

Toronto Humane Society

2022 Annual General Meeting

Minutes

Tuesday, September 13, 2022, 6:00 pm
Meeting held Virtually via GetQuorum

1. *Welcome*

Amanda Bustard from GetQuorum described how GetQuorum would moderate 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 2022 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 third virtual AGM, as well as those members who participated in the Members' Town Hall on August 6, 2022 at Paws in the Park.

The Chair then introduced the members of the Board of Directors and asked the members to join her in thanking retiring director Kathy McDonald for her great work and dedication to the Society while serving on the Board.

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 25, 2022. With the consent of the meeting, she dispensed with the reading of the Notice.

3. 2021 AGM Minutes

The Chair noted that the Minutes of the 2021 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 2021 Annual General Meeting be adopted.

Moved: Josh Shanahan

Seconded: David Bronskill

Carried.

4. Articles of Amendment and By-law Amendments

The Chair noted that there were amendments to the Society’s By-law #1-2021 as well as Articles of Amendment for approval by the members. She described the amendments, which will bring the Society’s constating documents and by-laws in conformity with the new Ontario Not-for-Profit Corporations Act, 2010, which came into force in October, 2021. She noted that a summary of major changes was included with the AGM election package, and that the entirety of the changes was publicly posted on the Society’s website. She noted further that the proposed by-law amendments had been posted on the Society’s website and had been made available to the members. The Chair advised that the changes would require approval by at least two-thirds of votes cast.

The Chair proposed that the Articles of Incorporation (the “Articles”) be amended to reflect the classes of membership. The classes of membership remain the same but are now being added into the Articles as required by the new Act. The classes of membership are honorary members (without voting rights), annual members (with voting rights), senior members (with voting rights), and junior members (without voting rights).

The current Society By-law #1-2021 is also being amended to reflect changes related to the new Act, together with other ancillary amendments. Amendments to the By-law also include gender-inclusive language, referring throughout to Toronto Humane Society as the “Society” rather than the “Corporation”, and amending the term “annual general meeting” to “annual meeting”.

The Chair then requested the following motion:

RESOLVED THAT the Articles of Amendment and the amendments to By-law 1-2021 as summarized at Schedule “A” to the AGM package and as set out in full on the Toronto Humane Society’s website be approved.

MOVED: Peter Newell

Seconded: Martin Buckle

Carried.

5. *Audited Financial Statements and Appointment of Auditor*

The Society's Treasurer, Charissa Lai, 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 2021 audited financial statements made available to members.

The Treasurer requested a motion to receive the 2021 audited financial statements.

THAT the audited financial statements for the fiscal year ended December 31, 2021 and the Auditor's report be received.

Moved: Krista Bulmer

Seconded: Malcolm Bernstein

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: Josh Shanahan

Seconded: Damian Creber

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: David Bronskill

Carried.

7. *Election of Directors*

The Chair announced that five candidates were running for the five seats available on the Board of Directors: David Bronskill, Jennifer Dernek, Mark Dilworth, Nabila Tisha and Angela Young. All five

seats are for a three-year term. All candidates were duly nominated in accordance with the Society's by-law and members were sent information provided by the candidates.

Elected for a three-year term: David Bronskill, Jennifer Dernek, Mark Dilworth, Nabila Tisha and Angela Young.

The Chair congratulated the candidates on their election.

8. Other Business

The Chair advised 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 participating in the AGM. She indicated that she was available to answer any questions members may have and provided her contact information. The Chair wished the members well and expressed her hope that it would not be too long before everyone can once again participate in shelter and community events.

The meeting was then concluded.

Krista Bulmer, President

Claudette Turner, Recording Secretary

Date

Date