

AGM Notice

Our Annual General Meeting (AGM) will take place virtually on September 8, 2026, beginning at 6:00 PM. Please find your voting package enclosed. Members in good standing who live or work within a 60 km radius of 11 River Street, Toronto are eligible to vote at the meeting.

This year's AGM will once again be hosted online using the GetQuorum platform. Instructions for accessing and participating in the meeting are included in this package and have also been shared by email with members who have provided an email address.

If you did not receive the electronic instructions, you can find them on our website at:
www.torontohumanesociety.com/AGM

Members also have the option to join the meeting by phone; however, please note that live voting is not available via phone. If you plan to attend this way, we encourage you to submit your proxy in advance. Phone-in details are included in this package and posted on our website.

We encourage you to review the enclosed election materials carefully and submit your vote using the yellow proxy form. Proxies must be received **no later than September 4, 2026 at 6:00 PM**. Please return your completed proxy using the enclosed envelope provided. Kindly note that any proxies sent directly to Toronto Humane Society will be deemed invalid and will not be counted in the election.

There are five (5) positions open on the Board of Directors this year. We are pleased to present a strong slate of five (5) candidates, each bringing valuable experience and a diverse range of skills.

You are also invited to attend our upcoming Members' Town Hall, where you will have the opportunity to meet the candidates and ask questions in an open, engaging setting. As there will be no open question period during the AGM itself, we encourage you to take advantage of this session. Additional details are included in your package.

A copy of the President's letter, letter from the Chair, proposed by-law amendments, candidate profiles and the approved form of proxy accompany this Notice.

Thank you for your continued support of Toronto Humane Society. We look forward to your participation in both the Town Hall and the 2026 AGM.

P.S. Don't forget to submit your proxy in advance of the deadline.



AGM Agenda

**Toronto Humane Society
Annual General Meeting (AGM) Agenda**
September 8, 2026, 6:00 pm

Virtually Via GetQuorum.com for the following purposes:

1. Welcome & Introduction
2. Confirm Proceedings
3. Election of Directors
4. Other Business
 - a. Approve the minutes of the 2025 AGM
 - b. Approve, ratify and confirm all prior acts from September 10, 2025 to September 7, 2026
 - c. Approve By Law Amendments
 - d. Appoint KPMG as Auditor of The Toronto Humane Society and authorize the Board to set Payment
 - e. Receive the financial statements for the year ended December 31, 2025 and the Auditor's report
5. Termination of Meeting

Election results will be posted on the website

*Available at www.torontohumanesociety.com/AGM or upon request from membership@torontohumanesociety.com OR (416) 392-2273 Ext. 2162

Voting instructions are on the back of the paper proxy and at the link provided by email to those voting electronically.

DATED in Toronto this 20th day of July 2026
BY ORDER OF THE PRESIDENT
Josh Shanahan
President



2026 President's Letter

Dear Toronto Humane Society Member,

As we gather for our 2026 Annual General Meeting, I want to begin by expressing my deepest gratitude to you, our members, for your continued commitment to Toronto Humane Society and for participating in this year's AGM process. This meeting is an important point of accountability for our organization and an opportunity to reflect on the vital work being carried forward on behalf of animals and the people who care for them.

I am proud to share that 2025 was a year of stability and meaningful growth in our community impact as we continue implementing our strategic plan focused on expanding access to care. Despite ongoing sector-wide pressures, including rising operational costs, a competitive fundraising environment, and challenges in the veterinary labour market—Toronto Humane Society ended 2025 strong, positioning the organization for future growth.

Our shelter-based care made a significant impact last year, with 1,885 animals admitted to our care and a phenomenal 95% live release rate. We also continued to expand our ability to provide access to affordable veterinary care. In 2025, we supported a record 39,036 human-animal families, delivering \$4.8 million in below-market care and support. This milestone reflects our continued evolution from a primarily reactive shelter model toward a broader animal welfare model designed to keep families together with the animals they love.

A key milestone on our journey was the successful launch of our new Community Animal Health Centre on Queen Street East. This clinic represents the future of our care delivery, and I am thrilled to report that our momentum has carried directly into 2026. In Q1 of this year alone, we supported 9,165 human-animal families, with the new Queen Street clinic open and receiving strong client satisfaction.

Toronto Humane Society is also playing a growing role in advancing learning and research for the sheltering industry and broader animal welfare sector. Through academic publications, conference presentations, and strategic partnerships, we are increasingly called upon by industry partners to share our expertise, helping to shape the future of animal welfare nationwide.

None of these achievements would be possible without the incredible people behind our work. I want to recognize our dedicated staff, volunteers, foster parents, students, donors, and you, our members. In 2025, our volunteers contributed an astonishing 35,000+ hours, and our foster families remained a critical lifeline for the animals in our care. Support from donors has enabled us to grow responsibly. Thanks to strong major gift performance, we were able to bring the Queen Street expansion clinic into operation entirely debt-free, without needing external financing.

As you review this package, you will find proposed by-law amendments. These updates are a routine but necessary part of ensuring our governance remains aligned with the scale, complexity, and long-term direction of our organization, supporting continuity, clarity, and responsible stewardship.



If you have questions about any of the by-law changes or any other business of Toronto Humane Society, I invite you to attend our Member Town Hall during Paws in the Park. There you will be able to meet this year's board nominees and speak with the current board and senior management. The Member Town Hall takes place on Saturday, August 15, 2026, from 12:00 to 1:00 p.m.

Looking ahead, our future work will require a careful balance of ambition and discipline. We must continue our focus on expanding access to care for the hundreds of thousands of families in Toronto who need it, while remaining committed to high standards in sheltering, operational quality, financial resilience, and strong governance.

Thank you for your continued trust, your active engagement, and your unwavering belief in the work ahead.

Together, we are building a more compassionate future.

With heartfelt appreciation,
Josh Shanahan
President
Toronto Humane Society



Letter from the Chair

Dear Toronto Humane Society Member,

Our Annual General Meeting (AGM) will be held on September 8, 2026. Enclosed in this package are materials relating to the meeting, including information regarding proposed amendments to Toronto Humane Society's General Operating By-Law.

Over the past several years, Toronto Humane Society has continued to evolve in scale, complexity, and public impact. Alongside this growth and in alignment with the organization's strategic direction, the Board of Directors has undertaken a review of the Society's governance framework to ensure our governing documents remain current, effective, and aligned with modern nonprofit governance practices.

The proposed by-law amendments included in this package are the result of that review process. The amendments were developed with external legal counsel and have been reviewed and approved by the Board of Directors for presentation to the membership.

The proposed amendments include:

- **extending maximum director term eligibility from six to nine consecutive years;**
- **simplifying the officer structure to focus on Chair and Vice-Chair roles;**
- **removing references to the Executive Committee structure;**
- **clarifying and modernizing governance responsibilities and administrative authorities;**
- **updating references to operational leadership roles and responsibilities;**
- **refining committee and governance provisions to better align with current organizational practice; and**
- **modernizing language and formatting throughout the By-Law for clarity and consistency.**

These amendments are intended to support governance continuity, organizational stability, and effective long-term stewardship as Toronto Humane Society continues to grow and evolve.

Additional information, including the full proposed amended By-Law and supporting AGM materials, is available at www.torontohumanesociety.com/AGM

Thank you for your continued support of Toronto Humane Society and the animals we serve.

Yours sincerely,
Adrienne Macdonald
Chair
Toronto Humane Society



Town Hall Invitation

We are pleased to extend an invitation to attend a Townhall session hosted by Toronto Humane Society's Board of Directors as part of Paws in the Park, taking place at 11 River St. on Saturday, August 15, 2026, from 12:00 to 1:00 p.m.

This time will provide an opportunity to meet members of the Board, learn more about the Board nominees, and engage in open conversation with both Board representatives and Senior Leadership.

Please note that this session will replace a traditional Q&A segment during the Annual General Meeting on September 8, 2026.

We hope you will take this opportunity to connect with the Board and learn more about the work ahead.



Candidate Profiles

Adrienne Macdonald

I am honoured to bring my years of business, financial, and fundraising experience to help Toronto Humane Society continue to achieve its vision and mission, to be a leader in animal welfare and to improve the lives of animals.

As Director, Equity Capital Markets at National Bank Capital Markets and as a former professional fundraiser for a major Canadian political party, I hope to be able to merge these skills and experience with my lifelong passion for animal welfare to help Toronto Humane Society continue to be a successful animal welfare champion. I have been a big supporter of Toronto Humane Society ever since my partner and I adopted a senior cat (Relish) from Toronto Humane Society several years ago. This organization is a critical part of our community, and I am honoured to be a part of its commendable mission.

Alexandre Rochtchine

In addition to my passion for animal welfare, I look forward to bringing my financial planning expertise and my in-depth understanding of sustainable charitable funding models to support Toronto Humane Society.

With over 10 years of financial planning experience at several major banks in Toronto, I serve high net-worth clients to address the intricacies and impacts of tax codes, corporate structures, and multi-generational estate distributions. As part of this, I assist with structuring philanthropic donations and have extensive knowledge of different tools, such as life insurance models and donor advised funds, that enable tax efficient and predictable contributions. I recognize that sustainable, predictable funding is a critical success factor for Toronto Humane Society and look forward to contributing to the long-term impact the organization will have on the animals of Toronto.

Audrey Mak

Over the past 21 years, I have held a variety of senior leadership and legal roles with OMERS, with a focus on governance, strategy, and risk management. Most recently, I served as Executive Director, Governance & General Counsel, Corporate Secretary for the OMERS Sponsors Corporation Board, where I was actively engaged in board governance and risk oversight. I hold the ICD.D designation and bring extensive experience developing governance frameworks and supporting organizations with diverse stakeholders. Combined with my passion for animal welfare, I believe my background would enable me to make a meaningful contribution to Toronto Humane Society as it advances its bold new strategic plan. I would be honoured to support the Board in ensuring strong governance and long-term organizational success.



Candidate Profiles continued

Liz Everett

I developed a love for animals at an early age, which I nurtured through the pursuit of my Marine Biology degree. I started my career in the Science Communication field, supporting charitable organizations including Actua and Science Museum Group. From these experiences, I gained an appreciation for non-profit organizations and how vital fundraising is for standing up and achieving ambitious goals. After years of engaging and fulfilling work in science communication, I came to realize I had a passion to enact a larger-scale impact. As an Associate in the Leadership Development Program at RBC, I am currently working with the Sustainable Finance team to find alignment between client financing needs and RBC's suite of sustainable financing products. I have been an active and passionate contributor to Toronto Humane Society's Animal Welfare Committee, where I have been able to blend my critical thinking skills with my deep love for animals. I value organizations, such as Toronto Humane Society, which lend themselves to empowering individuals with knowledge, and to protecting and preserving the human-animal bond.

Sehr Mahmood

My experience across a number of animal welfare organizations has given me both a practical and strategic understanding of what it takes to support a mission like that of Toronto Humane Society. Through Sunshine Therapy Dogs and years of volunteering with the Etobicoke Humane Society, I have seen firsthand the impact animals can have on people's lives and gained valuable insight into shelter operations and the importance of strong volunteer support. For the past four years, I have organized spay and neuter clinics in Mexico, helping more than 600 homeless cats and dogs through fundraising, program management, and community engagement. These experiences have strengthened my appreciation for sustainable, preventative approaches to animal welfare and my ability to work effectively with limited resources. I also bring expertise in marketing and social media strategy and am passionate about finding new ways to increase awareness and community support. I would be honoured to help Toronto Humane Society continue to expand its impact and advance animal welfare in our community.



Proposed By-Law Amendments

Schedule “A”

By-Law Amendment Summary

2026 Toronto Humane Society Annual General Meeting

The Board of Directors is recommending a series of amendments to Toronto Humane Society’s General Operating By-Law.

These proposed amendments are the result of a broader governance review undertaken with external legal counsel to ensure the Society’s governing documents remain current, operationally effective, and aligned with modern nonprofit governance practices.

The amendments are intended to support effective long-term governance, organizational continuity, and institutional sustainability as Toronto Humane Society continues to grow in scale and complexity.

This summary is intended to provide members with a high-level overview of the proposed amendments. It is not exhaustive and should be read together with the full proposed amended By-Law and comparison document available at

www.torontohumanesociety.com/AGM.

The summarized amendments are described in the following: 1) Board Continuity and Director Terms, 2) Officer Structure Modernization, 3) Executive Committee Removal, 4) Governance and Administrative Clarifications, 5) Terminology, Language, and Housekeeping Amendments

1. Current Provision	Proposed Amendment	Rationale
Directors may serve a maximum of six consecutive years.	The maximum consecutive director term limit would be extended from six to nine years.	The proposed change is intended to: • support governance continuity; • retain institutional knowledge during periods of organizational growth; • strengthen succession planning capacity; and • align board continuity with the long-term stewardship expectations associated with major strategic and fundraising initiatives.
2. Current Provision	Proposed Amendment	Rationale
The By-Law includes multiple officer roles, including: • Chair	The officer structure would be simplified to focus primarily on: • Chair • Vice-Chair	The proposed changes are intended to: • simplify governance structure; • improve role clarity;

• President • Vice-President(s) • Secretary • Treasurer	The By-Law would also clarify the Board's ability to appoint additional officers or agents as required.	• better align governance oversight and operational leadership responsibilities; and • reflect current nonprofit governance practices.
3. Current Provision	Proposed Amendment	Rationale
The By-Law contains provisions establishing an Executive Committee of the Board.	References to the Executive Committee would be removed.	The proposed change is intended to: • reinforce governance accountability through the full Board and standing committee structure; • reduce unnecessary governance layering; and • align with current governance practices emphasizing transparency and collective Board oversight.
4. Current Provision	Proposed Amendment	Rationale
	The proposed amendments include updates throughout the By-Law to: • clarify governance responsibilities; • modernize administrative authorities; • update references to current operational leadership roles; • streamline approval and reporting language; and • improve consistency between governance and operational practice.	These changes are intended to: • improve clarity; • reduce ambiguity in governance administration; • and ensure the By-Law reflects the Society's current operating model.
5. Current Provision	Proposed Amendment	Rationale
	The proposed amendments include revisions related to: • Board and committee leadership terminology; • Formatting and number corrections; • Administrative consistency updates.	These amendments are intended to improve readability, consistency, usability of the By-Law document.

A complete copy of the proposed amended By-Law and comparison document showing all proposed changes can be found at: www.torontohumanesociety.com/AGM.

PROXY

Sign Your Proxy

Unsigned proxies will not be counted. See the back of this form for instructions on how to complete your proxy.

Member No.: _____
Member Name: _____
Address: _____

Toronto Humane Society Annual General Meeting (AGM) Held September 8, 2026, 6:00pm via [GetQuorum.com](https://getquorum.com)

I, the undersigned member of Toronto Humane Society (THS), appoint **Josh Shanahan, THS President, or failing him, Nabila Tisha, THS Vice President**, or failing both, _____, as my proxyholder to attend, act and vote or withhold from voting (in accordance with my instructions below) on any ballot that may be called for at the 2026 AGM. Subject to my instructions below with respect to which my membership is to be voted accordingly, my proxyholder has the authority to vote on any item that may come up at the meeting and any adjournments. I revoke all former proxies. This proxy expires at the end of the 2026 AGM. I live or work within 60km of 11 River Street, Toronto.

Signature

Date

I direct my proxyholder to vote as follows:

Electing Directors

If you leave this section blank your vote will be cast for the five (5) Board-recommended candidates indicated in BOLD set out below. There are 5 seats up for election.

Board Recommended Slate

- | | | |
|---|---|-------------------------------------|
| ☐ Adrienne Macdonald | ☐ Alexandre Rochtchine | ☐ Audrey Mak |
| ☐ Liz Everett | ☐ Sehr Mahmood | |
| ☐ Withhold from voting | | |

Other Business

If you leave this section blank your vote will be cast FOR the motion (marked in bold).

- | | | |
|--------------------------------|-----------------------------------|---|
| ☐ Agree | ☐ Disagree | Approve the minutes of the 2025 AGM (Annual General Meeting) |
| ☐ Agree | ☐ Disagree | Approve, ratify and confirm all prior acts from September 10, 2025 to September 7, 2026 |
| ☐ Agree | ☐ Disagree | Approve the By-law amendments presented in the summary at Schedule "A" in the AGM package |
| ☐ Agree | ☐ Disagree | Receive the financial statements for the year ended December 31, 2025 and the Auditor's report |
| ☐ Agree | ☐ Disagree | Appoint KPMG as Auditor of The Toronto Humane Society and authorize the Board to set Payment |

☐ Withhold from voting

I acknowledge that I may appoint a proxyholder, other than the person designated in this form of proxy, to attend and act on my behalf at the said meeting. To do so, I may insert the other person's name in the blank space set out in the first paragraph above.

VOTING INSTRUCTIONS

How to Vote

You have two options:

1. By Mail

Complete your proxy, sign and date it, and return it using the enclosed envelope. Your proxy must arrive at **WeirFoulds** by **September 4, 2026 at 6:00 pm**. Proxies received after this time will not be counted. You will have the option to join the AGM by dialing in to the meeting if you wish to do so. However, you will not be able to “live” vote via telephone, so please return your proxy in the enclosed envelope to arrive by **September 4, 2026 at 6:00 pm**. Please make a note of your membership number (just above your name on your proxy) as you will need it to join the AGM. The dial-in information can be found at www.torontohumanesociety.com/AGM

DO NOT SEND YOUR PAPER PROXY DIRECTLY TO TORONTO HUMANE SOCIETY.

2. Electronically

Members who provided Toronto Humane Society with their email address were sent the election package electronically, and by mail. You can submit your proxy electronically by **September 4, 2026 at 6:00 pm** according to the directions provided by GetQuorum in the emailed election package or you can “live” vote at the virtual AGM.

Only those on the members' list or their proxyholder will be eligible to participate in the AGM, except those employed by Toronto Humane Society and assigned to the meeting, and candidates for the Board of Directors who are not members. Only properly executed proxies received before **6:00 pm** on **September 4, 2026** by GetQuorum for electronic proxies, and by **Sandy Cardarelli, WeirFoulds LLP, 66 Wellington Street West, Suite 4100, PO Box 35, Toronto-Dominion Centre, Toronto, ON M5K 1B7** for paper proxies will be accepted for the purposes of the meeting.

The membership represented by this proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and, if the member specifies a choice above, the membership is to be voted accordingly.

How to Complete Your Proxy

Certification

Only members who live or work within 60km of 11 River Street, Toronto may vote. Your proxy is a legal document. When you sign it, you are attesting that you meet this criterion.

Remember to sign your paper proxy as unsigned proxies won't be counted. If the date field is blank, your proxy will be dated as of the day it was received by the scrutineer.

Electing Directors

FIVE positions on the Board of Directors are up for election at the 2026 AGM. Please select up to **FIVE** candidates. If you leave this section blank, your votes will be cast for the **FIVE** Board-recommended candidates. If you select fewer than five candidates, any remaining votes will not be used.

Other Business

Please select only one box beside each of the four motions in the Other Business section. If you do not check a box in this section, your vote will be cast FOR the motion, as marked in bold.