



Thursday September 20, 2018

Mayor and Members of Council
City of Hamilton
Hamilton City Hall
71 Main Street West, 1st Floor
Hamilton, ON
Canada L8P 4Y5

Subject: Hamilton/Burlington SPCA By-law Changes

Dear Mayor Fred Eisenberger and Members of Council:

The Hamilton/Burlington SPCA (HBSPCA) completed a year long review of its by-laws and presented the by-laws to a duly constituted meeting of its Members on Monday September 17, 2018. By-law 1-2018 was unanimously endorsed by the Members at the meeting.

By-law 1-2018 makes provision for 11 Directors; there is no provision for a Hamilton City Councillor to sit on the HBSPCA Board of Directors, effective September 17, 2018. The Board recognizes that there has been no financial contractual relationship with the City of Hamilton since 2002. The Board acknowledges too that there are alternative ways to engage the City as a partner in the continuous improvement of animal welfare in the communities that the HBSPCA and the City of Hamilton both serve.

The most recent appointee to the HBSPCA Board of Directors was Aidan Johnson. On behalf of the Board, the HBSPCA has deeply appreciated the contributions of Aidan and his predecessor Councillors for a humane community.

Sincerely,

A handwritten signature in blue ink that reads 'Marion Emo'.

Marion Emo, CEO

Cc: Juanita Gledhill, Chair, HBSPCA
Janet Pilon, Acting City Clerk, City of Hamilton

BY-LAW NO. 1-2018

Being a By-law to regulate the affairs of The Hamilton/Burlington Society for the Prevention of Cruelty to Animals (hereinafter referred to as the "Society")

**SECTION 1
REPEAL OF PRIOR CONFLICTING BY-LAWS**

- 1.01 By-Law No. 1-2012, and all other by-laws of the Society previously enacted, are hereby repealed and the following substituted therefore such that this By-law, as of the date of its enactment by the directors, is the only by-law of the Society in force and effect:

**SECTION 2
REAFFIRMATION OF PURPOSE**

- 2.01 The Board of Directors hereby reaffirms the fundamental purpose for which The Hamilton/Burlington Society for the Prevention of Cruelty to Animals was established and which was confirmed in its charter of incorporation some fifty years later on June 6th, 1938, namely to endeavor to provide effective means for the prevention of cruelty towards animals; and, while recognizing we are not expanding the generality of that statement of purpose, do now emphasize that which has always been accepted which is that the expression "animals" embraces every living creature on earth and the directors do remind themselves and their successors such concern should be at the center of all business done and all decisions taken by the Board.

**SECTION 3
INTERPRETATION**

- 3.01 As used in the By-Law, the following expressions shall all have the following meanings:
- a) "Act" means the *Corporations Act* (Ontario), as may be amended, repealed, or replaced from time to time;
 - b) "Annual Meeting" means the Annual Meeting of the Members of the Society;
 - c) "Board" means the Board of Directors of the Society;
 - d) "Meeting" shall mean any meeting of the membership or the Board.
 - e) "Member" means any person who is admitted as a Member of the Society;

- f) "Society" means The Hamilton/Burlington Society for the Prevention of Cruelty to Animals;
- g) "Territory" means the City of Hamilton and the City of Burlington as approved by the Ontario SPCA or as defined by the Board of Directors.

3.02 In this By-Law, and in all other By-Laws of the Society hereinafter passed:

- a) Words importing the singular number shall include the plural number and vice versa, unless the context otherwise requires;
- b) Words importing the masculine gender shall include the feminine gender and vice versa, unless the context otherwise requires; and
- c) "persons" shall refer to individuals and shall not include firms, corporations or unincorporated associations.

3.03 This By-Law shall be read in conjunction with the Act and the Letters Patent of the Society (as may be amended, repealed or replaced from time to time).

3.04 The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions. If any of the provisions contained within are inconsistent with those contained in the Act, or the Letters Patent, the provisions contained in the Act or Letters Patent, as the case may be, shall prevail.

SECTION 4 HEAD OFFICE

4.01 The head office of the Society shall be in the City of Hamilton, in the Province of Ontario, at such a place therein as the Board may from time to time determine.

SECTION 5 SEAL

5.01 The seal, if shown on the last page of this By-Law is adopted as the seal of the Society and may be affixed by such methods and by such person or persons as may be required or authorized by the Board.

SECTION 6 NON-PROFIT SOCIETY

6.01 The activities of the Society shall be carried on without the purpose of monetary gain for its Members.

- 6.02 The Society may engage in any enterprise consistent with the objects of the Society and any resulting monetary gain shall be used in promoting its objects and no part of its funds shall be distributed to the Members.
- 6.03 If at any time the Society is dissolved after payment of all debts and liabilities, the remaining funds of the Society shall be distributed by the Board to one or more charitable organizations whose purpose is animal welfare in Ontario and which are exempt from tax under the Income Tax Act (Canada).
- 6.04 The fiscal year of the Society shall end on the 31st day of March or as otherwise determined by the Board and approved by the necessary regulatory authorities.

SECTION 7 MEMBERSHIP

- 7.01 There shall be two (2) classes of membership in the Society, namely:
- a) Honorary Membership; and
 - b) Friends of the HBSPCA.
- 7.02
- a) Admission to membership in one category does not of itself entitle the Member to membership in the other category.
 - b) Membership may not be assigned or transferred and is personal to the Member. All Members shall be individuals; corporations and other entities are not eligible for membership in the Society.
 - c) Membership in the Society shall commence upon acceptance by the Board of the new Member's application in the prescribed form. Membership shall continue until terminated by the Society or by the Member. A membership may be suspended or terminated at any time by the Society at the sole discretion of the Board. Without limiting the generality of the foregoing, a membership may be terminated where, in the opinion of the Society, a Member's conduct is deemed injurious to the Society. In the event a Member resigns, the Member's resignation shall be effective upon notification in writing to the Society.
 - d) A Member, when in good standing, shall be provided with information on and receive all privileges associated with membership in the Society, except such information as deemed confidential by the Board and/or any committee established in accordance with this By-Law.
 - e) Membership fees may be prescribed from time to time by the Board by a majority vote and may include an entrance fee. No Member of either category of membership of the Society shall be liable to the Society or its creditors in any amount beyond membership dues subscribed for but

not paid to the Society. The Board shall not and may not assess any Member of any category of membership for any monetary payment whatsoever other than for annual dues.

- f) In the case of any dispute or matter concerning membership, the By-Laws and the official records of the Society shall be final and conclusive evidence of the commencement or termination date of membership.

7.03

- a) Honorary Membership may be conferred upon any person whom the Board may desire to honour for meritorious service under such terms and conditions as the Board may determine in its sole discretion. Honorary Members shall not have the right to vote or hold office in the Society.

- b) Each Friends of the HBSPCA Member shall:

1. be eighteen years of age or older;
2. reside or work in the Territory served by the Society at the time the application for membership is made;
3. have a single vote at all meetings of Members of the Society;
4. pay a one-time lump sum membership fee as set by the Board from time to time or pay annual membership dues prior to February 28th of each calendar year in such amount as may be prescribed by the Board from time to time;
5. be entitled to resign their membership; and
6. cease to be a Member upon death.

- c) Notwithstanding anything contained in this By-Law, employees and their immediate family will be deemed Honorary Members (but in no event may be elected to the Board). Immediate family shall be deemed to mean spouse, children and parents.

7.04

- a) The admission of a person to membership in the Society as an Honorary Member shall occur upon the satisfaction of the following three conditions precedent to such election, being: first, a recommendation of membership as an Honorary Member by a simple majority resolution of the Board made at a duly constituted meeting of the Board; second, the acceptance of such recommendation by the person concerned; third, a simple majority resolution confirming such recommendation of the Board made at the next ensuing duly constituted general meeting or special general meeting of the Members of the Society.

- b) The admission of a person to membership in the Society as a Friends of the HBSPCA Member shall occur upon the satisfaction of the following two conditions precedent to such election, being: first, a submission to the Society by the applicant of an application for membership; and second, a recommendation of membership by a

simple majority resolution of the Board made at a duly constituted meeting of the Board.

- c) All persons who, immediately prior to this By-Law coming into effect, were Life Members or Ordinary Members, shall automatically be deemed Friends of the HBSPCA upon this By-Law coming into effect but shall remain subject to annual membership fees if applicable and as may be determined by the Board.

- 7.05 Each person who, immediately before the enactment of this By-Law by the Board, was an Honorary Member of the Society as that designation was then defined, shall have full Honorary Membership in the Society as that membership is defined in this By-Law and shall be entitled to all of the incidents of such membership held during the continuance of such person's membership.

SECTION 8 BOARD OF DIRECTORS

- 8.01 The affairs of the Society shall be governed by the Board, which may exercise all such powers and do all such acts as may be permitted by law subject to the Letters Patent and By-laws of the Society.
- 8.02
- a) The Board may consider or transact any business, either special or general, at any meeting of the Board. Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as it may deem advisable.
 - b) The Board may from time to time by resolution in accordance with the By-Laws of the Society authorize the Society to:
 - 1. borrow money on the credit of the Society;
 - 2. issue, sell or pledge securities of the Society; and
 - 3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society.
- 8.03
- a) The affairs of the Society shall be governed by a Board of eleven (11) directors. Each director shall, at the time of their election, be either a voting (Friends of the HBSPCA) member of the Society at the time of

their application and election or become a voting (Friends of the HBSPCA) member of the Society within 10 days after being elected or appointed as a director of the Society, and shall continue to maintain such membership in good standing through their term of office.

- b) The Board shall consist of:
 - 1. the Chair;
 - 2. the Vice-Chair;
 - 3. the Second Vice-Chair;
 - 4. the immediate Past Chair, or if they are unable to serve, a person elected in substitution for them;
 - 5. the Treasurer;
 - 6. the Secretary;
 - 7. directors elected at large from the membership of the Society or who have become members of the Society within 10 days after being elected or appointed as a director of the Society.

- c) The Members may, by a resolution passed by at least a majority of the votes cast at a Members' Meeting, of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of their term of office and may, by a majority of the votes cast at that meeting elect any person in their stead for the remainder of the term.

- d) Vacancies on the Board, howsoever caused, may be filled for the remainder of the term by the remaining directors if constituting a quorum, or if the directors so choose, they may appoint a qualified Member (or individual who has become a Member of the Society within 10 days of being appointed as a director) to be a director, failing which such vacancy shall be filled at the next Annual Meeting at which the directors for the ensuing term are elected. If the number of directors is increased between the terms, a vacancy shall thereby be deemed to have occurred which may be filled by appointment by a quorum of the remaining Board. If there is not a quorum of the Board, the remaining directors shall call a Meeting of the Members to fill the vacancy.

8.04 An elected director shall be:

- a) a Member in good standing (or apply to become a Member in good standing within 10 days of their appointment as a director), of legal age, and ordinarily work or reside in the Society's Territory; and,

- b) nominated and elected as herein specifically provided for; and the office of a director shall be vacated when a director;
 - 1. resigns their office;
 - 2. ceases to be a Member of the Society;
 - 3. is found to be mentally incapable;

4. is declared bankrupt or makes an assignment into bankruptcy or initiates any similar proceeding;
 5. fails to attend three (3) consecutive Board meetings in any year of their term of office after first being appointed or elected at the Annual General Meeting, unless the absence is excused by the Board for good and sufficient cause.
- 8.05 The term of a director shall be limited to three years. Directors may be elected to terms of less than three (3) years to facilitate the staggering of directors' terms. No director shall serve more than three consecutive terms of three years, not including any full or partial terms served while holding the office of Chair, Vice Chair, Second Vice-Chair or Past Chair as further set out below.
- 8.06 A director shall cease to be eligible for re-election as a director upon the completion of nine (9) years of consecutive service, unless the director is then serving in any office described in Section 8.05, in which case the director may be elected or continue as a director until the completion of the term(s) of such office(s).
- 8.07 Notwithstanding section 8.06 hereof, after ceasing to be a director of the Society for a period of not less than three (3) years, such person shall again be qualified to be elected as a director and the above provisions shall be applicable once more.
- 8.08
- a) The Board and its committees may meet at any place in or outside Ontario and may meet in person or by teleconference or other electronic means as permitted by the Act.
 - b) A majority of the Board shall constitute a quorum. Questions arising at any meeting of directors shall be decided by a majority of votes.
 - c) In case of an equality of votes, the chair of the meeting shall have a second or casting vote.
 - d) All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chair of the Board, their duties may be performed by the Vice Chair or such other directors the Board may from time to time appoint for the purpose.
- 8.09 A director shall serve the Society as such without remuneration but shall be entitled to reimbursement for any reasonable expenses incurred in carrying out any duties as a director, as approved by the Board.

- 8.10 It shall be the duty of a director of the Society who is in any way, whether directly or indirectly, interested in a contract or proposed contract or business arrangement with the Society to declare their interest at a meeting of the Board.

In the case of a proposed contract or business arrangement with the Society, the declaration shall be made at the meeting of the Board at which the question of entering into the contract or business arrangement is first taken into consideration or, if the director is not at the date of the meeting interested in the proposed contract or business arrangement, at the next meeting of the Board held after such director becomes so interested. In a case where the director becomes interested in a contract or business arrangement after it is made, the declaration shall be made at the first meeting of the Board held after the director becomes interested. If the board makes the determination that member will gain from the business arrangement or contract the director may be removed from the board as a result of the conflict declared.

The additional provisions of the Act respecting disclosure by directors of interest in contracts are hereby incorporated by reference.

Any director aware of a conflict or potential conflict on the part of another director is required to declare it if the other director fails to do so or is not available to do so.

- 8.11 No director or officer of the Society shall be liable for
- a) the acts, receipts, neglects or defaults of any director or officer;
 - b) nor for joining in any receipt or other act for conformity;
 - c) nor for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society;
 - d) nor for the insufficiency or deficiency of any security in or upon which any of the monies of the Society may be invested;
 - e) nor for any loss or damage arising from bankruptcy, insolvency, or an act or omission of any person with whom any of the monies, securities, or effects of the Society may be deposited;
 - f) nor for any loss occasioned by any error of judgment or oversight on such director's or officer's part;
 - g) nor for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such director's or officer's

office, or in relation thereto, unless the same shall happen through such director's or officer's own dishonesty.

- 8.12 Every director and officer, and their heirs, executors and administrators, 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 that they sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office;
 - b) and all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect, or default, or dishonesty.
- 8.13 A director may be approved by their fellow directors of the Society to fill one or more officer positions in connection with the operation of the Society, provided that no director may be an employee of the Society.
- 8.14
- a) Meetings of the Board may be called at any time by the Chair, or by the Vice Chair, or by any two directors or by the Chief Executive Officer upon the request of the Chair, a Vice Chair, or any two directors. Meetings may be held at such place or places determined by the Board from time to time.
 - b) Not less than two days' notice of a meeting of the Board shall be delivered, telephoned, or e-mailed to each director. Not less than four days' notice of a meeting of the Board shall be given to a director if said notice is mailed to a director.
 - c) No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
 - d) No formal notice of any meeting of the Board shall be necessary if all the directors are present or if those absent have signified their consent to such meeting and their inability to attend. A Board meeting may also be held, without notice, immediately following the Annual Meeting of the Society.
 - e) The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of regular meetings of

the Board shall be sent to each Member of the Board forthwith after being passed, but no other notice shall be required for any such regular meeting.

- f) The statutory declaration of the Chair of the Board that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
- g) In respect of any matter of business before the Board, it may by a simple majority vote determine to consider such business in camera
- h) The Board shall meet a minimum of (7) seven times per year.

SECTION 9 OFFICERS

- 9.01 In the event that the Chair, Vice Chair, Second Vice-Chair, Secretary, Treasurer or Secretary-Treasurer (as the case may be) has completed their term, at the first Board meeting following the Annual General Meeting, the Board shall elect from among their number, a new Chair, Vice Chair, Second Vice-Chair, Secretary, Treasurer, and such other officers as it determines. One person may hold more than one office except the office of Chair, Vice Chair and Second Vice-Chair. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The other officers of the Society need not be members of the Board and in the absence of written agreement to the contrary, the employment of all other officers shall be settled from time to time by the Board.

SECTION 10 DUTIES OF OFFICERS

- 10.01 The Chair of the Board shall, when present, preside at any and all Society Meetings and shall hold office for two years or until their successor is elected. The Chair of the Board shall be ex officio a member of all committees of the Board. Upon retirement, the Chair shall become the immediate Past Chair. The Chair of the Board shall, along with the Vice Chair(s), the Secretary, the Treasurer, or the Chief Executive Officer or other officers appointed by the Board for the purpose, sign all By-Laws.
- 10.02 The Vice Chair of the Board shall be vested with all the powers of and perform the duties of the Chair of the Board in the absence of the Chair of the Board and such other duties as the Board may determine. The Second Vice Chair, or failing them, the Secretary, shall be vested with all the powers of and perform the duties of the Chair of the Board in the absence of the Chair and the Vice Chair and such other duties as the Board may determine.

- 10.03 Subject to the direction of the Board, the Chief Executive Officer shall manage the operations of the Society, be responsible for the day to day conduct of the affairs of the Society, sign such documents as may require signature in accordance with the By-Laws of the Society, otherwise perform such other duties as may be assigned by the Board, and regularly report to the Board on all phases of the management and operations of the Society.
- 10.04 The Secretary shall be responsible for ensuring the recording of all resolutions at Member, Board, Committee and other meetings of the Society, the secure custody of the Society's books, papers and records, and perform such other duties as may be determined by the Board. All or any duties of the Secretary may be delegated at any time and from time to time to designated staff. If designated staff exercises any of the duties of the Secretary, delegation of such duties to such designated staff shall, in the absence of expressed notice to the contrary, be presumed with reference thereto.
- 10.05 The Treasurer shall be responsible for the conduct of the monetary affairs of the Society, the accurate preparation of financial records and reports and shall review the deposit of all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Society under the direction of the Board taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever required of them an account of all their transactions as Treasurer and of the financial position of the Society and shall perform such other duties as may be determined by the Board. All or any duties of the Treasurer may be delegated at any time and from time to time to the Chief Executive Officer. If the Chief Executive Officer exercises any of the duties of the Treasurer, delegation of such duty to such Chief Executive Officer shall, in the absence of expressed notice to the contrary, be presumed with reference thereto. In the event the offices of Secretary and Treasurer shall be combined, it shall be the duty of the Secretary-Treasurer to exercise the duties of the Secretary and Treasurer as herein provided.
- 10.06 Any other officers appointed shall perform the duties assigned to them by the Board.
- 10.07 Auditors of the Society, when appointed, shall serve until the next Annual Meeting after their appointment or until their successors are appointed, unless previously removed by resolution of the Members at a General Meeting.
- 10.08 Execution of Documents:
- a) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

- b) Documents requiring execution by the Society may be signed by the CEO any one of the Officers the Board Chair, Vice-Chairs, CEO, and all documents so signed are binding upon the Society without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Society, either to sign documents generally or to sign specific documents. The corporate seal of the Society shall, when required, be affixed to the documents executed in accordance with the foregoing.
- c) The Board shall ensure that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute are regularly and properly kept.

Any two of the Chair, the Vice Chair, the Secretary, the Treasurer, or the Chief Executive Officer:

1. may sign and affix the seal of the Society to deeds, transfers, leases, licenses, contracts, and other engagements on behalf of the Society;
2. transfer any and all shares, bonds, or other securities from time to time standing in the name of the Society in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Society transfers of shares, bonds or other securities from time to time transferred to the Society and may make, execute and deliver under the Society seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or society;
3. execute all cheques, bills of exchange or other orders for the payment of money and all notes or other evidences of indebtedness made in the name of the Society;
4. issue, sell or pledge securities of the Society; or,
5. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society.

10.09 Banking Arrangements

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Society, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Society's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- a) operate the Society's accounts with the banker;
- b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) issue receipts for and orders relating to any property of the Society; and,
- d) authorize any officer of the banker to do any act or thing on the Society's behalf to facilitate the banking business.

SECTION 11
FINANCE COMMITTEE

- 11.01 The Board shall, at its first meeting following the Annual Meeting, appoint a Finance Committee which shall be chaired by the Treasurer and shall consist of at least three directors and/or Members.
- 11.02 The Finance Committee shall report to the Board on the financial affairs of the Society.
- 11.03 The Finance Committee shall:
 - a) review on a regular basis as prescribed by the Board, the financial affairs of the Society;
 - b) recommend to the Board the appointment and remuneration of the independent auditors for the Society;
 - c) in collaboration with such auditors, recommend committee guidelines for the approval of the Board;
 - d) maintain regular contract with the independent auditors and consider with them the range of the audit, internal cost controls and related data of and for the Society and its subsidiaries;
 - e) review with the auditors and management the annual financial statements and also, where practicable, interim reports;
 - f) review the post audit letter and management's response thereto, and generally, management's relationship with the auditors; and
 - g) determine and regularly review, for approval by the Board, the criteria and policies for investment of the individual portfolio's and designated funds of the Society and its subsidiary and review its property holdings. The Committee will recommend to the Board the appointment of an

investment manager and other suppliers of financial services and monitor such services.

SECTION 12
GOVERNANCE COMMITTEE

- 12.01 The Board at its first meeting following the Annual Meeting shall appoint a Governance Committee of not fewer than four (4) members which shall include the Chair of the Board, whose duties will include:
- a) for each Annual Meeting, the preparation and submission to the Members of a list of qualified individuals sufficient to maintain a full Board (including any recommendations as to varying the length of director terms so as to facilitate the staggering of Board terms);
 - b) the provision of direction and development of the Board;
 - c) ensure an annual review of the Board's performance is completed;
 - d) ensure the annual CEO performance evaluation is completed;
 - e) such other duties as requested by the Board from time to time;
 - f) the updating of By-Laws; and
 - g) the development and maintenance of Board policies.
- 12.02 The Chair of the Governance Committee shall be chosen from among the Members of such Committee.
- 12.03 Any individual wishing to serve on the Board shall make an application in writing on the prescribed form, to the Chair of the Governance Committee when the Call for Nominations is issued each Spring. Such application shall include the expressed desire of the individual to serve in the capacity of director, and the willingness to serve if elected.
- 12.04 The Governance Committee and Chief Executive Officer may interview applicants, or make such other enquiries as to ascertain the qualifications of nominated individuals and their fulfillment of necessary qualifications.
- 12.05 No other nominations except (a) those endorsed by the Governance Committee, and (b) those submitted by a Member together with the signed endorsement of not less than five (5) voting Members not later than 28 days prior to the Annual General Meeting, shall be presented or received at the Annual General Meeting of the Society. In the event that there are more nominations for the office of Director than the vacancies to be filled, an election shall be held by ballots at the Annual General Meeting to be supervised by the secretary of the Meeting.

- 12.06 The following qualifications are necessary for any individual to be considered for nomination to the Board. They:
- a) shall be either a Friend of the HBSPCA Member at the time of application and election or become a Friend of the HBSPCA Member of the Society within 10 days after being elected or appointed as a director of the Society;
 - b) must not be an employee of the Society or related to any employee of the Society;
 - c) must have a philosophy towards animal welfare and humane education which is compatible with the philosophy, operations, aims and objectives of the Society;
 - d) must consent to a criminal record check;
 - e) must undertake to serve if elected;
 - f) must be recommended as specified in the Governance Procedure;
 - g) must not be an un discharged bankrupt; and
 - h) must be eighteen (18) years of age or more.

**SECTION 13
OTHER COMMITTEES**

- 13.01 The Board may appoint such additional committees as it deems appropriate and prescribe such duties to them as the Board determines.

**SECTION 14
SOCIETY MEETINGS**

- 14.01 Society Meetings shall be held at the head office of the Society or elsewhere in Ontario as the Board may determine and on such day and at such time as the said directors shall appoint.
- 14.02 At every Annual Meeting of the Society, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented; and the directors shall be elected and the auditors appointed for the ensuing year. The Board, or the number of Members of the Society as provided by the Act from time to time, shall have the power to requisition the Chief Executive Officer, upon written notice, to call a General Meeting of the Members of the Society.

- 14.03
- a) Notice of Annual or General Society Meetings and the time and place of meeting, shall be given to the Members not less than fourteen (14) days prior to the time fixed for the holding of such meeting. Notice shall be given by personal delivery, by facsimile, e-mail, or by regular mail. If by regular mail, said notice shall be mailed out not less than sixteen (16) days before the date of the meeting, including the date of mailing.
 - b) No error or omission in giving notice of any Society Meeting, or any adjourned meeting, to the Members of the Society shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, director or officer for any meeting or otherwise, the address of any Member, director or officer shall be their last address recorded on the books of the Society.
 - c) Any Society Meeting or any meetings of the directors 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. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 14.04 A Member may, by means of a proxy, appoint a person who is a Member in good standing of the Society, as their nominee to attend and act at a Society Meeting in the manner, to the extent and with the power conferred by the proxy which, in order to be valid, shall:
- a) be executed in writing by the Member or by their attorney authorized in writing;
 - b) contain the date thereof and the appointment and name of the nominee and may provide restrictions or instructions as to the manner in which the proxy is to be voted; and,
 - c) be deposited either at the head office of the Society or with the Secretary of the Society not less than 48 hours, excluding Saturdays, Sundays, and legal holidays, preceding the meeting, or any adjournment of a meeting.
- 14.05 A quorum for the transaction of business at any meeting of Members shall consist of not less than 15 voting Members present in person or represented by proxy. In no case can any meeting be held unless there are 12 voting Members present in person.
- 14.06 At any Society Meeting:

- a) each Member shall be entitled to one vote provided they have paid all dues payable by them;
 - b) questions shall be decided by a majority of votes cast by the Members present or represented by proxy, unless otherwise required by law;
 - c) each question shall be decided by a show of hands and declared by the Chair to be carried or not carried, unless a poll is demanded by a Member. A declaration by the Chair that a resolution has been carried or not carried and/or entry to that effect in the Minutes of the Society shall be admissible in evidence as prima facie proof of the fact without proof of the number, or proportion of the votes accorded in favour of or against such resolution; and
 - d) if a poll is demanded on any question, it shall be taken in the manner determined by the Chair and shall be decided by a majority of votes given by the voting Members present in person or by proxy and the result of such poll shall be deemed the decision of the Society upon the matter in question.
- 14.07 In the case of an equality of votes at any Society Meeting, the Chair shall be entitled to cast a second or casting vote.
- 14.08 At each Society Meeting, one or more scrutineers may be appointed by a resolution of the meeting, or by the Chair with the consent of the meeting, to serve at the meeting. A scrutineer need not be a Member of the Society.
- 14.09 Voting delegates to meetings of any organization or association of which the Society is a member shall be appointed by the Board prior to such meetings.

SECTION 15 NOTICES

- 15.01 Subject to any specific clauses contained in this By-Law, wherever any notice is required to be given to a Member, director, officer or auditor, such notice, unless otherwise provided by this By-Law, may be given orally, telephoned, delivered personally, electronically communicated, or inserted in any publication circulated to such Member, director, officer or auditor, and if such notice is mailed, the same will be deemed to be given on the fifth day following deposit in a post office or public letter box in a postage paid envelope addressed to the Member, director, officer or auditor at such person's last address as recorded in the books of the Society.
- 15.02 The accidental omission to give notice to any Member, director, officer or auditor, or the non-receipt of notice, or any error in a notice shall not invalidate action taken at a meeting held pursuant to such notice or otherwise founded thereon.

SECTION 16
SURETIES

- 16.01 The Board may require any officer or employee of the Society to give bond for the faithful discharge of their duties, in such form and with such surety or sureties as the Board may from time to time prescribe.

SECTION 17
ENDORSEMENTS

- 17.01 No director, officer or Member of the Society shall use the name of the Society or their affiliation with the Society to endorse or criticize any political party, private enterprise or any other person or party without first obtaining the written approval of the Board.

SECTION 18
MINUTES OF THE MEETING

- 18.01 All directors of the Society will have electronic access to approved minutes of Board meetings within a reasonable time after each such meeting. Any Member of the Society shall receive approved minutes of the Annual Meetings within a reasonable time after a written request is received by the Society from such Member.

SECTION 19
BY-LAW APPLICATION AND AMENDMENTS

- 19.01 Title of By-Law. The By-Law may be known as the Regulatory By-Law of The Hamilton/Burlington Society for the Prevention of Cruelty to Animals.
- 19.02 By-Law in Force. This By-Law when passed by the Board shall come into force and take effect on the date of its ratification by two-thirds of the votes cast by Members present at the Annual General Meeting of the membership of the Society.

ALL PRIOR By-Laws, Resolutions and Proceedings of the Society inconsistent herewith are hereby repealed in order to give full force and effect to this By-Law.

ENACTED AND PASSED by the Board of Directors this 14th day of August, 2018



CHAIR



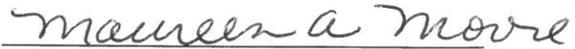
SECRETARY

APPROVED, RATIFIED AND CONFIRMED by the members of the Society at a duly constituted general meeting thereof duly called for consideration of the same this 17th day of September, 2018.

WITNESS the Corporate seal of the Society



CHAIR



SECRETARY