>Amended to relate only to annual meetings and adds the board may fix a record date</p>
Section 49. Special Meetings	Amended to relate only to special meetings of the members called the board or by the members, and adds that the board may fix a record date

Current Section	Proposed Amendment
Section 50. Notice of meetings	Removes reference to the publication of the time and place of the meeting in a widely circulated Toronto newspaper. Notice to be given to directors. Notice to be given not more than 50 days before the meeting
Section 52. Proxies	Removes reference to the corporate seal and the term “duly authorized”
Section 58. Adjournments	Amended so that no notice is required of an adjournment meeting if the adjournment is for less than thirty days
Section 61. Standing Committees	Amended to include reference to the executive committee of the board

A complete copy of the By-Law with proposed changes can be found at
www.torontohumanesociety.com/AGM
