

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

**(Incorporated April 5, 1869)**

**(The "Society")**

**2020 GENERAL BY-LAWS**

**1. Objectives**

The objectives of the Society shall be to provide effective means for the prevention of cruelty to animals and to continually strive to improve the way in which animals are treated by humans, through public education, advocacy, inspection, shelter services, legislation, and working with allied organizations.

**2. Head Office**

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

**3. Corporate Seal**

The board of directors may adopt, by resolution and at any time, a corporate seal and determine its form and content. 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 be members of the Society at any time. An up-to-date list of the Society's members shall be maintained at the head office. Unless expressly stated otherwise herein, the annual fees or other fees payable to the Society by each class of member (as defined below) shall be the amounts fixed by the board of directors, if appropriate.

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) regular members, (ii) senior members, (iii) volunteer members, (iv) honorary members and (v) animal members.

4.2.1 **Regular Members.** Individuals, businesses, corporations, partnerships, sole proprietorships and unincorporated associations who have filed an application for such membership with the Society and who have paid, in a timely manner, the annual fees fixed by the board of directors for regular members. Regular members are entitled to receive notice of,

attend and vote at all meetings of the members of the Society.

4.2.2 **Senior Members.** Individuals who are sixty (60) years of age or older, have filed an application for such membership with the Society, and have paid, in a timely manner, the annual fees fixed by the board of directors for senior members. Senior members are entitled to receive notice of, attend and vote at all meetings of the members of the Society.

4.2.3 **Volunteer Members.** Individuals who are eighteen (18) years of age and older, actively participate in the volunteer program at the Montreal SPCA, have filed an application for such membership with the Society, and have paid, in a timely manner, the annual fees fixed by the board of directors for volunteer members. Volunteer members are entitled to receive notice of, attend and vote at all meetings of the members of the Society.

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

4.2.5 **Animal members.** Non-human persons for whom an application for membership has been completed with the Society and for whom the annual fees fixed by the board of directors for animal members have been paid in a timely manner.

4.3 **Termination.** Failure to pay membership fees within sixty (60) days of their due date shall automatically result in the termination of the member's membership. Such termination shall not prejudice the right of the said member to file a new application for membership with the Society. Furthermore, the board of directors may, by resolution adopted by at least two-thirds (2/3) majority vote, terminate any membership for just cause, provided that the membership of a director of the Society is not terminated unless such director has first been relieved of their duties as a director of the Society in accordance with Section 6.9 of these By-laws.

4.4 **Resignation.** Any member may terminate their membership in the Society by sending a letter to the Secretary at the Society's head office. Furthermore, the board of directors may, by resolution passed by a majority vote, require a member to resign.

## 5. Meeting of Members

5.1 **Annual Meeting.** The Society shall hold an annual meeting of members within one hundred and eighty (180) days following the end of its fiscal year or within any longer period determined by the board of directors. The annual meeting of members shall be held at the head office of the Society, or at any other designated location within the Communauté métropolitaine de Montréal, on such day and at such time that the board of directors has determined by resolution. At annual

meetings, the directors will present a report of the Society's activities for the previous fiscal year, its financial statements, the auditor's report and other information or reports relating to the affairs of the Society as the directors may consider relevant.

- 5.2 **Convocation.** A convocation notice of a meeting shall be sent to all members of the Society by email or ordinary prepaid postage mail, neither fewer 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 to the address of each member shown on the books of the Society, or, if there is no such address, to the last address of each member known to the Secretary of the Society. Any notice of a meeting provided in accordance with the stipulation shall be deemed valid and binding for each member of the Society.
- 5.3 **Failure to Notify.** The accidental omission to give notice of any meeting or the non-receipt of such notice by a member of the Society shall not invalidate any resolution passed or any proceedings taken during the meeting.
- 5.4 **Contents of Notice.** The notice of meeting shall include the date, time and place of the meeting and the general nature of the business to be addressed at the meeting. The notice shall contain sufficient information on the matter to allow members to have a clear idea of the decision(s) to be made.
- 5.5 **No Proxies.** At all Society members' meetings, only members in good standing attending the meeting in person shall be entitled to vote. No proxy shall be authorized to exercise the voting right of a member at any meeting.
- 5.6 **Quorum.** Quorum for business conducted at any Society members' meeting shall consist of no fewer than ten (10) members who are entitled to vote and attending the meeting in person, by phone or electronic device (e.g. videoconference).
- 5.7 **Chair.** Meetings shall be chaired by the Chair of the Society or may occasionally be chaired by any other person so appointed by the board of directors, unless the members in attendance appoint by resolution another person to act as chair of the meeting; the appointed chair need not be a member of the Society.
- 5.8 **Voting**
  - 5.8.1 Each member of the Society, with the exception of honorary members, is entitled to one (1) vote if attending the meeting in person and their membership application has been filed with the Society more than ten (10) days prior to the said meeting.
  - 5.8.2 Every question submitted to a members' meeting shall be decided by majority vote, by a show of hands, unless otherwise stipulated by law or these General By-laws. In the case of a tie of votes, whether by a show of hands or by ballot, the chair of the meeting shall have a casting vote.

5.8.3 At any meeting, unless a vote is demanded, a declaration by the chair of the meeting that a resolution has been adopted unanimously or by majority, or that it has been rejected or not adopted by majority, shall be conclusive evidence of the declaration so made without proof of the number or proportion of votes recorded in favour of or against the motion.

5.9 **Vote.** If, at any meeting, a vote is demanded for the appointment of a chair or regarding the question of adjournment or any motion submitted to the assembly, it shall be taken forthwith without adjournment, before the end of the meeting.

5.10 **Adjournment.** The chair of the members' meeting may, with majority consent, adjourn the meeting at any time without notice.

## 6. Directors

6.1 **Board of Directors.** The affairs of the Society shall be managed by a board of directors consisting of no fewer than six (6) and no more than twenty (20) members, the precise number to be determined, when so required, by resolution of the board of directors

6.2 **Eligibility for a Position.** 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 membership application with the Society fewer than sixty (60) days prior to the relevant election or appointment, or who are: (i) of age of majority and are under tutorship or curatorship, (ii) bankrupt, or (iii) prohibited by a court of law from occupying the position of director of a corporation.

6.3 **Period of Office.** The period of office for a person elected or appointed as a director shall be three (3) years. No director may serve more than two (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 two (2) consecutive terms or six (6) consecutive years in office may be elected for an additional two-year (2-year) term at the next annual members' meeting, subject to the approval of the majority of the board of directors, consisting of two-thirds (2/3) of the directors in attendance at the meeting at the time of the vote. The vote shall be conducted in the absence of the director seeking an additional term of office, who shall be informed only of the approval or rejection of this additional term of office. Otherwise, the vote on this matter shall be conducted pursuant to Section 7.5.

6.5 **Deferral of End of Term.** If, at the time of the annual meeting of members, the number of directors who have reached the end of their term is greater than one third (1/3) of the total number of directors currently in office, the Chair may request one or more directors to defer the end of their term of office for one year, until the following annual meeting.

- 6.5.1 If a director accepts the Chair's request to defer, the director's term of office shall be extended by one (1) year. Approval of the additional term, 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 in accordance to this section does not constitute an additional term, nor is the extension of one (1) year accounted for in 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 greater than one third (1/3) of the total number of directors currently in office.
- 6.6 **Vacancy.** If, at a given time, a position on the board of directors becomes vacant for any reason, that vacancy may be filled by appointment, as long as there is a quorum among the directors in office at that time, depending on what the directors deem appropriate; otherwise, such vacancy may be filled by election at the next annual members' 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 the conditions set out in Section 6.2.
- 6.6.2 A person appointed to the board of directors to fill a vacancy as director resulting from a 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, as per Section 6.3, or six (6) consecutive years in office, as per Section 6.4, the appointment pursuant to this section constitutes one (1) term, and the entirety of the term shall be accounted for in the number of consecutive years in office.
- 6.6.3 A person elected to fill a vacancy as director resulting from a termination of office under 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, as per Section 6.3, or six (6) consecutive years in office, as per Section 6.4, the appointment to a vacancy pursuant to this section constitutes one (1) term, and the entirety of the term shall be accounted for in 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 members' 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,

the 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 shall not be accounted for in calculating the maximum of six (6) consecutive years in office.

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

6.7.1 The candidacy application must be submitted to the Secretary of the Society, at the Head Office specified in Section 2, in person or by prepaid post, with proof of service by mail determined pursuant to Section 12.2, and received by the Society at least forty- five (45) days prior to the relevant election, the calculation of time determined as per Section 12.4.

6.7.2 The candidacy must be signed by two members of the Society, each of whom must have been a member of the Society for at least fourteen (14) days at the time of signing. In addition to their signature, each signatory must provide their name, address, telephone number, and email address in a legible format.

6.7.3 The candidacy of the nominated member must include a current curriculum vitae, with a maximum length of two US Letter Size pages (American National Standards Institute ANSI A), in twelve (12-point font size and with one (1) inch margins.

6.8 **Election of Directors at the Annual Meeting**

6.8.1 **Maximum number of directors to be elected.** If, at the time of the annual members' meeting, there is one or more vacancies for the office of director, not resulting from the end of a current director's term, only one such vacancy may be filled by election at the annual meeting. Notwithstanding this provision, a person nominated for election as director, who is not currently a 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 as 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 as 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 board of directors for a maximum of three (3)

minutes, for the purpose of communicating their reasons for seeking the office of director.

6.8.3.2 The vote shall consist of a show of hands by voting members, unless a poll is demanded; in which case, the election shall be by ballot.

6.8.3.3 The vote will proceed sequentially for each of the available offices of director, the number of which is determined pursuant to Section 6.8.1.

6.8.3.4 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 thus 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 terminated under any of the following circumstances:

6.9.1 at an annual members' meeting, a resolution is passed by at least two-thirds (2/3) of the votes cast in favour of the dismissal 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 favour of the dismissal of the director for inappropriate conduct or comments detrimental to the interest of the Society;

6.9.3 a director has submitted their resignation in writing to the Chair 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 of law 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 failed to provide valid reasons or adequate notice 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 financially benefit from their position; a director may be reimbursed for reasonable expenses incurred in the performance of their functions.

## 7. Board of Director Meetings

- 7.1 **Place of Meetings.** The board of director meetings may be held either at the Head Office of the Society or at any place within the Communauté métropolitaine de Montréal. A board of directors meeting may be convened at any time by the Chair or any two directors. At the request of the Chair or any two directors, the Secretary 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, posted, emailed or otherwise communicated to each member no fewer than five (5) days or, in the case of an emergency, two (2) days before the meeting is to take place (excluding the day on which the notice is delivered, posted, emailed or otherwise communicated, but including the day for which notice is given); a meeting of the board of directors may be held at any time without formal notice, if all the directors are present or those absent have waived notice or have consented in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the convocation notice to a meeting may be revoked by any director acting of their own accord.
- 7.3 **Chair.** The chair of a meeting of the board of directors shall be the Chair appointed pursuant to Section 8.1, unless the directors in attendance at the meeting designate another director as acting chair of the meeting.
- 7.4 **Quorum.** The quorum at any meeting of the board of directors shall be the presence of two-fifths (2/5) of the members, as per Section 6.1, and 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 significant asset of the Society.
- 7.5 **Voting**
- 7.5.1 Questions raised at any meeting of the board of directors shall be decided by majority vote. In case of a tie of votes, the Chair shall have a casting vote, in addition to their original vote.
- 7.5.2 At any meeting, unless a vote is required by at least two (2) directors, a declaration by the Chair that a resolution has been carried, either unanimously or by majority, or has been lost or not carried by majority, shall be conclusive evidence of the declaration, without proof of the number or proportion of votes recorded in favour of or against the motion.
- 7.6 **Indemnification and Protection of Directors**

- 7.6.1 The Society shall indemnify and exempt from liability the directors and former directors of the Society, and their heirs and estate representatives (collectively referred to as the "Indemnitees") against all losses, costs, charges and expenses incurred by reason of or in relation to their 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 third-party claims in respect to any act in the exercise of their functions, and shall pay the amount of any damages, if any, resulting from such an act, save and except in the event of an intentional fault or a gross fault, including, without limitation to, the failure to act with loyalty and honesty towards the Society and entry into conflict of interest. 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.
- 7.6.3 In the 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 they were acting in accordance with the law or if acquitted.
- 7.6.4 In the event that the Society sues any of the Indemnitees for an act or omission in the exercise of their duties, the Society shall pay the reasonable costs and expenses, judicial and extrajudicial, incurred by such Indemnitee, if it does not succeed in its suit and if the Court so decides. However, if the Society succeeds in 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 appoint, annually or as often as may be required, a chair from among its members, one or more vice-chairs, a secretary and a treasurer of the Society. If deemed useful and necessary by the board, it may appoint, annually or as often as may be required, one or more assistant secretaries, who are not required to be directors of the Society. The functions of Secretary and Treasurer may be at the discretion of the board and be assumed by the same person who may, but need not be, known as Secretary-Treasurer. The board may appoint other officers and agents as it deems necessary, who shall have such authority and perform the duties as prescribed by the board.
- 8.2 **Removal of Officers.** Any officer, in the absence of agreement to the contrary, shall be subject to removal by resolution by the board of directors at any time with or without cause.
- 8.3 **Delegation of Functions of Officers.** In the case of the absence or inability to act

of the Chair, the Vice-chair or any other officer of the Society, or for any other reason deemed sufficient by the board of directors, the latter may delegate all or any of the said officers' powers to any other officer or director.

- 8.4 **Chair.** The Chair shall have general responsibilities for the affairs of the Society and, if applicable, perform such duties as may be assigned to them when so required by the board. The Chair shall sign the written contracts, documents or instruments requiring signature.
- 8.5 **Vice-chair.** The Vice-chair or, if more than one, the Vice-chairs in order of seniority, shall be vested with all the Chair's powers and perform all the Chair's duties in the Chair's absence, or inability or refusal to act. The Vice-chair(s) may sign written contracts, documents or instruments requiring signature, and exercise all other powers and perform all other duties so assigned to them by the board of directors.
- 8.6 **Secretary.** The Secretary shall have custody of the corporate seal, of the minutes book, and of the corporate notices of all meetings of the Society. The Secretary shall be responsible for the registry of directors and for maintaining it, including, *inter alia*, the names of directors, the dates of their elections, their 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 the number of years of service in office, consecutive or otherwise. The Secretary shall issue notices of all meetings and shall perform all other duties so assigned to them by the board of directors.
- 8.7 **Treasurer.** The Treasurer shall manage the collection of funds, deposits of monies and repayment of debts. The Treasurer, or their designee, shall ensure the accounts of the Society are kept in order and shall report thereon at least three (3) times a year at meetings of the board of directors.
- 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 Secretary's absence or inability or refusal to act. The Assistant Secretary or Assistant Secretaries shall sign written contracts, documents or instruments requiring signature and, where applicable, exercise all other powers and perform all other duties so assigned to them by the board of directors.
- 8.9 **Vacancies.** If the office of Chair, Vice-chair, Secretary or Treasurer, are or become vacant by death, resignation, disqualification or other reasons, the directors may elect or appoint an officer to fill such vacancy.

## 9. Committees

The board of directors may constitute committees as it deems necessary to assist the directors in carrying out the affairs of the Society. The board shall prescribe the powers of any such

committees.

## **10. Auditor**

The members shall appoint, at each annual meeting, a financial auditor to audit the accounts of the Society. This auditor shall exercise this duty until the next annual meeting of members, provided that the directors fill any fortuitous vacancy in the office of the auditor. The remuneration of the auditor shall be set, if applicable, by the board of directors.

## **11. Fiscal Year**

The fiscal year of the Society shall end on December 31 of each year. If necessary, the board of directors may change the fiscal year-end of the Society by resolution.

## **12. Notices**

**12.1 Notice of Meeting.** Unless otherwise prescribed by these By-laws, any notice to a member, director or auditor may be sent by email or prepaid post to said member, director or auditor at the address appearing in the books of the Society or, if no address is shown therein, to their last address known to the Secretary of the Society.

**12.2 Proof of Notice.** With respect to every notice sent by post, it shall be sufficient to prove that the notice was properly addressed and posted. For notices sent by email, it shall be sufficient to prove that the notice was emailed to the electronic address known to the Secretary of the Society.

**12.3 Signature of Notices.** The signature of any notice may be written, stamped, typewritten or printed or may be partly written, stamped, typewritten or printed.

**12.4 Computation of Time.** Where a given number of days' notice or notice extending over any period is required, the day of delivery or posting of the notice shall not, unless otherwise provided herein, be accounted for in the number of days or other period.

**12.5 Proof of Notice by the Society.** A notice signed by the Chair, a Vice-chair, the Secretary or the Treasurer of the Society in office at the time of its production, certifying the facts of the mailing or delivery of any notice to any member, director, officer or auditor or of 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, Invoices and Payment Orders**

All cheques, invoices or payment orders, and all notes and acceptances and bills of exchange shall be signed by officer(s) or person(s), whether or not officers of the Society, and in such a manner as the board of directors has designated by resolution, if applicable.

## **14. Execution of Contracts**

14.1 Contracts, documents or other written instruments requiring the signature of the Society may be signed by: (a) the Chair, a Vice-chair, the Secretary or Assistant Secretary; (b) any two directors. All so-signed contracts, documents or other written instruments shall be binding upon the Society without any further authorization or formality. The board of directors is authorized by resolution to appoint when so required any officer(s) or any person(s) on behalf of the Society to sign contracts, documents or instruments of a general or specific nature.

14.2 The term “contracts, documents or other written instruments” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of immovable or movable property, 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 apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

## **16. Adoption, Repeal and Amendment of By-laws**

16.1 The Company's by-laws may be adopted, amended or repealed by a by-law passed by a majority of the directors and ratified by majority vote at a meeting of the members duly convened to study the regulation(s) under consideration.

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 2015 General By-laws shall come into force on the date of their approval by the members of the Society at their next general meeting following the enactment of these By-laws by the board of directors, and shall then replace any prior by-laws of the Society dealing with the same subject.