

**THE CANADIAN SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS**

(Incorporated April 5,1869)

(The “Society”)

2019 GENERAL BY-LAWS

1. Objects

The objects of the Society shall be to provide effective means for the prevention of cruelty to animals and to strive for continued improvement in the way animals are treated by human beings, through public education, advocacy, inspection, shelter services, legislation, and working with allied organizations.

2. Head Office

Until changed by resolution of the board of directors the head office of the Society shall be located at 5215 Jean-Talon Street West, Montréal, Province of Quebec, H4P 1X4.

3. Corporate Seal

The board of directors may by resolution adopt at any time and from time to time a corporate seal in such form and contents as the board may determine. The corporate seal shall be entrusted to the Secretary of the Society for its use and safe keeping.

4. Membership

4.1 **Qualification.** The members of the Society shall be those persons who are from time to time enrolled as members on the books of the Society. Minors and full-time or part-time employees of the Society may not at any time be members of the Society. There shall be maintained at the head office of the Society a list of its members in good standing. Save as otherwise expressly herein provided, the fees payable annually or otherwise to the Society by each class of member (as hereinafter defined) shall be such sum as may be fixed from time to time by the board of directors.

4.2 **Classes of Members.** The Society shall have the following classes of members and each shall have the corresponding rights set out below: (i) ordinary members; (ii) senior members; (iii) student members; and (iv) honorary members.

4.2.1 **Ordinary Members.** Ordinary members shall be those individuals, companies, corporations, partnerships, sole proprietorships and unincorporated associations who have filed an application for such membership with the Society and who have timely paid the annual dues fixed by the board of directors for ordinary members. Ordinary members

shall be entitled to receive notice of, attend and vote at all meetings of the members of the Society.

4.2.2 **Senior Members.** Senior members shall be those individuals who are sixty (60) years of age and have filed an application for such membership with the Society, and who have timely paid the annual dues fixed by the board of directors for senior members. Senior members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Society.

4.2.3 **Student Members.** Student members shall be those individuals who are a minimum of **18** years of age, *bona fide* registrants in a professional school, a general and vocational college or a university and have filed an application for such membership with the Society, and who have timely paid the annual dues fixed by the board of directors for student members. Student members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Society.

4.2.4 **Honorary Members.** Honorary members shall be those individuals who have been invited to join the Society as honorary members by the board of directors and who have accepted such invitation. Honorary members shall be entitled to receive notice of and attend all meetings of the members of the Society, but shall not as such be entitled to vote thereat.

4.3 **Termination.** A member failing to pay any fee within sixty (60) days after its due date shall cease automatically to be a member of the Society. Such termination shall not prejudice the right of the defaulting member to file a new application for membership with the Society. The board of directors may by resolution passed by a two-thirds (2/3) majority vote, terminate any membership for just cause, provided, however, that the membership of any director of the Society shall not be terminated unless such director has first been removed as a director of the Society pursuant to Section 6.9 of these By-laws.

4.4 **Resignation.** Any member may resign as a member of the Society by letter addressed to the Secretary of the Society at its head office. The board of directors may, by resolution passed by a majority vote, request any member to resign.

5. Meetings of Members

5.1 **Annual Meeting.** The Society shall hold an annual meeting of its members within one hundred and eighty (180) days after the end of its fiscal year or such longer period as may be determined by the board of directors. The annual meeting of the members shall be held at the head office of the Society, or at such other place within the Communauté métropolitaine de Montréal, on such day and at such time as the board of directors may determine by resolution. At annual meetings there shall be presented a report of the directors on the affairs of the Society for the previous year, the financial statements of the Society, the auditor's report and such other information or reports relating to the affairs of the Society as the

directors may determine.

- 5.2 **Notice of Meeting.** Notice of a meeting of the members shall be given to all members of the Society by email or ordinary mail, postage prepaid, not less than twenty (20) days nor more than thirty-five (35) days (exclusive of the day of mailing but including the day for which notice is given) before the date of the meeting. The notice shall be sent at the address of each member shown on the books of the Society, or, if there is no such address, then at the last address of a member known to the Secretary of the Society. Any notice of a meeting given as herein provided shall be deemed validly given and binding on each member of the Society.
- 5.3 **Omission of Notice.** The accidental omission to give notice of any meeting or the non-receipt of notice by any member of the Society shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
- 5.4 **Contents of Notice.** The notice of a meeting shall include the day, time and place of the meeting and the general nature of the business to be transacted at the meeting. The notice shall contain sufficient information concerning such business to permit the members to form a judgment on the decision to be taken.
- 5.5 **No Proxies.** At any meetings of members of the Society, only members in good standing personally present at the meeting shall be entitled to vote. No proxy shall be authorized to exercise the voting right of a member at any meeting of the members of the Society.
- 5.6 **Quorum.** The quorum for the transaction of business at any meeting of the members of the Society shall consist of not less than ten (10) members present in person, on the phone or other electronic device (teleconference for example) and entitled to vote at the meeting.
- 5.7 **Chair.** The chair of a meeting of members shall be the President of the Society or any other person as the board of directors may appoint in such capacity from time to time, unless the members present at the meeting appoint by resolution another person to act as chair of the meeting; the chair so appointed need not be a member of the Society.
- 5.8 **Voting**
 - 5.8.1 Each member of the Society, other than an honorary member, shall be entitled to one (1) vote if he/she is present at the meeting in person and his/her application for membership has been filed with the Society more than ten (10) days prior to the relevant meeting.
 - 5.8.2 Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by law or by these By-laws. In case of an equality of votes, the chair of the meeting shall have, both on a show of hands and on a poll, a

second or casting vote.

5.8.3 At any meeting, unless a poll is demanded, a declaration by the chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the declaration so made without proof of the number or proportion of votes recorded in favor of or against the motion.

5.9 **Poll.** If at any meeting a poll is demanded on the appointment of a chair or on the question of adjournment or any motion before the meeting, it shall be taken forthwith without adjournment

5.10 **Adjournment.** The chair of a meeting of members may, with the consent of the majority of the members then present, adjourn the same from time to time and no notice of such adjournment need be given to the members.

6. Directors

6.1 **Board of Directors.** The affairs of the Society shall be managed by a board of directors consisting of not less than six (6) and not more than twenty (20) members, the precise number to be determined from time to time by resolution of the board of directors of the Society.

6.2 **Eligibility for Office.** All members of the Society, other than honorary members, are eligible to be elected or appointed as directors of the Society, with the exception of members who have filed their application for membership with the Society less than sixty (60) days prior to the relevant election or appointment, or who are: (i) persons of full age under tutorship or curatorship; (ii) bankrupts; or (iii) persons prohibited by the Court from holding the office of director of a corporation.

6.3 **Term of office.** The term of office for a person elected or appointed to the office of director shall be three (3) years. No director may serve more than three (2) consecutive terms, except in accordance with Sections 6.4 or 6.5.

6.4 **Additional term of office.** A director who has served more than three (2) consecutive terms in office or six (6) consecutive years in office is eligible for election at the next annual meeting, for an additional two (2) year term, subject to the approval of a majority of the board of directors, consisting of two-thirds of the directors present at the meeting when the vote is taken. The vote shall be conducted in the absence of the director seeking an additional term of office, who shall be informed only that the additional term is approved, or that the additional term is not approved. Otherwise, voting on this question is conducted consistent with Section 7.5.

6.5 **Deferral of end of term.** If at the time of the annual meeting, the number of directors who have reached the end of their term of office is greater than one third - of the total number of directors currently in, the President may request

one or more directors to defer the end of their term of office for one year, until the annual meeting that follows.

6.5.1 If a director accepts the President's request to defer, the director's term of office is extended by one year. Approval of additional term of office pursuant to Section 6.4 is not required. In calculating the maximum of two (2) consecutive terms pursuant to Section 6.3, or six (6) consecutive years in office pursuant to Section 6.4, deferring the end of a term of office pursuant to this Section does not constitute an additional term, nor is the extension of one year applied towards the consecutive number of years in office.

6.5.2 The maximum number of directors permitted to defer their end of term pursuant to this Section is equal to the number required to ensure that at the time of the annual meeting, the number of directors who have reached the end of their term in office is no longer greater than one third of the total number of directors currently in office.

6.6 **Vacancy of office.** In the event of any vacancy however caused occurring from time to time in the board of directors, such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors by appointment if they shall see fit to do so; otherwise, such vacancy may be filled by election at the next annual meeting, subject to Section 6.8.1.

6.6.1 A person appointed or elected to fill a vacancy of office as a director must be eligible for office pursuant to Section 6.2.

6.6.2 A person appointed by the board of directors to fill a vacancy of office as director resulting from Termination of Office pursuant to Section 6.9 shall hold office for the remainder of the term, at which time the director so appointed will be eligible for election. In calculating the maximum of two (2) consecutive terms pursuant to Section 6.3, or six (6) consecutive years in office pursuant to Section 6.4, appointment to a vacancy pursuant to this Section constitutes one (1) term, and the entirety of the term so vacated is applied towards the number of consecutive years in office.

6.6.3 A person elected to fill a vacancy of office as director resulting from Termination of Office pursuant to Section 6.9 shall hold office for the remainder of the term, at which time the director so appointed will be eligible for election. In calculating the maximum of two (2) consecutive terms pursuant to Section 6.3, or six (6) consecutive years in office pursuant to Section 6.4, appointment to a vacancy pursuant to this Section constitutes one (1) term, and the entirety of the term so vacated is applied towards the number of consecutive years in office.

6.6.4 A person appointed by the board of directors to fill a vacancy of office as director resulting from an increase in the number of directors pursuant to Section 6.1, shall hold office until the next annual meeting, at which time

the director so appointed will be eligible for election. In calculating the maximum of two (2) consecutive terms pursuant to Section 6.3, or six (6) consecutive years in office pursuant to Section 6.4, appointment to a vacancy pursuant to this Section does not constitute a term, and the time for which the office is held prior to the annual meeting is not applied to calculate the maximum of six (6) consecutive years in office.

6.7 **Nomination for election.** All members of the Society who, pursuant to Section 6.2, are eligible for office as directors of the Society, must submit their nomination for election to the Society.

6.7.1 The nomination for election must be submitted to the Secretary of the Society, at the Head Office specified in Section 2, in person or by mail, postage prepaid, with proof of service by mail determined with reference to Section 12.2, and received by the Society at least forty- five (45) days prior to the relevant election, the computation of time being determined with reference to Section 12.4.

6.7.2 The nomination for election must be signed by two members of the Society, each of whom must be a member of the Society for at least fourteen (days) at the time of signing. Each member signing a nomination for election must provide their written signature, and must also provide in a legible format, their name, address, phone number, and email address.

6.7.3 The nomination for election must include the nominated member's current curriculum vitae, the maximum length being two US Letter Size pages (American National Standards Institute ANSI A), with the font size being twelve (12)-point, and with one (1) inch margins on all sides.

6.8 **Election of Directors at Annual Meeting**

6.8.1 **Maximum number of directors to be elected.** If one or more vacancies for the office of director, being those vacancies not resulting from the end of a current director's term, exists at the time of the annual meeting, only one such vacancy may be filled by election at the annual meeting. Notwithstanding, a person nominated for election for the office of director, who is not a current director, may obtain a written waiver of this provision from the board of directors.

6.8.2 **Election by acclamation.** If at the annual meeting, the number of persons seeking election for the office of director is equal to or less than the maximum number of directors to be elected pursuant to Section **6.8.1**, the persons seeking office will be elected by acclamation.

6.8.3 **Election of contested vacancies.** If at the annual meeting, the number of persons seeking election for the office of director is greater than the maximum number of directors to be elected pursuant to Section 6.8.1,

the persons seeking office will be elected by the voting members of the Society.

6.8.3.1 In the event of contested vacancies, each person seeking election shall have an opportunity to address the annual meeting for a maximum of three (3) minutes, for the purpose of communicating their reasons for seeking the office of director.

6.8.3.2 Voting will consist of a show of hands by voting members unless a poll is demanded, and if a poll is demanded such election shall be by ballot.

6.5.3.3 Voting will proceed serially for each of the available offices of director, the number of which is determined by reference to Section 6.8.1.

6.5.3.4 All persons seeking election are considered by the voting members for the first available office of director. The person who obtains the greatest number of votes is elected to that office, which is then filled. The process is repeated with the remaining persons seeking election, until all available offices of director are filled, in each case by electing the person who obtains the greatest number of votes.

6.9 **Termination of Office.** The office of a director shall be automatically vacated if any of the following events occurs:

6.9.1 at an annual meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast in favor of the removal of the director;

6.9.2 at a meeting of the board of directors, a resolution is passed by at least two-thirds (2/3) of the votes cast in favor of the removal of the director for inappropriate conduct or comments detrimental to the interest of the Society;

6.9.3 a director has resigned his/her office by delivering a written resignation to the President or the Secretary of the Society;

6.9.4 a director ceases to be a member of the Society;

6.9.5 a director is found by a court to be of unsound mind;

6.9.6 a director becomes bankrupt; or

6.9.7 a director has failed to attend three (3) consecutive meetings of the board of directors and to provide valid reasons and proper advice of absence to the Secretary.

- 6.10 **Remuneration of Directors.** The directors of the Society shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

7. Meetings of Directors

- 7.1 **Place of Meetings.** Meetings of the board of directors may be held either at the head office of the Society or at any place within the Communauté métropolitaine de Montréal. A meeting of the board may be convened by the President or any two directors at any time. The Secretary, by direction of the President or any two directors, shall convene a meeting of directors. The board of directors shall meet at least four (4) times a year.

7.2 **Notice of Meeting.**

- 7.2.1 Notice of any meeting of the board of directors shall be delivered or mailed or sent by email or otherwise communicated to each director not less than five (5) days, or two (2) days in case of emergency, before the meeting is to take place (the day on which the notice is delivered or mailed or sent by email or otherwise communicated shall be excluded but the day for which notice is given shall be included); provided always that a meeting of the board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director acting solely for his/her personal account.

- 7.3 **Chair.** The chair of a meeting of the board of directors shall be the President appointed pursuant to Section 8.1, unless the directors present at the meeting designate one of them to act as chair of the meeting.

- 7.4 **Quorum.** A quorum at any meeting of the board of directors shall be the presence of two-fifths (2/5) of the number of directors determined in accordance with Section 6.1, which quorum shall include at least one (1) officer of the Society. Notwithstanding the above, the quorum at any meeting of the board of directors shall be the presence of four-fifths (4/5) of the number of directors for any matter relating to the acquisition or alienation of a material asset of the Society.

7.5 **Voting**

- 7.5.1 Questions arising at any meeting of the board of directors shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting, in addition to his/her original vote, shall have a second or casting vote.

- 7.5.2 At any meeting, unless a poll is demanded by at least two (2) directors, a

declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the declaration so made without proof of the number or proportion of votes recorded in favor of or against the motion.

7.6 Indemnification and Protection of Directors

- 7.6.1 The Society shall indemnify and hold harmless a director of the Society, a former director thereof and his/her heirs and legal representatives (collectively, the "Indemnitees") against all losses suffered and all costs, charges and expenses incurred by reason of or in relation to his/her duties as director or former director of the Society, in accordance with the provisions hereafter set forth.
- 7.6.2 The Society shall defend any of the Indemnitees against any third- party claim in respect of any act done in exercising his/her duties, and shall pay the amount of any damages, if any, resulting from such act, save and except in the event of an intentional fault or a gross fault, including, without limitation, the failure to act with loyalty and honesty towards the Society and the fact of placing himself in a situation of conflict of interests. The obligation to defend extends to the payment or reimbursement of all reasonable costs and expenses, judicial and extrajudicial, incurred by any of the Indemnitees in connection with a third-party claim. The obligation to pay the amount of damages includes any sums paid in settlement of any judicial proceedings and any fines imposed, if any.
- 7.6.3 In case of penal or criminal charges, the Society shall have no obligation to pay the costs and expenses of any of the Indemnitees, unless such Indemnitee had reasonable grounds to believe that he was acting in accordance with the law, or is discharged or acquitted.
- 7.6.4 In the event that the Society sues any of the Indemnitees for an act or omission done in the exercise of his/her duties, the Society shall pay the reasonable costs and expenses, judicial and extrajudicial, incurred by such Indemnitee, if it does not succeed with its suit and if the Court so decides. If the Society succeeds with its suit in part only, the Court may determine the amount of costs and expenses to be paid by the Society.

8. Officers

- 8.1 **Officers.** The board of directors shall annually, or as often as may be required, appoint from among themselves a President, one or more Vice- Presidents, a Secretary and a Treasurer of the Society. If deemed advisable, the board may also appoint annually, or as often as may be required, one or more Assistant Secretaries, who do not need to be directors of the Society. The offices of Secretary and Treasurer may in the discretion of the board, be held by the same person who may but need not be known as Secretary- Treasurer. The board may

appoint such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the board.

- 8.2 **Removal of Officers.** All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time with or without cause.
- 8.3 **Delegation of Duties of Officers.** In the case of absence or inability to act of the President, a Vice-president or any other officer of the Society or for any other reason that tire directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.
- 8.4 **President.** The President shall have general charge and oversight of the affairs of the Society and shall perform such duties as may be assigned to him/her from time to time by the board. The President shall sign such contracts, documents or instruments in writing that require his/her signature.
- 8.5 **Vice-President.** The Vice-President, or if more than one the Vice- Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President, or if more than one the Vice-Presidents, shall sign such contracts, documents or instruments in writing that require his, her or their signatures, and shall have such other powers and duties as may from time to time be assigned to him, her or them by the board.
- 8.6 **Secretary.** The Secretary shall have custody of the corporate seal, of the minute book, and of the corporate notices of all meetings of the Society. The Secretary shall have custody of and maintain a registry of directors, including, *inter alia*, the names of directors, the dates of their elections, appointments, additional terms of office, deferred terms of office, and termination of office by any means, and a record of their terms of service in office and years of service in office, consecutive or otherwise. The Secretary shall issue notices of all meetings thereof and shall perform such other duties as may be assigned to him/her by the board.
- 8.7 **Treasurer.** The Treasurer shall supervise the collection of funds, deposit of monies and payment of debts. He/She or the designee shall cause the accounts of the Society to be kept and reported thereon at least three (3) times a year at meetings of the board.
- 8.8 **Assistant Secretary.** The Assistant Secretary, or if more than one the Assistant Secretaries in order of seniority, shall perform all the duties of the Secretary in the absence or inability or refusal to act of the Secretary. The Assistant Secretary, or if more than one the Assistant Secretaries, shall sign such contracts, documents or instruments in writing that require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the board.

- 8.9 **Vacancies.** If the office of President, Vice-president, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy.

9. Committees

The board of directors may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Society and shall prescribe the duties of any such committees.

10. Auditor

The members shall at each annual meeting appoint an auditor to audit the accounts of the Society and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the board of directors.

11. Financial Year

The financial year of the Society shall end on the thirty-first (31st) day of December in each year. The board of directors may from time to time by resolution change the financial year end of the Society.

12. Notices

- 12.1 **Notice.** Unless otherwise prescribed by these By-laws, any notice to any member, director or auditor may be given by email or mail, postage prepaid, addressed to such member, director or auditor at his/her address as the same appears in the books of the Society or, if no address be shown therein, then to the last address of such member, director or auditor known to the Secretary of the Society.
- 12.2 **Proof of notice.** With respect to every notice sent by mail, it shall be sufficient to prove that the notice was properly addressed and put into a Post Office or a Post Office letterbox. With respect to every notice sent by email, it shall be sufficient to prove that the notice was sent out to the email address on file at the SPCA .
- 12.3 **Signatures to Notices.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 12.4 **Computation of Time.** Where a given number a days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless otherwise provided herein, be counted in such number of days or other period.
- 12.5 **Proof of Notice by Society.** A certificate signed by the President, a Vice- President, the Secretary or the Treasurer of the Society in office at the time of the making of

the certificate as to the facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or the publication of any notice, shall be conclusive evidence thereof, and shall be binding on every member, director, officer or auditor of the Society, as the case may be.

13. Cheques, Drafts, Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Society, and in such manner as the board of directors may from time to time designate by resolution.

14. Execution of Contracts

14.1 Contracts, documents or instruments in writing requiring the signature of the Society may be signed by (a) the President or a Vice-President, together with the Secretary or Assistant Secretary, or (b) by any two directors, and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The board of directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Society either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

14.2 The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

15. Interpretation

In all by-laws and special resolutions of the Society, the singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any bylaw or any special resolution of the Society to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

16. Enactment, Repeal and Amendment of By-laws

16.1 The by-laws of the Society may be enacted, and the by-laws of the Society may be repealed or amended, by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of

considering such by-law.

- 16.2 A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Society with the notice of such meeting.

17. Coming into Force

These 2019 General By-laws shall come into force on the date of their sanction by the members of the Society at their general meeting next following their enactment by the board of directors, and shall replace any prior by-laws of the Society dealing with the same subject matters.