

**ONTARIO SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS
BY-LAW NUMBER NINE**

BE IT ENACTED as a By-Law relating generally to the conduct of the affairs of the Ontario Society for the Prevention of Cruelty to Animals, as follows:

**ARTICLE 1
INTERPRETATION**

1.1 Definitions – In this By-Law the following terms shall have the following meanings:

“**Act**” means the *Ontario Corporations Act*, R.S.O. 1990, c. C.38, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time;

“**Affiliated Local Society**” means a local society recognized as such by the Board pursuant to Article 13;

“**Annual General Meeting**” means an annual meeting of the Members of the nature described in Section 4.1;

“**Annual Organizational Meeting**” means the first meeting of the Board held following each Annual General Meeting;

“**Auditor**” means the auditor of the Society;

“**Board**” means the board of directors of the Society from time to time constituted;

“**By-Laws**” means this by-law and all schedules attached hereto and all other by-laws of the Society from time to time in force and effect;

“**CEO**” means the Chief Executive Officer of the Society;

“**CFO**” means the Chief Financial Officer of the Society;

“**Chair**” means the chair of the Board;

“**Class A Member**” means a Class A Member of the Society;

“**Class B Member**” means a Class B Member of the Society;

“**Class C Member**” means a Class C Member of the Society;

“**Committee**” means a committee or, where the context permits, a subcommittee of the Board;

“**Director**” means a director of the Society;

“**First Vice-Chair**” means the first vice-chair of the Society or where there is only one Vice-Chair, means that Vice-Chair;

“**Letters Patent**” means any letters patent (including supplementary letters patent and letters patent of continuance) that may be issued in respect of the Society from and after the date hereof;

“**Member**” means a Class A Member, a Class B Member or Class C Member or all such members, as the context requires;

“**OSPCA Act**” means the *Ontario Society for the Prevention of Cruelty to Animals Act*, R.S.O. 1990, c.O.36, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time;

“**Representative**” means a representative of a Class A Member as designated from time to time in the manner set out in Section 4.15;

“**Second Vice-Chair**” means the second vice-chair of the Society or where there is only one Vice-Chair, means that Vice-Chair;

“**Secretary**” means the secretary of the Society;

“**Society**” means the Ontario Society for the Prevention of Cruelty to Animals, a corporation incorporated without share capital under the OSPCA Act;

“**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members duly called for that purpose;

“**Treasurer**” means the treasurer of the Society; and

“**Vice-Chair**” means the First Vice-Chair or, the Second Vice Chair or either or both of them, as the context requires.

1.2 Interpretation - In this By-Law all references to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders. The insertion of headings in this By-Law and the division into articles and sections are for convenience of reference only and shall not affect the interpretation of this By-Law. References to an Article or Section refer to the applicable article or section of this By-Law.

ARTICLE 2 GENERAL

2.1 Head Office – Until changed in accordance with the Act, the head office of the Society shall be at 16586 Woodbine Avenue, in the City of Newmarket in the Province of Ontario or at such place within the Province of Ontario as the Board may fix from time to time by resolution.

2.2 Financial Year – 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 determine from time to time by resolution.

2.3 Books and Records – The Board shall see that all necessary books and records of the Society required by this By-Law or by any applicable statute or law are regularly and properly kept.

**ARTICLE 3
MEMBERS**

3.1 Membership – There shall be three classes of members of the Society: Class A Members, Class B Members and Class C Members.

3.2 Class A Members

- (a) Composition. Class A Members shall be composed of Affiliated Local Societies.
- (b) Voting Rights. Class A Members shall have full voting rights with each Class A Member being entitled to the number of votes set out below:

Those Class A Members who have paid annual dues between:	No. of Votes:
\$100 - \$499	2
\$500 - \$ 999	3
\$1,000 or more	4

- (c) Admission. Each Affiliated Local Society shall be a Class A Member.
- (d) Term. Subject to the provisions of Section 3.2(e), a corporation shall be a Class A Member for so long as it is an Affiliated Local Society. Notwithstanding the foregoing, a Class A Member who is in default in the payment of its annual dues shall have no rights to vote or to have Representatives vote or to exercise any other rights at any meeting of the Members until such time as the Class A Member is in good standing in respect of such payments.
- (e) Termination. A corporation shall cease to be a Class A Member upon the earliest of:
 - (i) its resignation as a Class A Member;
 - (ii) such Class A Member ceasing to be an Affiliated Local Society; or
 - (iii) such Class A Member being wound-up, dissolved or other ceasing to exist.
- (f) Dues. The Directors shall have the power to determine the annual dues payable by each Class A Member and the manner in which the dues shall be payable.

Such dues shall be levied equitably among all Class A Members based on each Class A Member's revenues.

- (g) Transferability. Membership is non-transferable.

3.3 Class B Members

- (a) Composition. Class B Members shall be composed of those individuals so admitted in accordance with the provisions hereof.
- (b) Voting Rights. Class B Members shall have no voting rights.
- (c) Admission. Admission as a Class B Member shall be automatic upon an individual submitting a completed membership form and requisite dues to the Society either through a branch office or the head office of the Society; provided that no individual shall be so admitted if he or she is a paid employee of the Society.
- (d) Term. Subject to the provisions of Section 3.3(e), membership shall be for a one year term; provided that such annual membership shall be automatically renewed on payment of the requisite annual dues.
- (e) Termination. An individual shall cease to be a Class B Member; upon the earliest of:
 - (i) becoming a paid employee of the Society;
 - (ii) his or her death or resignation as a Class B Member;
 - (iii) the expiration of his or her annual membership in circumstances where he or she failed to pay the requisite annual dues; and
 - (iv) upon the passage of a resolution of the Board approved by 75% of the Directors voting thereon removing him or her as a Class B Member; provided that:
 - (A) prior to approving any such resolution the Class B Member is offered an opportunity to place an objection to such resolution before the Board; and
 - (B) such removal is completed in accordance with any policy the Board then has in place regarding such matters, if any.
- (f) Dues. The Directors shall have the power to determine the annual dues payable by each Class B Member and the manner in which they shall be payable.
- (g) Transferability. Membership is non-transferable.

3.4 Class C Members

- (a) Composition. Class C Members shall be composed of those individuals who the Board admits in its discretion based on their prior meritorious contributions to the Society or its objects and those individuals who are the Directors from time to time, all of whom may be referred to as Honorary Members.
- (b) Voting Rights. Class C Members shall have no voting rights.
- (c) Admission. Admission of a Class C Member who is a Director shall be automatic. Other Class C Members may be admitted by the Board from time to time.
- (d) Term. For each Class C Member who is a Director, he or she shall be a Class C Member for so long as he or she is a Director. Membership for other Class C Members shall be for a term set by the Board.
- (e) Termination. An individual shall cease to be a Class C Member upon the earliest of:
 - (i) his or her death or resignation as a Class C Member;
 - (ii) in the case of a Class C Member who is not a Director:
 - (A) the expiration of his or her term; or
 - (B) the passage of a resolution of the Board approved by 75% of the Directors voting thereon removing him or her as a Class C Member; provided that:
 - (I) prior to approving any such resolution, the Class C Member is offered an opportunity to place an objection to such resolution before the Board; and
 - (II) such removal is completed in accordance with each policy the Board then has in place regarding such matters, if any;
 - (iii) in the case of a Class C Member who is a Director, upon such individual ceasing to be a Director.
- (f) Dues. No dues shall be paid by Class C Members.
- (g) Transferability. Membership is non-transferable.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Annual General Meeting of Members – At every Annual General Meeting of Members, in addition to any other business that may be transacted, the financial statements of the

Society and the report of the Auditor thereon shall be presented; a board of directors shall be elected; an auditor shall be appointed for the ensuing year; and, the remuneration of the Auditor shall be fixed or the Board shall be authorized to fix the remuneration of the Auditor.

4.2 General Meetings of Members – The Board or the Chair shall have the power to call, at any time, a general meeting of Members to consider any general or special business of the Society. In addition, the Board shall call a general meeting of Members on receipt of a requisition of not less than 10% of the Class A Members.

4.3 Place and Time of Meetings – Meetings of Members shall be held at the head office of the Society or at any place within the Province of Ontario as the Board may determine and on such day and at such time as the Board may appoint.

4.4 Notice

- (a) Subject to the provisions of Section 4.4(b) and (c), notice of the time and place of all Annual General Meetings of the Members shall be given not less than 21 days before the day on which the meeting is to be held and notice of the time and place of all other general meetings of the Members shall be given not less than 21 days before the date on which the meetings is to be held. In each case, notice shall be given to each Member of record who is entered in the books of the Society at the close of business on the day preceding the day on which such notice is given.
- (b) For so long as the objects of the Society are charitable, notice of each Annual General Meeting or any general meeting of the Members may be given by advertising such meeting. For greater certainty, where notice has been sent in this manner, it shall not be necessary for the Society to issue a further notice to the Members in the manner contemplated by Section 4.4(a).
- (c) Notice of each Annual General Meeting or any general meeting of the Members may also given by advertising such meeting in the Society's newsletter or magazine and provided that such newsletter or magazine is sent to all of the Members who would be entitled to receive notice pursuant to Section 4.4(a), such notice shall relieve the Society of its obligation to also deliver notice to the Members pursuant to Section 4.4(a) or 4.4(b).
- (d) Notice of a meeting of Members, no matter how provided, shall state the general nature of the business to be transacted at it with sufficient detail to permit a Class A Member to form a reasoned judgement thereon.
- (e) The Auditor is entitled to receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive.
- (f) A statutory declaration of the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

4.5 Error or Omission in Notice – No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting.

4.6 Meetings Without Notice - Notwithstanding Section 4.4, a meeting of Members may be held at any time without notice if all Members entitled to vote thereat are present in person or through one or more Representatives, or if those not present, either before or after the meeting, waive notice or otherwise consent in writing or by facsimile or other means of recorded electronic communication addressed to the Secretary to such meeting being held, and at such meeting any business may be transacted which the Society, at a meeting of Members, may transact, provided that a quorum is present at such meeting. Notwithstanding the foregoing, a person in attendance at such a meeting only for the purpose of objecting to the proceedings without due notice shall not be considered to be in attendance at the meeting for the purposes of this Section 4.6.

4.7 Adjournments – Any meeting of the Members may be adjourned, pursuant to a duly passed resolution to that effect, to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Members is not required if the time and place of the adjourned meeting is announced at the original meeting while a quorum is present.

4.8 Chairing Meetings - The Chair, or the First Vice-Chair, in the Chair's absence, or the Second Vice-Chair, if any, in the absence of both the Chair and the First Vice-Chair, shall be the chair at all meetings of the Members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the Representatives present shall choose another person to be the chair of the meeting.

4.9 Quorum – Quorum shall consist of 12 Class A Members represented by one or more Representatives.

4.10 Votes to Govern - Unless otherwise required by the Act, the OSPCA Act, the Letters Patent, the By-Laws or otherwise by law, at any meeting of Members, every question shall be determined by a majority of the votes of the Representatives duly cast on the question. In the case of an equality of votes, either upon a show of hands or upon a poll, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

4.11 Show of Hands - Unless a Representative demands a ballot, each motion shall be voted upon by a show of hands. Whenever a vote by show of hands shall have been taken upon a question, unless a vote by ballot is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

4.12 Vote by Ballot - Prior to the chair of the meeting calling for a vote on a question, a Representative may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. The result of the vote by ballot shall be the decision of the Members upon the said question.

4.13 Persons Entitled to be Present - The only persons entitled to attend meetings of Members shall be the Members (which in the case of the Class A Members, shall be represented by Representatives), the CEO and the CFO (subject to the provisions of Sections 11.2(e) and (f)), the Auditor and others who are entitled or required under any provision of the Act, the OSPCA, the Letters Patent or the By-Laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only the Representatives will be entitled to vote at such meetings although all Representative and Class B and Class C Members will have the right to speak at each meeting of Members. Class B and Class C Members shall also have the right to receive all reports issued to the Class A Members in connection with matters to be dealt with at meetings of the Members. Others present at such meetings shall be able to speak with the consent of the meeting.

4.14 Rules of Order – Each meeting of Members shall be governed by such rules of order as have then most recently been adopted by the Board pursuant to Section 6.18, or if none have been adopted, such rules of order as are approved at such meeting; provided that, in the event of a conflict between such rules of order and one or more provisions of the Act, the OSPCA Act, the Letters Patent or the By-Laws, the provisions of the Act, the OSPCA Act, the Letters Patent or the By-Laws shall prevail.

4.15 Class A Member Representatives

- (a) Only the individuals designated by resolution of the board of directors of a Class A Member will be recognized as the representative of such Class A Member for the purposes of voting at meetings of the Members.
- (b) Each Class A Member shall deliver to the Secretary a certified resolution of its board setting out the names of its Representatives (including any alternates it wishes to name) and the number of votes each Representative is entitled to vote (or the manner in which such number is to be determined) and each such certified resolution shall constitute the designation of the Class A member for this purpose until such certified resolution is replaced by a further certified resolution delivered to the Secretary. For greater certainty, a Class A Member may deliver a certified resolution of its Board designating or changing the designation of its representatives at any time prior to the commencement of any general meeting of Members. Where the certified resolution does not specify how many votes shall be allocated among a Class A Member's Representatives or where less than all of the designated Representatives are in attendance at a meeting of the Members, subject to the provisions of Section 4.15(c), the votes which such Class A Member is entitled to vote at such meeting by virtue of Section 3.2(b) shall be exercised equally by those Representatives in attendance at the time registration for such meeting closes.

- (c) A Representative of a Class A Member need not be a member of that Class A Member but where none of the Representatives of the Class A Member at a meeting are members of the Class A Member, then notwithstanding the number of votes to which the Class A Member is entitled by virtue of Section 3.2(b), the maximum aggregate number of votes that may be voted on any resolution by all such Representatives shall be one.
- (d) A certified resolution may (but is not required) be in the form of Schedule A.
- (e) For greater certainty, wherever reference is made herein to the passage of a resolution of the Representatives, such resolution if duly passed, shall be deemed to constitute the passage of a resolution of the Class A Members; and where reference is made to the approval of a resolution of the Members or the Class A Members, such resolution shall be approved where it has been duly passed by the Representatives.

ARTICLE 5 DIRECTORS

5.1 Number of Directors – The affairs of the Society shall be managed by a Board comprised of 12 people: 10 of whom shall be Class A Directors and who shall be members of Class A Members and two of whom shall be Class B Directors and who shall be Class B Members.

5.2 Term

- (a) Each elected Director shall be elected to hold office for a term of two years. At the first Annual General Meeting following the enactment of this By-Law, half of the individuals elected as Class A Directors and half of the individuals elected as Class B Directors shall be elected to hold office for a term of one year; and half of the individuals elected as Class A Directors and half of the individuals elected as Class B Directors shall be elected to hold office for a term of two years; provided that, for greater certainty, each such term shall expire on the termination of the first or second, as the case may be, Annual General Meeting following his or her election. If the nominees cannot agree on which Directors will fall into each category, then the Members shall first elect the Directors to be elected for a two-year term. Those unsuccessful in such pursuit, may then stand for election for a one-year term with other duly nominated candidates for election.
- (b) Each individual elected at subsequent Annual General Meetings shall be elected for a term expiring at the close of the second Annual General Meeting following his or her election or until his or her successor is elected or appointed unless:
 - (i) any such individual was elected or appointed to complete the unexpired term of a former Director, in which case such individual shall be elected for the remainder of such term; or

- (ii) prior to the Annual General Meeting at which such individual is elected as a Director, the Board determines that in the interests of providing for a staggered board, the vacancy which he or she is being elected to fill shall be for a term expiring at the end of the first Annual General Meeting following his or her election.
- (c) If qualified, each individual who has completed a term of office as a Director shall be eligible for re-election; provided that no individual may serve as an elected Director for more than six consecutive years. For greater certainty, if the sixth Annual General Meeting following the date upon which an individual was elected as a Director is later than the sixth anniversary of such Director's election, the Director may continue his or her term of office until such Annual General Meeting. Following an absence from the Board of 11 months or more, an individual who had previously served as a Director for six consecutive years shall again be eligible to serve as a Director.

5.3 Qualifications – To be qualified to stand for election as a Director and to continue to serve as a Director each individual must:

- (a) be 18 years of age or older;
- (b) be of sound mind;
- (c) not be an undischarged bankrupt;
- (d) have been duly nominated;
- (e) not be, nor within the 12 months preceding his or her election, have been, a paid employee of or paid service provider to the Society and not be, nor within the 12 months preceding his or her election have been, related to a paid employee of or paid service provider to the Society;
- (f) not be a direct or indirect owner of nor be an employee of any firm or business providing services to the Society;
- (g) in the case of a Class A Director, be a member in good standing of an Affiliated Local Society and have been so for not less than 12 months prior to becoming a Director;
- (h) in the case of a Class B Director, be a Class B Member; and
- (i) not be related to another Director.

For the purposes of this Section, a person shall be deemed to be related to another person, if one of them is a child, stepchild, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew, niece, or first cousin of the other, or if one is married, living common-law, or is a member of the same household as the other. For greater certainty, a person who is employed by or who is paid

to render services to a branch of the Society is an employee of, or a paid service provider to, the Society.

5.4 Removal – Notwithstanding Section 5.2, a Director may be removed from his or her term of office before the expiration of his or her term by:

- (a) majority vote of the Board passed at a duly constituted meeting of the Board if the Board determines that the Director has been involved directly or indirectly in cruelty to animals or that the Director has contravened the Society's code of ethics, if any; or
- (b) a resolution passed by two-thirds of the Representatives at a duly constituted meeting of the Members; provided that at such meeting, the Representatives may elect any individual who meets the qualifications set out in Section 5.3 in the place of the Director who has been removed, for the remainder of the term of such removed Director.

In either case, the Director shall be provided with an opportunity to place an objection to such resolution before the Board, in the case of a vote referred to in Section 5.4(a), or the Representatives, in the case of a vote referred to in Section 5.4(b).

5.5 Vacation of Office – The office of a Director shall automatically be vacated when, if ever, such Director dies, resigns, becomes disqualified from being a Director under Section 5.3, misses three consecutive meetings of the Board in any 12 month period, is convicted of a crime or offence pertaining to the welfare or treatment of animals or is removed from office in accordance with Section 5.4. The resignation of a Director becomes effective at the time a written resignation is received by the Secretary or the Chair or at the time specified in the resignation, whichever is later.

5.6 Nominations - Directors shall be elected by the Members from among the candidates duly nominated therefor by:

- (a) the Nominating Committee; or
- (b) the Board in the circumstances contemplated by Section 5.7, a Class A Member, in the case of an individual to be nominated as a Class A Director or a Class B Member, in the case of an individual to be nominated as a Class B Director; or
- (c) provided that in respect of nominations made by Class A and Class B Members:
 - (i) such nominations shall be in writing and accompanied by the written consent of the nominee; and
 - (ii) such nominations shall be delivered to the Secretary at least 25 days before the Annual General Meeting at which the next election of Directors is to occur.

The Nominating Committee shall arrange for the list of all individuals duly nominated to be delivered to the Class A Members by any of the methods set out in Sections 4.4(a), (b) or (c) or by posting on the Society's website, in each case, at least 10 Business Days prior to the meeting at which such individuals are to be elected; provided that the posting of such list shall not preclude the Nominating Committee or the Board from nominating additional individuals after such list has been posted in the circumstances contemplated by Sections 5.7(a) and (b). In the event that the Board approves a slate of nominees, such slate shall be posted on the Society's website or otherwise disseminated in writing to the Class A Members prior to or at the Annual General Meeting.

5.7 Nominating by the Board – The Board shall have the power to nominate individuals to the Board in the following circumstances:

- (a) if on the 25th day preceding an Annual General Meeting there are fewer people nominated than there are positions to fill;
- (b) if at any time prior to the election of Directors at an Annual General Meeting, nominated candidates withdraw their nominations or are otherwise determined ineligible to stand for election, thereby creating a situation where there are less people nominated than there are positions to fill; or
- (c) if a vacancy occurs on the Board between annual meetings.

5.8 Vacancies – Subject to the rights of the Members set out in Section 5.4(b), if a quorum of the Directors is then in office, vacancies on the Board, howsoever caused, may be filled for the remainder of the term by the Directors, if they shall see fit to do so; otherwise, any such vacancy shall be filled by the Members at a special general meeting of the Members duly called for that purpose. If, as a result of any vacancy on the Board, there is not a quorum of Directors then in office, the remaining Directors shall forthwith call a special general meeting of Members to fill the vacancies. In either case, the vacancy shall be filled from among candidates who meet the requirements set out in Section 5.3.

5.9 Powers - The property, business and affairs of the Society shall be managed by the Board. The Board may, on behalf of the Society, exercise all the powers that the Society may lawfully exercise under the Act, the OSPCA Act, the Letters Patent or otherwise including the power to:

- (a) acquire and hold as a purchaser, donee, devisee or legatee, or in any other capacity, any interest in real estate;
- (b) accept, receive and hold gifts, bequests or subscriptions of personal estate;
- (c) grant, lease, bargain for, mortgage, sell, assign or otherwise dispose of any of its real or personal estate;
- (d) erect, construct, equip and maintain such buildings and works as it considers advisable for its purposes; and

- (e) do all such other matters and things as it considers advisable for carrying out its object.

As part of the usual duties of the Board, the Directors will specifically have the power to set and measure strategic policy, goals and objectives of the Society.

5.10 Remuneration – Directors shall not, directly or indirectly, receive any profit or remuneration for acting as such but shall be entitled to be compensated for reasonable expenses incurred by them in the performance of their duties in the course of transacting affairs on behalf of the Society.

ARTICLE 6 DIRECTORS' MEETINGS

6.1 Place of Meetings – Except as otherwise required by law, meetings of the Board shall be held either at the head office of the Society or at any place within the Province of Ontario as may be determined by the Board.

6.2 Meetings - The Board shall meet at least six times a year and may appoint a day or days in any month or months for regular meetings of the Board at a stated place and hour. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act, the OSPCA Act or the By-Laws requires a matter proposed to be dealt with at that meeting to be specified. In addition, a meeting of the Board may be convened by the Chair, the Secretary or any two Directors. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

6.3 Notice – Subject to the provisions of Section 6.2, notice of any meeting of the Board shall be given to each Director not less than seven days before the meeting is to take place. Except where the Act, the OSPCA Act or the By-Laws requires it, a notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting. A statutory declaration of the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

6.4 Error or Omission in Notice – No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting.

6.5 Meetings Without Notice - No formal notice of any meeting of the Board shall be necessary if all the members of the Board are present, or if those who are not present, either before or after the meeting, waive notice or otherwise signify their consent to the Secretary to such meeting being held in their absence, and at any such meeting, any business may be transacted which the Society, at a meeting of the Board, may transact, provided a quorum of the Board is present. No notice of an Annual Organizational Meeting shall be necessary in order for the meeting to be duly constituted, provided that a quorum of the Board is present.

6.6 Adjournments – Any meeting of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have

been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.7 Quorum – A quorum for the transaction of business at any meeting of the Board shall consist of a majority of Directors then entitled to be in office pursuant to Section 5.1. No formal business shall be transacted at any meeting of the Board if at that time a quorum is not present.

6.8 No Quorum Present - In the event that there is no quorum of Directors within 30 minutes of the time appointed for a meeting of the Board, the names of those Directors who are present shall be recorded by the Secretary and informal discussions may be held. Any decisions made at such an informal meeting are to be tabled at the immediately succeeding meeting of the Board for approval and may not be acted upon until such approval is given. In the event that there ceases to be a quorum of Directors during a meeting, those Directors remaining may hold an informal discussion and, so long as two Directors continue to be present, may call a subsequent meeting of the Board in accordance with Section 6.2. Any decisions made after there ceased to be a quorum are to be tabled at the immediately succeeding meeting for approval and may not be acted upon until such approval is given.

6.9 Votes to Govern – Subject to the Act, the OSPCA Act, the Letters Patent and the By-Laws, each Director is authorized to exercise one vote on every motion at a meeting of the Board and every question shall be voted on and decided by a majority of the votes cast on the question. In the case of an equality of votes cast at a meeting of the Board, the chair of the meeting shall not be entitled to exercise a second or casting vote and the question shall be deemed to be decided in the negative.

6.10 Show of Hands - Unless a Director demands a ballot in accordance with Section 6.11, each motion presented at a meeting of the Board shall be voted upon by a show of hands. Upon a show of hands, each Director shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Board upon the said question.

6.11 Vote by Ballot - Prior to or after the chair of the meeting calling for a vote on a question, a Director may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. In the case of meetings by teleconference or other electronic means, the vote may be taken by facsimile transmission or another method of communication which produces a paper record. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a vote by ballot, each Director present in person shall have one vote and the result of the vote by ballot shall be the decision of the Board upon the said question.

6.12 Resolutions in Writing – Notwithstanding any other provision of this By-Law to the contrary, a resolution in writing signed by all of the Directors is as valid and effective as if it had been passed at a meeting of such Directors duly called, constituted and held for that purpose, Such resolution in writing may be signed in counterpart and satisfies all the requirements of this By-Law relating to meetings of the Directors.

6.13 Chairing Meetings - The Chair, or the First Vice-Chair, in the Chair's absence, or the Second Vice-Chair, if any, in the absence of both the Chair and the First Vice-Chair shall be the chair at all meetings of the Board. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the Directors present shall choose one of their number to be chair of the meeting.

6.14 Meetings by Teleconference – If a majority of the Directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Any such consent shall be effective whether given before or after the meeting to which it relates. A quorum shall be established and votes shall be recorded by voice identification of each Director by a roll-call of Directors participating in the meeting.

6.15 Meeting by Other Electronic Means - In addition to the manner of a meeting provided for in Section 6.14, any one or more Directors, may meet by any other electronic means that permits each Director to communicate adequately with each other, provided that the Board has passed a resolution addressing the mechanics of holding such a meeting, including how security issues should be handled and the procedure for establishing a quorum and recording votes and provided further that a majority of the Directors have consented to meeting by electronic means. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board or with respect to only a specific meeting of the Board. Each Director must have equal access to the electronic means of communication to be used.

6.16 Directors Deemed to be Present - A Director participating in any meeting of the Board by conference telephone facilities in accordance with Section 6.14 or by any other electronic means in accordance with Section 6.15 is deemed to be present at the meeting.

6.17 Persons Entitled to be Present – The only persons entitled to attend meetings of the Directors shall be the Directors, the CEO and the CFO (subject to the provisions of Sections 11.2(e) and (f)) and others who are entitled or required under any provision of the Act, the OSPCA Act, the Letters Patent or the By-Laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only the Directors and the CEO and the CFO will have the right to speak at such meetings although others present at such meetings in accordance with the Act, the OSPCA Act or the Letters Patent or the By-Laws shall be allowed to speak with the consent of the meeting.

6.18 Rules of Order – Each meeting of the Board shall be governed by *Robert's Rules of Order* or such other rules of order as have then most recently been adopted by the Board (the

“**Rules of Order**”); provided that, in the event of a conflict between such rules of order and one or more provisions of the Act, the OSPCA Act, the Letters Patent or the By-Laws, the provisions of the Act, the OSPCA Act, the Letters Patent or the By-Laws, as the case may be, shall prevail.

ARTICLE 7 COMMITTEES

7.1 General Definition - The Committees constituted by the Board shall be either:

- (a) Standing Committees, being those Committees whose duties will normally be continuous, and which shall include: an Executive Committee, a Nominating Committee and an Affiliate Relations Committee; or
- (b) Special Committees, being those Committees appointed with specific duties and responsibilities of a non-recurrent nature, the powers of which will expire with the completion of the task assigned.

7.2 Composition

- (a) The composition of the Executive Committee, the Nominating Committee and the Affiliate Relations Committee and designation of their chairs shall be as set out in Article 8, Article 9 and Article 10, respectively.
- (b) Except as otherwise herein provided, the chair, vice-chair and members of any Committee shall be appointed by resolution of the Board in conformity with any terms of reference approved therefor.
- (c) At least one member of each committee shall be a Director otherwise, except as expressly provided herein or in any terms of reference approved by the Board for a Committee, membership on a committee may be extended to those who are not Directors and even to those who are not Members.

7.3 Responsibilities

- (a) The responsibilities of the Executive Committee, the Nominating Committee and the Affiliate Relations Committee shall be as set out in Article 8, Article 9 and Article 10, respectively.
- (b) The responsibilities of all other Committees referred to in, or created pursuant to, Section 7.1 shall be as determined by the Board from time to time.

7.4 Disbanding – The Board shall have the power to disband any Committee which it creates with the exception of the Executive Committee, the Nominating Committee and the Affiliate Relations Committee.

7.5 Persons Entitled to be Present – The only persons entitled to attend meetings of a Committee shall be the members of such Committee, the CEO and the CFO (subject to the provisions of Sections 11.2(e) and (f)), the Directors and others who are entitled or required

under any provision of the Act, the OSPCA Act, the Letters Patent or the By-Laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only the members of the Committee will have the right to vote and speak at such meetings although others present at such meetings shall be allowed to speak with the consent of the meeting.

7.6 Term

- (a) Each individual appointed to a Committee shall be appointed to hold office until the first Annual General Meeting held after such individual is appointed to such Committee.
- (b) An individual who has completed his or her term as a member of a Committee may be re-appointed to such Committee so long as he or she is otherwise qualified.

7.7 Meetings - Unless otherwise provided for in this Article 7, or in the case of the Executive Committee, Article 8 or in the case of the Nominating Committee, Article 9, or in the case of the Affiliate Relations Committee, Article 10, the provisions of Article 6 relating to meetings of the Board shall apply to meetings of a Committee as though all references therein to the Board and the Directors were to such Committee and the members of such Committee, respectively, *mutatis mutandis*; provided that the rules of procedure adopted by the Board pursuant to Section 6.18 if any, shall be the rules applicable to meetings of all Committees.

7.8 Chair's Report - The chair of each Committee shall, submit a report of the proceedings of each meeting of the Committee of which he or she is chair at the regular meeting of the Board next following each such meeting and such report may take the form of minutes of the meeting of such Committee or a written report.

**ARTICLE 8
EXECUTIVE COMMITTEE**

8.1 Composition - The Executive Committee shall be comprised of the Chair, the Vice-Chairs, the Secretary and the Treasurer.

8.2 Powers - The Executive Committee shall have full power and authority to act for and on behalf of the Board between meetings of the Board, subject to any restrictions that the Board may impose on it.

8.3 Chair of Executive Committee Meetings – The person holding the office of the Chair shall be chair of the Executive Committee and the person holding the office of the First Vice-Chair shall be vice-chair of the Executive Committee.

**ARTICLE 9
NOMINATING COMMITTEE**

9.1 Composition of Nominating Committee – The Nominating Committee shall be comprised of the Chair and two or more other Directors selected by the Chair of the Nominating

Committee, in consultation with the Chair, the First Vice-Chair and the CEO. No more than two Members of the Nominating Committee shall be Officers of the Society (recognizing that the Chair shall hold one of such Officer's positions).

9.2 Responsibilities of the Nominating Committee – It shall be the responsibility of the Nominating Committee to:

- (a) seek out and identify individuals to place in nomination for election as Class A Directors and Class B Directors;
- (b) facilitate the process by which Members and the Board shall have the right to place names of individuals in nomination for election prior to each Annual General Meeting or at other times where the Board in its sole discretion requests it to do so; and
- (c) oversee the publication of the list of nominees for Class A Directors and Class B Directors.

In carrying out its duties, the Nominating Committee shall have due regard to the special skills or qualifications or experience required to be reflected in the Directors as well as the commitment of the individuals to animal welfare and the objects of the Society.

ARTICLE 10 AFFILIATE RELATIONS COMMITTEE

10.1 Composition - The Affiliate Relations Committee shall be comprised of two to four Directors selected by the Chair of the Affiliate Relations Committee, one of whom shall be the Chair.

10.2 Powers - The Affiliate Relations Committee shall:

- (a) review all applications of local societies wishing to be recognized as Affiliated Local Societies and, having regard to the criteria and processes set out in Article 13, make recommendations to the Board thereon;
- (b) review complaints and allegations of impropriety received by the Board or the Society against Affiliated Local Societies where the Board or the CEO determines such complaints or allegations are material enough to potentially lead to a recommendation of the Committee to revoke the affiliated status of the local society including in circumstances where:
 - (i) it has failed to pay its annual dues;
 - (ii) it has ceased to be registered as a charitable organization with the Canada Revenue Agency;
 - (iii) it has ceased to have as one of its objects the welfare of or the prevention of cruelty to animals;

- (iv) it has failed to comply with the undertakings made in its application for affiliated status or in any subsequent undertaking given to the Society or deemed to be provided under Section 13.4; or
- (v) it has taken any actions that might bring the reputation of the Society into disrepute;
- (c) make recommendations to the Board on the de-recognition or revocation of the status of Affiliated Local Societies in compliance with the processes set out in Section 13.3.

ARTICLE 11 OFFICERS

11.1 Officers – The officers of the Society shall be comprised of:

- (a) a Chair who shall be the chair and the president of the Society and who shall be a Director;
- (b) up to two Vice-Chairs who shall both be Directors; provided that if there are two, one shall be designated by the title “First Vice-Chair” and the other shall be designated by the title “Second Vice-Chair”;
- (c) a Secretary who shall be a Director;
- (d) a Treasurer who shall be a Director;
- (e) a Chief Executive Officer who shall not be a Director; and
- (f) a Chief Financial Officer who shall not be a Director.

A person may hold more than one office as long as he or she is qualified to hold each such office.

11.2 Duties of Officers

- (a) Chair – The Chair, when present, shall preside at all meetings of the Members and the Board and the Executive Committee and shall sign all contracts, documents or instruments in writing which require his or her signature and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him or her by resolution of the Directors. The Chair shall be an ex-officio member of all Committees.
- (b) Vice-Chair – The Vice-Chair where there is only one Vice-Chair or the First Vice-Chair where there are two shall be vested with and may exercise all of the powers and perform all of the duties of the Chair where the Chair is absent or unable or unwilling to act. He or she shall also perform other duties as are determined by the Board from time to time. The Second Vice-Chair, if any, shall

be vested with and may exercise all of the powers and perform all of the duties of the Chair where the Chair and the First Vice-Chair are both absent or unable or unwilling to act. He or she shall also perform other duties as are determined by the Board from time to time.

- (c) Secretary – The Secretary shall oversee the safe keeping of the records of the Society and shall distribute copies of minutes of the meetings of the Board, its Committees and the Members as required. The Secretary shall issue all notices required to be provided by the Secretary hereunder or under the Act or the OSPCA Act.
- (d) Treasurer – The Treasurer shall oversee the proper keeping of all accounting records as required by the Act and the OSPCA Act and ensure that appropriate financial controls and processes are in place and shall report to the Board on the financial position of the Society. The Treasurer shall present to the Annual General Meeting the financial statements of the Society as audited by an Auditor. The Treasurer shall also regularly report to the Board the financial position of the Society present a quarterly statement of receipts and expenses to the Board. In co-operation with the Chief Executive Officer, the Treasurer shall submit to the Board a budget for each ensuing year.
- (e) CEO – The CEO shall be charged with the general management and supervision of the affairs and operation of the Society. The CEO shall attend all meetings of the Members, the Board and the Committees except where the Chair of the meeting determines that it is inappropriate for the CEO to attend due to the nature of the matter being discussed. The CEO may be an employee of the Society. In addition, where the Board has authorized the CEO to do so, the CEO shall have the authority to employ and discharge agents and inspectors.
- (f) CFO – The CFO shall be charged with the management and supervision of the financial affairs of the Society. The CFO shall attend all meetings of the Members, the Board and the Committees except where the Chair of the meeting determines that it is inappropriate for the CFO to attend due to the nature of the matter being discussed. The CFO may be an employee of the Society.

11.3 Delegation of Duties – If any officer of the Society is unable to carry out his or her duties, or for any other reason that the Chair may deem sufficient, the Chair may delegate all or any of the powers of any such officer to any other officer or to any Director for the time being.

11.4 Term of Office – All officers shall hold office until the Annual General Meeting following his or her appointment as an officer. An individual who has completed his or her term as an officer may be re-appointed to such office, if he or she is otherwise qualified.

11.5 Removal - Notwithstanding Section 11.4, the Directors may, by resolution passed by a majority of the votes cast at a Board meeting of which notice specifying the intention to pass such resolution has been given, remove any individual as an officer before the expiration of such individual's term of office.

11.6 Vacancies – Notwithstanding Section 11.4, the office of an officer shall automatically be vacated upon:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or the Chair or at the time specified in the resignation, whichever is later;
- (b) that officer being removed by the Board pursuant to Section 11.5;
- (c) that officer ceasing to be a Director, where the officer is required to be a Director;
or
- (d) that officer's death.

If an office becomes vacant in any of the circumstances described in this Section 11.6, the Board may appoint a qualified person to fill such vacancy for the remainder of the term.

11.7 Remuneration – If an officer is an employee of the Society, he or she shall be paid such remuneration for services provided to the Society as the Board may from time to time determine.

11.8 Senior Employees – The CEO shall be authorized from time to time to designate a title or titles to one or more senior employees of the Society or to others who, as part of their employment, render services to the Society provided that:

- (a) no such individual shall be or shall be deemed to be an officer of the Society for the purposes of the By-Laws, the Letters Patent, the Act or the OSPCA Act; and
- (b) such individuals shall be granted titles consistent with those set out on the Society's organizational chart, as most recently approved by the Board.

11.9 Agents and Attorneys - The Society, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Society in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

ARTICLE 12 DECLARATION OF INTEREST

12.1 Definitions - For the purposes of this Article 12:

- (a) two persons are partners if they have lived together for at least one year and have a close personal relationship that is of primary importance in both persons' lives; and
- (b) two persons are relatives if they are related by blood, marriage or adoption.

12.2 Interest in a Contract or Transaction - A Director who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board, or a Director who has knowledge that his or her partner or a relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board shall:

- (a) declare to the Board the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is to be considered;
- (b) refrain from taking part in any discussion or vote related to the matter; and
- (c) withdraw from the meeting when the matter is being discussed if required to do so by a majority of Directors present at the meeting, or if the Director in his or her discretion wishes to do so.

12.3 Effect of Disclosure - A Director who has declared his or her interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the Society, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director holding that office or of the fiduciary relationship established thereby.

12.4 Failure to Declare - Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by a resolution carried by two-thirds of the Directors present at the meeting, that a conflict of interest exists and in each such case the provisions of Section 12.2(b) and (c) shall apply as if the Director had declared the interest.

12.5 Business Dealings with the Society - Directors shall inform the Secretary annually of direct or indirect business dealings with the Society. Such information shall be available to other Directors upon request.

ARTICLE 13 TERMS OF AFFILIATION

13.1 Intent – This Article 13 sets out:

- (a) the terms and conditions to be met by corporations (sometimes referred to herein as “**local societies**”) seeking to obtain or maintain affiliation with the Society so that they may function as societies having as their object the welfare of or the prevention of cruelty to animals in compliance with Section 10 of the OSPCA Act, and
- (b) the procedure to be followed by the Society in reviewing and approving applications of such corporations for designation as Affiliated Local Societies and for revoking such designation.

13.2 Applications for Affiliation

- (a) Any corporation which is registered as a charitable organization with the Canada Revenue Agency having for its object the welfare of or the prevention of cruelty to animals may apply for affiliation with the Society by transmitting to the Chair a certified true copy of a resolution of its board of directors authorizing its president or another officer to seek affiliation with the Society and, in that regard:
 - (i) agreeing to comply with the By-Laws and policies of the Society as they apply to Affiliated Local Societies and, if this is not already the case, to amend its own by-laws and policies to make them consistent with those of the Society;
 - (ii) agreeing to comply with all laws of Ontario and Canada having to do with the welfare of or the prevention of cruelty to animals and the operation of animal shelters;
 - (iii) agreeing to pay the annual dues applicable to Class A Members on the terms prescribed by the Board and to provide therewith and from time to time thereafter as requested by the Board, as supporting documentation, an audited financial statement of all revenues and expenditures of such local society relating to its immediately preceding fiscal year;
 - (iv) agreeing to create and maintain accurate records of all aspects of its activities on forms prescribed by the Society, in particular those related to cruelty investigations, shelter operation and charitable donations; and
 - (v) agreeing to negotiate with the Society and neighbouring Affiliated Local Societies such modification to the area served by the applicant as may be necessary in the public interest.
- (b) In a letter transmitting the above resolution to the Chair, the president of the local society shall describe in terms of urban or rural municipalities or counties of Ontario where possible, the area it proposes to serve and, if relevant, the status of any negotiations with the Society and neighbouring Affiliated Local Societies to resolve gaps or overlaps.
- (c) In the same letter, the president of the local society shall supply evidence that the application for affiliation is supported by a majority of the members of the local society. Where there is doubt, the Society may require the applicant to consult its members in a general meeting before the application is further processed.
- (d) In the same letter, the president of the local society shall also provide data on the number and types of animals received by the local society in the most recent calendar year and their disposition. It shall also be indicated, in relation to animal care, whether the local society operates a local animal shelter or whether it wishes to:

- (i) operate its own local shelter;
 - (ii) join neighbouring local societies in the establishment of a regional shelter operated jointly by its users or by the Society under contract; or
 - (iii) contract with the Society for the management of its shelter and any related municipal pound/animal control contracts.
- (e) Finally, as attachments to the same letter, the president of the local society shall provide copies of the local society's:
- (i) charter of incorporation;
 - (ii) current by-laws and any policies governing its activities; and
 - (iii) a list of the names, addresses, telephone and fax numbers of its current officers and directors.

13.3 Procedures

- (a) The Affiliate Relations Committee shall, at the request of the Chair:
- (i) review and report to the Board on any application of a local society for affiliation with the Society; and
 - (ii) review and report to the Board on any complaint that has been referred to it pursuant to Section 10.2.

In doing so, the shall review all information it considers necessary in order to determine such matter.

- (b) Where information provided to the Affiliate Relations Committee is insufficient for the Committee to make a recommendation, the Committee may request additional information be provided to it.
- (c) Before making a recommendation to the Board that the status of an Affiliated Local Society be de-recognized or that any other penalties be imposed and before making a recommendation to the Board that it not grant affiliate status to a local society, the Affiliate Relations Committee shall provide the subject local society with an opportunity to make written submissions to the Affiliate Relations Committee on the matter.
- (d) The recommendation of the Affiliate Relations Committee shall be transmitted in writing to the subject local society by the Chair, within 14 days of the issuance of the report of the Affiliate Relations Committee.
- (e) Before revoking the status of an Affiliate Local Society or invoking any other penalties, or before resolving not to grant affiliate status to a local society, the

Board shall provide the local society with an opportunity to make submissions to it on the matter.

- (f) The decision of the Board to revoke the status of an Affiliated Local Society or invoke any other penalties, or not to grant affiliate status to a local society, shall be transmitted to such local society by the Chair, within 14 days thereof.
- (g) For greater certainty:
 - (i) the Board shall be free to accept or reject the recommendations of the Affiliate Relations Committee in whole or in part and to invoke other penalties (in addition to or instead of those proposed by the Affiliate Relations Committee); and
 - (ii) no Director shall participate in the decision of the Board regarding the revocation of the status of an Affiliated Local Society or the invocation of other penalties on an Affiliated Local Society or the granting of affiliate status to a local society, where that Director participated in the recommendation thereon put before the Board by the Affiliate Relations Committee.

13.4 Ongoing Requirements – Each local society recognized as an Affiliated Local Society on the day that this By-Law comes into force and effect shall be deemed to have made the undertakings set out in Section 13.2. At the request of the Chair of the Society, from time to time, an existing Affiliated Local Society shall deliver to the Society any or all of the resolutions, agreements and/or other materials referred to above, current to the date of such request.

13.5 Boundaries –

- (a) From time to time the Society may request an Affiliated Local Society to advise it of the geographic area it serves. No Affiliated Local Society may change the area it serves without the written authorization of the Society. The Society shall have the right to make adjustments in boundaries to prevent overlapping or uncovered territory. The Board may develop a policy which addresses animal welfare and territorial jurisdiction.
- (b) Prompt alleviation of suffering of animals at any time and place being the object of the Society and its Affiliated Local Societies, undue attention shall not be paid to territorial jurisdiction if there are known to be circumstances calling for action, nor is an Affiliated Local Society, the territory of which has been entered by the Society or by another Affiliated Local Society, to take offence, remembering that all are working for the same cause. When time permits, prior notice shall be given or agreement reached where responsibility or jurisdiction is in doubt. If agreement cannot be reached, the decision of the Chair or the CEO shall prevail.
- (c) When an inspector with the provincial authority is needed, but one in the direct employ of the Society is not available, the Secretary, Chair or the CEO may arrange to second a qualified inspector from an Affiliated Local Society and the

Society shall reimburse the Affiliated Local Society for the services of the inspector at a rate to be determined, from time to time, by the Board. While the Chair and/or CEO are not empowered to give orders to an inspector of an Affiliated Local Society without that Affiliated Local Society's prior consent, all Affiliated Local Societies are enjoined to co-operate to the full in these arrangements in order that the cause for which the Society and all Affiliated Local Society are working may benefit from united action and the pooling of resources.

ARTICLE 14 INSPECTORS AND AGENTS

14.1 General Policy

In this Article 14, the following terms shall have the means ascribed to them:

- (a) **“inspector”** means a full-time employee of the Society or an Affiliated Local Society so designated pursuant to Section 14.2;
- (b) **“agent”** means an employee or volunteer of the Society or an Affiliated Local Society so designated pursuant to Section 14.2; and
- (c) **“Chief Inspector”** means the individual appointed pursuant to Section 14.2(a) provided that if the position is vacant or if the person so appointed is unable to act, references in this article to Chief Inspector shall be deemed to be references to the CEO.

14.2 Appointments, Suspensions and Cancellations

- (a) The Board shall approve the appointment of the Chief Inspector, who shall be responsible for the investigations program of the Society. The Chief Inspector shall report to the CEO.
- (b) The following shall apply to the appointments of inspectors and agents:
 - (i) The Board hereby charges the Chief Inspector with the responsibility of identifying inspectors and agents for appointment by the Board.
 - (ii) Where a candidate for appointment as an inspector or agent has passed all the examinations and requirements determined to be necessary by the Chief Inspector and has been shown to be suitable for appointment, the Chief Inspector may recommend his or her appointment to the Board and upon such recommendation being accepted by the Board, the Chief Inspector may issue an identity card, appoint the inspector or agent, and the agent or inspector is thereby appointed (initially on a probationary basis if so determined by the Board);
 - (iii) In addition, on the recommendation of the Chief Inspector the Board may appoint an individual who has not passed all the examinations and

requirements determined to be necessary by the Chief Inspector but is otherwise suitable as an acting agent or and acting inspector for a period of up to 12 months where it is necessary for the discharge of the Society's responsibilities;

- (iv) Notwithstanding the foregoing, where the Chief Inspector determines it is necessary to immediately appoint an inspector or an agent and time does not permit the appointment to be approved by the Board, the Chief Inspector may appoint a person who he or she deems to be suitable on a temporary basis provided that if such appointment is not approved by the Board at its next meeting, the appointed shall be terminated.
 - (v) Neither the Chief Inspector nor the Board is obligated to appoint any person as an agent or an inspector.
 - (vi) The appointment card, badge and materials provided to an inspector or agent are and remain the property of the Society and shall be returned upon request of the Chief Inspector or the CEO.
- (c) The Chief Inspector may from time to time set the process and qualifications needed for appointment as an agent or inspector; provided that such processes shall not be inconsistent with the provisions of the OSPCA Act, any other applicable law, the By-Laws or any other policies of the Board. This includes requiring the applicant to attend and pass an examination or examinations, to show proof of good character and to produce a criminal reference check (police certificate) and references.
- (d) Each agent and inspector shall be required to:
- (i) conduct himself or herself in accordance with the OSPCA Act, all other applicable laws, the By-Laws, policies of the Board and the Standing Orders;
 - (ii) perform his or her services in the best interests of the Society;
 - (iii) in the case of an inspector, be an employee of the Society or an Affiliated Local Society; and
 - (iv) have the support of the Society or the Affiliated Local Society with which he or she is employed or is a volunteer.
- (e) An inspector or agent shall not:
- (i) make use of an identity card, badge, uniform or other evidence of appointment to gain improper advantage or benefit;

- (ii) take or receive any personal gratuity, fee or remuneration (other than wages and expenses paid by the Society or an Affiliated Local Society) for services rendered as an inspector or agent;
- (iii) conduct him or herself in any way likely to discredit the Society or an Affiliated Local Society; or
- (iv) participate in a partisan political activity in his or her capacity as an agent or investigator.

14.3 Suspensions and Revocations –

- (a) The Chief Inspector shall investigate any allegation he or she receives or any circumstances of which he or she becomes aware that suggests that an agent or inspector has:
 - (i) failed, or is failing, to comply with one or more of his or her obligations set out in Section 14.2(d);
 - (ii) misconducted himself or herself, including by breaching any of the provisions of Section 14.2(e); or
 - (iii) failed to disclose information, or has misled the Society in relation to information that was provided for the person's appointment.
- (b) Where the Chief Inspector determines that it is appropriate, he or she may retain a third party to investigate the matter. The agent or inspector that is the subject of such investigation shall cooperate fully with the investigation and shall be given an opportunity to make written or oral submissions.
- (c) Where the Chief Inspector determines that the continued status of the individual as an agent or an inspector during the period of investigation would jeopardize the reputation of the Society or the safety of the public, he or she may suspend the status of such individual as an agent or an inspector during the period of investigation. While suspended, a person does not have the power or authority of an agent or inspector. Any suspension shall be in writing and shall state the reasons for the suspension and the rights of the suspended agent or investigator to address the investigators and the Board prior to a recommendation or determination being made as to the revocation of his or her appointment.
- (d) If at the conclusion of the investigation, the Chief Inspector determines that there is no reasonable basis to conclude that inspector or the agent:
 - (i) has failed, or is failing, to comply with one or more of his or her obligations set out in Section 14.2(d);
 - (ii) has misconducted himself or herself, including by breaching any of the provisions of Section 14.2(e); or

- (iii) has failed to disclose information, or has misled the Society in relation to information that was provided for the person's appointment;

the matters shall be reported to the agent or investigator and the Board and the matter shall be at an end. If the agent or the inspector's status had been suspended, it shall be restored.

- (e) If at the conclusion of the investigation, the Chief Inspector determines that there is a reasonable basis upon which to conclude that the agent or inspector:
 - (i) has failed, or is failing, to comply with one or more of his or her obligations set out in Section 14.2(d);
 - (ii) has misconducted himself or herself, including by breaching any of the provisions of Section 14.2(e); or
 - (iii) failed to disclose information, or has misled the Society in relation to information that was provided for the person's appointment.

the matter shall be referred to the Board for determination. The Board shall hear the allegations, the recommendations of the Chief Inspector and the position of the agent or the inspector, all in accordance with any policies thereon established by the Board from time to time. The Board may continue, issue or lift any suspensions, revoke the appointment or set terms for continued status of the agent or inspector, all as it determines appropriate. The decision of the Board shall be final.

14.4 Standing Orders – The Chief Inspector may issue Standing Orders from time to time. All such Standing Orders shall be in compliance with the OSPCA Act, the Letters Patent, the By-Laws and any policies and procedures of the Board and be approved by either the Board or the CEO. Standing Orders are the standing policies and procedures that direct and guide all agents and inspectors in the proper performance of their duties.

14.5 Native Canadian Band Councils - An Affiliated Local Society so designated by the Society may enter into agreements with Native Canadian Band Councils, or other government agencies, to appoint their employees as agents of the Society.

ARTICLE 15 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

15.1 Limitation of Liability - Except as otherwise provided in the Act, no Director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director, officer, employee or agent 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 monies 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 including any person with whom any monies, securities or effects

shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any loss, damage or misfortune occasioned by any error of judgment or oversight on such person's part or otherwise in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own wilful act or wilful neglect or wilful default.

15.2 Indemnity - Every Director and officer of the Society and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

- (a) all costs, charges and expenses whatsoever which said Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or officer in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or officer in or about the execution of the duty of such Director's or officer's office; and
- (b) all other costs, charges and expenses which such Director or officer sustains or incurs in or about or in relation to the affairs thereof;

except such costs, charges or expenses as are occasioned by such Director's or officer's wilful act, neglect, default, dishonesty or otherwise acting in bad faith.

15.3 Insurance - Subject to the Act and all other relevant legislation, the Society may purchase and maintain insurance for the Directors and officers of the Society against any liability incurred by any Director or officer, in the capacity as a Director or officer of the Society, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Society. The cost of such insurance shall be paid for out of the funds of the Society.

15.4 Expenses Paid in Advance – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society.

15.5 Other Remedies Available – The indemnification herein provided shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Letters Patent or the By-Laws or any agreement, vote of the Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding any office with the Society and shall continue as to an individual who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 16
EXECUTION OF DOCUMENTS, BANKING AND BORROWING

16.1 Signatories – Deeds, transfers, assignments, contracts, obligations, certificates and other documents (collectively, “**instruments**”), may be signed on behalf of the Society by any two Directors or officers of the Society, and all instruments so signed shall be binding upon the Society without any further authorization or formality. In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

16.2 Facsimile Signatures - The signature of any individual authorized to sign on behalf of the Society may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

16.3 Banking - The banking business of the Society shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

16.4 Borrowing – Subject to the limitations set out in the Letters Patent, if any, the Board may from time to time:

- (a) borrow money upon the credit of the Society;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Society;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Society, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Society, and the undertaking and rights of the Society; and
- (f) delegate to such one or more of the Directors or officers of the Society as may be designated by the Directors all or any of the powers conferred by this Section 16.4 to such extent and in such manner as the Board shall determine at the time of each delegation.

16.5 Board Delegation – From time to time, the Board may authorize any Director or officer of the Society to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Society as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

ARTICLE 17 NOTICE

17.1 Notice – Whenever notice is required to be given under the Act or this By-Law, notice shall be deemed to have been sufficiently given if sent in writing to the last known address of the addressee recorded on the books of the Society and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission, which produces a paper record. Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the business day it was delivered or sent by electronic means or on the third business day after it was mailed.

17.2 Undelivered Notices – If any notice given to a Member pursuant to Section 17.1 is returned on two consecutive occasions because such Member cannot be found, the Society shall not be required to give any further notice to such Member until such Member informs the Society in writing of the Member's address.

17.3 Signatures – The signature on any notice or other communication or document to be sent to the Society may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

17.4 Omission of Notice Does Not Invalidate Actions – All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

17.5 Computation of Time – In computing the date when notice must be given under any provision requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

17.6 Waiver of Notice – Any Member, Director, officer or Auditor may waive any notice required to be given under any provision of the Act, the Letters Patent, the By-Laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

**ARTICLE 18
AUDITOR**

18.1 Auditor - Subject to the provisions of the Act, at the first general meeting of Members and at each Annual General Meeting thereafter, one or more Auditors shall be appointed to audit the financial statements of the Society for report to the Members at each Annual General Meeting and, to hold office until the next Annual General Meeting. If the Voting Members fail to do so, the Auditor in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of Auditor but, while a vacancy continues, the surviving or continuing Auditor, if any, may act. A person other than a retiring Auditor is not capable of being appointed Auditor at such a meeting unless the notice requirements of the Act have been met. An Auditor may not be an officer, director or employee of the Society.

**ARTICLE 19
BY-LAWS**

19.1 Repeal of Former By-Law - Upon this By-Law coming into force and effect, all prior By-Laws shall thereby be repealed.

19.2 Effect of Repeal of By-Laws - The repeal of any By-Law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Directors, officers and other persons acting under any By-Law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-Law.

19.3 Enactment – This By-Law No. Nine shall come into force and effect on the date upon which it has been approved by a majority vote of the Members voting thereon.

PASSED by the Board on the 10th day of May, 2008.

Chair

Secretary

CONFIRMED by the Members on the 10th day May, 2008.

Secretary

SCHEDULE A

SAMPLE CERTIFIED RESOLUTION REPRESENTATIVE APPOINTMENT –

**RESOLUTION OF THE BOARD OF DIRECTORS OF
[NAME OF AFFILIATED LOCAL SOCIETY]**

APPOINTMENT OF REPRESENTATIVE(S)

RESOLVED that the following individuals are appointed to serve as representatives at the meeting of the Ontario Society for the Prevention of Cruelty to Animals (the “**Society**”) to be held on or about the <*> day of <*>, 20<*>, and at any and all adjournments thereof (the “**Meeting**”), and, subject to the provisions of Section 4.15 of By-law Number Nine of the Society to cast the number of votes indicated.

Name and Address of Representative(s)	Number of Votes to Cast	Whether the named person is a member of the Local Society (yes/no)
Total		N/A

Where any named individual does not attend the Meeting, the following individuals, if they are present at the Meeting may, in the order designated, take the place of any one or more individuals set out above.

Order	Name and Address	Whether the named person is a member of the Local Society (yes/no)
1.		
2.		
3.		

The undersigned, the *[name of position]* of the *[name of Affiliated Local Society]* hereby certifies that the foregoing resolution was duly approved by the board of directors of the *[name of Affiliated Local Society]* on the <*> day of <*>, 20<*>, and that such resolution is in full force and effect and has not been subsequently amended or revoked.

DATED the <*> day of <*>, 20<*>.

By: _____
Name:
Title: