The Toronto Humane Society
General Operating By-Law #1-2021

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The Toronto Humane Society
By-Law No. 1

A by-law made in furtherance of the provisions of the
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. 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. the "Act" means the *Not-for-Profit Corporations Act, 2010*, as amended, re-enacted or in force from time to time;

d. "Articles" means any document or instrument that incorporated the Society or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent or supplementary letters patent;

e. "board" means the board of directors of the Toronto Humane Society.

f. "By-laws" means this by-law and any other by-laws of the Society as amended and which are, from time to time, in force and effect;

g. "Criminal Code" means the *Criminal Code, R. S. C. 1985, Chapter 34*, as amended, re-enacted or in force from time to time;

h. "Governance Guidelines" means such guidelines consistent with this By-law as may be approved from time to time by the board of directors respecting the administration of governance in good order, including without limitation, matters arising in connection with paragraph 8b (Nomination of Directors), paragraph 9 (Directors' Qualifications) paragraph 48 (Annual and Special Meetings) and paragraph 53 (Scrutineers);

i. "*In Camera* Policy" has the meaning set out in paragraph 22 hereof;

j. "members" means the members of the Toronto Humane Society and their duly appointed representatives;

k. "Member Code of Conduct" means the member code of conduct authorized by the board of directors, and as amended from time to time;

l. "Membership Guidelines" means such guidelines consistent with this By-law as may be approved from time to time by the board of directors respecting the qualification and issuance of memberships and other matters relating to the payment of membership fees;

m. "Regulations" means the regulations made under the Act as may from time to time be amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Society to provisions of the regulations shall be read as references to the substituted provisions in the new regulations; and

n. "Society" means the Toronto Humane Society.

2. Terms

All terms defined in the Act have the same meanings in this By-law and resolutions of the Society.

3. Robert's Rules of Order

All questions of procedure and governance arising at meetings of the board and members shall be addressed in accordance with *Robert's Rules of Order Newly Revised* (11th edition) or such other edition as may then be current.

REGISTERED OFFICE

4. Registered Office

Unless changed in accordance with the Act, the registered 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.

CORPORATE SEAL

5. Corporate Seal

The Society may have a corporate seal in the form approved from time to time by the directors. If a corporate seal is approved by the directors, the Secretary of the Society shall be the custodian of the corporate seal.

DIRECTORS

6. Board of Directors

The affairs of the Society shall be managed by a board of fifteen (15) directors. Subject to the provisions of paragraph 8, directors shall be elected by members by ballot.

7. Responsibilities

The responsibilities of the board shall be as determined by the 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.

8. Election

a. Directors at Large: The fifteen (15) directors shall be elected and shall retire in rotation, and at each annual meeting of members held to elect directors, five (5) directors shall be elected for a term of three (3) years or until the third (3rd) annual meeting of members following their election, whichever first occurs, (the "Rotation Directors") 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, such elected directors to be the five candidates receiving the most votes at the applicable annual members' meeting, PROVIDED THAT if a retiring director wishes to seek re-election and has served for more than three (3) years immediately preceding the AGM at which such retiring director wishes to seek re-election, the term for which such director may run will be the maximum number of years that would, if combined with such director's immediately preceding consecutive years of service on the board of the Society, aggregate six (6) years, thereby assuring compliance with the provisions of subparagraph 8c below, and PROVIDED FURTHER THAT in circumstances where a board seat has become vacant owing to the resignation or inability to serve of a director (the "Replaced Director") with a term remaining that would have extended beyond the applicable annual meeting of members, then such board seat (or seats) shall also be open for election, but the term of a director elected to fill such a vacancy shall extend only so long as the remaining term of the Replaced Director, and the candidate(s) elected to fill such vacant seat(s) shall be those elected candidate(s) who have secured fewer votes than the Rotation Directors and, in instances of more than one (1) seat(s) of a Replaced Director being filled, then the candidate(s) receiving more votes will fill the seat being filled having the longer remaining term(s).

b. Nomination of Directors: Prior to the date of any annual meeting and in accordance with the Governance Guidelines, 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 in writing and, if in accordance with the Governance Guidelines and received by the Secretary by electronic means or physical delivery at the registered office of the Society within such time as may be stipulated by the Secretary in the call for nominations, shall be circulated or made available by the Secretary to members (using such media as may be reasonably expedient at the time) together with information on each candidate in accordance with such reasonable format, length and content as the Secretary may reasonably stipulate. PROVIDED ALWAYS that the fundamental principles of fairness and equity to all candidates and members shall govern the Society's preparation and circulation to the members of any material respecting the election of directors.

   Each such nominated candidate 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.

c. 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 for a term that, if added to such director's immediately preceding successive terms would aggregate a period of consecutive service as a director of greater than six (6) years. Retiring directors shall continue in office until their successors shall have been duly elected or appointed.

9. Directors' Qualifications

Each director shall be at least eighteen (18) years of age, shall not be disqualified from being a director by virtue of the Act and applicable law, and shall be and remain, throughout their 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 their election, and each director shall so certify, and shall provide written consent to act as a director, 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 be deemed to have resigned as a director and shall cease to be a director and the vacancy so created shall be filled in the manner prescribed by paragraph 10 following. The board of directors may from time to time approve Governance Guidelines respecting the qualifications of candidates for the board in order to meet identified needs for expertise, to reflect the principles and values of the Society, and facilitate the diversity of skills needed for effective governance in furtherance of the objects or purposes of the Society.

10. Vacancies

A vacancy on the board may, so long as a quorum of the directors (as determined pursuant to paragraph 13) remains in office, be filled by the directors from among the qualified members of the Society, but the individual so chosen shall retire at the next annual meeting following such individual's appointment. If no quorum of directors exists, the remaining directors shall forthwith call a special meeting of members to fill the vacancies on the board.

11. Appointed Director

The board may, from time to time, by resolution, appoint one (1) additional director who shall hold office for a term expiring not later than the close of the next annual meeting.

12. Removal of Directors

If a director is absent from three (3) consecutive meetings of the board without just cause, such individual's office of director may be declared vacant by resolution of the board (and, in the event such resolution is passed, such director shall be deemed to have resigned as a director and shall

cease to be a director), and the board shall be entitled to fill the vacancy in the manner prescribed by paragraph 10 preceding. The members may, by resolution passed by at least a majority of the votes cast at a special meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiry of such director's term of office, and may, by a majority of the votes cast at that meeting, elect any person in such director's stead for the remainder of such director's term.

13. 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, telephoned or delivered electronically to each director not less than two (2) days before the meeting is to take place or mailed not less than five (5) 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.

14. Voting

Each director of the Society is authorized to exercise one (1) vote. 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.

15. Meetings by Teleconference

Directors of the Society may meet by teleconference provided that all of the directors consent in writing to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board.

16. Meetings by Other Electronic Means

The directors of the Society may meet by such telephone, electronic or other communication facilities as permit each director to communicate simultaneously and instantaneously with each other, provided that:

a. the directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;

b. each director has equal access to the specific means of communications to be used; and

c. each director present at or participating in the meeting has consented in writing in advance to meeting by such means using the specific means of communication proposed for the meeting.

17. Participation by Telephone or Electronic Means

A director of the Society participating in a meeting either by telephone, electronic or other communication facilities shall be deemed for the purposes of the Act to have been present at that meeting. Written consent to meeting by such means may be given before or after the meeting to which it relates or may be a "blanket" consent relating to all meetings of the board and/or committees of the board.

18. 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.

19. No Remuneration of Directors

The directors of the Society shall serve without remuneration. No director shall directly or indirectly receive any profit from their position as a director, but a director may be paid reasonable expenses incurred in the performance of their duties.

20. Executive Committee of the Board of Directors

a. Constitution: The directors of the Society are authorized to elect from among their number an executive committee consisting of not less than three (3) 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, subject to the restrictions contained in the Act and the By-laws, 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.

b. Delegation: Subject to the limitations set out in the Act and to the provisions of subparagraph (a) 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.

c. Governance: The following provisions and restrictions shall apply to the executive committee:

i. unless otherwise ordered by the board, each member of the executive committee shall continue to be a member thereof until the next succeeding annual meeting of the members;

ii. the directors of the Society 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;

iii. 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;

iv. 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;

v. the Secretary of the Society shall be the Secretary of the executive committee;

vi. the board shall fill vacancies in the executive committee by election from among the directors of the Society; and

vii. meetings of the executive committee may be convened by the direction of any member thereof.

21. 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 their 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.

22. *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.

23. 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.

24. Conflict of Interest

(a) A director or officer of the Society who,

(i) is a party to a material contract or transaction or proposed material contract or transaction with the Society ("**Contract**" and "**Transaction**"); or

(ii) is a director or an officer of, or has a material interest in, any person who is a party to a Contract or Transaction or a proposed material Contract or Transaction with the society,

shall disclose to the Society or request to have entered in the minutes of board meetings the nature and extent of such director or officer interest.

(b) The disclosure required by paragraph 24(a) must be made, in the case of a director,

(i) at the board meeting at which a proposed Contract or Transaction is first considered;

(ii) if the director was not then interested in a proposed Contract or Transaction, at the first board meeting after the director becomes so interested;

(iii) if the director becomes interested after a Contract is made or a Transaction is entered into, at the first board meeting after the director becomes so interested; or

(iv) if a person who is interested in a Contract or Transaction later becomes a director, at the first board meeting after the director becomes a director.

(c) The disclosure required by paragraph 24(a) must be made, in the case of an officer who is not a director,

(i) forthwith after the officer becomes aware that the Contract or Transaction or proposed Contract or Transaction is to be considered or has been considered at a board meeting;

(ii) if the officer becomes interested after a Contract is made or a Transaction is entered into, forthwith after the director becomes so interested; or

(iii) if a person who is interested in a Contract or Transaction later becomes an officer, forthwith after the officer becomes an officer.

(d) Despite paragraph 24(b) and paragraph 24(c), if paragraph 24(a) applies to a director or officer in respect of a Contract or Transaction or proposed Contract or Transaction that, in the ordinary course of the Society's business, would not require approval by the board or members, the director or officer shall disclose to the Society or request to have entered in the minutes of board meetings, the nature and extent of such director's or officer's interest forthwith after the director or officer becomes aware of the Contract or Transaction or proposed Contract or Transaction.

(e) A director referred to in paragraph 24(a) shall not attend any part of a board meeting during which the Contract or Transaction is discussed and shall not vote on any resolution to approve the Contract or Transaction unless the Contract or Transaction is one for indemnity or insurance.

(f) If no quorum exists at a board meeting for the purpose of voting on a resolution to approve a Contract or Transaction only because a director is not permitted to be present at the board meeting by reason of paragraph 24(e), the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

(g) A general notice to the board by a director or officer disclosing that such director or officer is a director or officer of or a material interest in a person, or that there has been a material change in the director's or

officer's interest in the person, and is to be regarded as interested in any Contract made or any Transaction entered into with that person is sufficient disclosure of interest in relation to any such Contract or Transaction for the purposes of this paragraph 24.

(h) A Contract or Transaction for which disclosure is required under paragraph 24(a) is not void or voidable, and the director or officer is not accountable to the Society or its members for any profit or gain realized from the Contract or Transaction, because of the director's or officer's interest in the Contract or Transaction or because the director was present or was counted to determine whether a quorum existed at board meeting or of the committee of directors that considered the Contract or Transaction, if,

(i) disclosure of the interest was made in accordance with this paragraph 24;

(ii) the board approved the Contract or Transaction; and

(iii) the Contract or Transaction was reasonable and fair to the Society when it was approved.

(i) Despite anything in this paragraph 24, a director or officer, acting honestly and in good faith, is not accountable to the Society or to its members for any profit or gain realized from any Contract or Transaction by reason only of such director or officer holding the office of director or officer, and the Contract or Transaction, if it was reasonable and fair to the Society at the time it was approved, is not by reason only director's or officer's interest in it void or voidable if,

(i) the Contract or Transaction is confirmed or approved by special resolution at a members' meeting duly called for that purpose; and

(ii) the nature and extent of the director's or officer's interest in the Contract or Transaction are disclosed in reasonable detail in the notice calling the members' meeting.

25. Indemnities to Directors and Officers

(a) Subject to the *Charities Accounting Act* (Ontario), the shall from time to time and at all times indemnify each director or officer of the Society, each former director or officer of the Society, and each individual who acts or acted at the Society's request as a director or officer, or in a similar capacity, of another entity against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the individual's association with the Society or other entity.

b) The Society may advance money to a director, officer or other individual referred to in paragraph 25(a) for the costs, charges and expenses of an action or proceeding referred to in paragraph 25(a), but the individual shall repay the money if the individual does not fulfill the conditions set out in paragraph 25(c).

(c) The Society shall not indemnify an individual under paragraph 25(a) unless:

(i) the individual acted honestly and in good faith with a view to the best interests of the Society or other entity, as the case may be; and

(ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

26. 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 their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default.

27. Insurance and Bonding

(a) Subject to the *Charities Accounting Act* (Ontario), the Society may purchase and maintain insurance for the benefit of each director or officer of the Society, each former director or officer of the Society, and each individual who acts or acted at the Society' request as a director or officer, or in a similar capacity, of another entity against any liability incurred by the individual:

(i) in the individual's capacity as a director or officer of the Society; or

(ii) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request.

(b) 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

28. 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, such person 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.

29. 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.

30. Chair

The Chair shall, when present, preside at all meetings of the board. During the Chair's absence or inability to act, the Chair's duties and powers may be executed by the President.

31. President

The President shall, when present, preside at all meetings of the members. The President shall communicate with the Chief Executive Officer on behalf of the board, sign all documents requiring their signature and have the other powers and duties from time to time prescribed by

the board or incident to their office. The President shall report to the board on all the President's activities or undertakings on behalf of the Society or the board in a timely fashion.

32. Vice-President

During the President's absence or inability to act, the President's 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 their office.

33. 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. The Secretary shall give or cause to be given all notices required to be given to members and to directors. The Secretary 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 the Secretary's office.

34. Treasurer

The Treasurer shall oversee the keeping of full and accurate accounts of all receipts and disbursements of the Society in proper books of account and the deposit of 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. The Treasurer shall oversee the disbursement of the funds of the Society under the direction of the board, oversee the taking of proper vouchers therefor and shall render to the board, whenever required of the Treasurer, an account of all their activities as Treasurer and of the financial position of the Society. The Treasurer shall monitor 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 the Treasurer's office.

35. 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.

36. 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

37. 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 the Chief Executive Officer's specific responsibilities shall be as set forth in the Chief Executive Officer's contract of employment with the Society, which shall include reference to this By-law.The Chief Executive Officer 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 timely report to the board both directly, at regular meetings of the board, and through the President. The President shall conduct, at least annually, a performance appraisal of the Chief Executive Officer. 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

38. Classes of Membership

Membership in the Society consists of the following classes of members:

a. Honourary 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;

b. 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 deposited;

c. 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 deposited;

d. 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 deposited.

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

39. 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.

40. Membership Fee

The membership fee for each class of members shall be determined from time to time by the board. The form(s) of membership applications together with all related administrative matters, including payment method (which may, in the discretion of the board, include recognition of

student status, hours of volunteer service, or other discounting or consideration in kind), limitations on purchases of memberships as gifts, precautions relating to identification and qualification of applicants, restrictions of cash purchases, and other such matters shall be as specified in the Membership Guidelines and as approved and updated from time to time by the board.

41. 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 or special meeting of the Society if the board, acting in good faith, determines that the applicant or member 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.

42. Entitlement to Vote

Subject to the provisions of the Act and paragraph 38, all eligible members who reside or are employed within a radius of 60 km of 11 River Street, Toronto, shall be entitled to vote at all meetings of the Society.

43. Issuance of Memberships

The board may from time to time by resolution, issue membership of an appropriate membership class to 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 in the relevant membership class and that has been received by the Secretary, and all corresponding dues payable with respect to the class of membership desired have been paid in accordance with the Membership Guidelines. Each member shall be promptly informed by the Secretary of the issuance of membership to that member and shall be issued a membership card indicating the class of membership held and the date the membership expires.

44. Renewal of Membership

A member may renew their 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, paid in accordance with the Membership Guidelines, 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 their 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 the issuance of a membership in the Society and governed by the provisions of paragraph 43 preceding.

45. 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 their membership expires or when the member 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.

46. Member Code of Conduct

(a) The Member Code of Conduct is hereby incorporated by reference into this By-law.

(b) Upon receipt of a written and signed allegation of a potential breach of the Member Code of Conduct, the board may decide to pursue disciplinary action in which case the board shall provide the member with fifteen (15) days' written notice of the potential disciplinary action and the respondent may provide an oral or written submission within five (5) days of receipt of such notice, which shall be considered in any decision.

(c) Upon fifteen (15) days' written notice to a member, the board may consider a resolution to suspend or terminate membership for violating any provision of the articles or By-laws (which shall include a violation of any provision of the Member Code of Conduct). The member receiving

such notice shall be entitled to an opportunity to be heard, orally or in writing, with respect to the proposed disciplinary action, suspension or termination not less than five (5) days before the end of the fifteen (15) day period.

47. 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

48. Annual Meetings

The annual meetings of the members shall be held at such place within Ontario, or shall be held by telephonic or electronic means, at such time and on such day in each year as the board, may from time to time determine, for the purpose of hearing and receiving the reports and statements required by the 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 the auditor's remuneration and for the transaction of such other business as may properly be brought before the meeting. Annual meetings of the members may be held by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of the Act to be present at the meeting. In determining which members receive notice of an annual meeting, the board of directors may fix a record date in accordance with the Act.

49. Special Meetings

The board may at any time call a special meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special meeting of members may also be requisitioned by the members as provided in the Act. Special meetings of the members may be held by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of the Act to be present at the meeting. In determining which members receive

notice of a special meeting, the board of directors may fix a record date in accordance with the Act.

50. 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 to each member and to the directors and the auditor of the Society by sending by prepaid mail, or by email or other electronic means, notice of the time and place of the meeting and the general nature of the business to be transacted at least ten (10) days (and not more than fifty (50) days) before the date of the meeting.

51. Quorum

Two (2) members present in person, or by telephonic or electronic means, 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, or by telephonic or electronic means, 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.

52. 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 such member's 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 their attorney authorized in writing, or if the member is a corporation, society, association or other like entity, by an officer or attorney thereof, 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 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.

53. Scrutineers

At each meeting of members one or more scrutineers, who need not be members, may be appointed in advance by the board, failing which, by a resolution of the meeting or by the Chair with the consent of the meeting, to serve at the meeting.

54. 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 42 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.

55. Show of Hands

At all meetings of members every question shall be decided by a show of hands, or by telephonic or electronic means, unless a poll on the question is required by the Chair or requested by any member. Upon a show of hands or vote by telephonic or electronic means, every member present, whether in person or by telephonic or electronic means, shall have one vote. Whenever a vote by show of hands or by telephonic or electronic means 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.

56. 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.

57. 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.

58. 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. If the adjournment is for less than thirty (30) days, no notice is required of any adjourned meeting.

COMMITTEES

59. Committees

The board may establish committees and task forces consisting of members of the Society selected by the board or by the protocols established by the relevant committee or task force in accordance with its own rules of governance (which shall be subject to approval and periodic review by the board in its discretion). Task forces shall be governed by the same principles as committees generally, but shall be established by the board in response to particular volunteer needs communicated to the board by the Chief Executive Officer from time to time, and for such limited time as such needs may exist. Committees and task forces shall act in an advisory capacity to the board in connection with the particular field of activity referred to each. Committee and task force members hold office at the pleasure of the board and the President shall be an *ex officio* member of each committee.

60. 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.

61. Standing Committees

In addition to the executive committee of the board and such committees as the board may appoint from time to time in accordance with paragraph 59 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 policies for intake, assessment, admission, ongoing care and treatment, behaviour modification, enrichment, adoption and euthanasia, together with such other matters as may come before the committee for consideration, in keeping with the objects of the Society; and

b. 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;

v. compliance with legal and regulatory requirements; and

vi. such other financial matters as may be requested by the board from time to time.

62. 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

63. 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.

64. 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.

65. 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.

66. 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

67. 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

68. 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

69. 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.

70. 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

71. 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 guarantees or indemnities for or 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

72. Distribution of Property on Dissolution

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

73. Repeal of Other By-Laws

All other by-laws of the Society currently in force, with the specific exception of By-law No. 2A (respecting the borrowing of money and the issuance of securities), 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

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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 5 day of October

P. Shanahan

President

Secretary

SCHEDULE "A"
MISSION STATEMENT

Improving the Lives of Animals