



**THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY
TO ANIMALS**

NOTICE OF ANNUAL GENERAL MEETING

In accordance with Bylaw 3.1, 3.4(a), 3.6, 14.1 and 14.2 of the Bylaws of The British Columbia Society for the Prevention of Cruelty to Animals (the Society), Notice is hereby given that the Annual General Meeting of:

The British Columbia Society for the Prevention of Cruelty to Animals

will take place on:

Saturday, April 27, 2019 at 9:00am

at:

**Executive Airport Plaza
Grand Ballroom
7311 Westminster Highway
Richmond, BC
V6X 1A3**

Take note that the Membership will be requested to consider the following ordinary business of the Society:

- The consideration of the 2018 audited financial statements;
- The appointment of the auditor;
- The assumption of office of newly elected Directors; and
- The respective reports of the Committees of the Board.

Take note further that the Membership will be requested to consider and, if thought fit, approve the following special resolutions to amend the Bylaws of the Society:

Special Resolution 1:

By, in Article 1.1(a)(viii) inserting a colon (:) after the word “that” on line three and inserting immediately thereafter the following:

- A. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a matter comparable, but not necessarily identical, to a meeting where all were present in the same location, and inserting the letter “B.” immediately before the words “In relation to a vote ...” so as to create two distinct paragraphs, so that the definition of “electronic means” in Article 1.1(a)(viii) would read as follows:

“Electronic means” means any system or combination of systems, including but not limited to mail, telephone, electronic, radio, computer or web-based technology or communication facility, that:

- A. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a matter comparable, but not necessarily identical, to a meeting where all were present in the same location, and

- B. in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

By, in Article 1.1(a)(xi)(B), deleting the words “mail ballot” immediately after the word “by” and immediately before the word “in” on line one and replacing it with the words “Electronic Means” and inserting the word “the” immediately after the word “of” and immediately before the word “votes” on line three and deleting the word “the” immediately after the word “of” and immediately before the word “resolution” and replacing it with the word “that”, so that the definition of “ordinary resolution” in Article 1.1(a)(xi)(B) would read as follows:

B. in the case of a resolution voted on by Electronic Means in accordance with these Bylaws, a resolution passed by a simple majority of the votes cast in respect of that resolution by the Members entitled to vote.

By, in Article 1.1(a)(xiii) deleting the colon (:) immediately after the word “means” on line one and deleting the letter “A.” and inserting the words “or by Electronic Means in accordance with these Bylaws” immediately after the word “person” on line two and deleting in its entirety sub-paragraph “B.” of the said Article, so that the definition of “special resolution” would read as follows:

“special resolution” means a resolution passed at a meeting by not less than two-thirds (2/3) of the votes by those Members who, being entitled to do so, vote in person or by Electronic Means in accordance with these Bylaws,

- I. of which not less than 30 days’ notice specifying the intention to propose the resolution as a special resolution has been given, or
- II. if every Member entitled to attend and vote at the meeting agrees, at a meeting of which less than 30 days’ notice has been given.

By, in Article 3.4, inserting a new sub-section (b) as follows:

(b) If the Board has decided to hold an extraordinary general meeting other than an annual general meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

And renumbering existing Article 3.4(b) to become Article 3.4(c).

By, in Article 3.6, inserting the words “in person” immediately after the word “meeting” and immediately before the word “once” so that Article 3.6 would read as follows:
The Society must hold an annual general meeting in person once in every calendar year.

By, inserting a new Article 4.5 as follows:

Electronic Participation in Extraordinary General Meetings

The Board may decide, in its discretion, to hold any extraordinary general meeting other than the annual general meeting in whole or in part by Electronic Means.

When an extraordinary general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the extraordinary general meeting.

And renumbering existing Article 4.5 to become Article 4.6 and

Renumbering Article 4.6 to become Article 4.7

And by inserting a new Article 4.7(c) to read as follows:

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (i) by show of hands of voting cards;
- (ii) by written ballot; or
- (iii) by vote conducted by Electronic Means.

And, renumbering existing Article 4.6(c) to become Article 4.7(d), and deleting the words “show of hands or the poll” immediately after the word “the” and immediately before the word “and” on line two of the said Article and replacing it with the words “vote, (however it was conducted)”; inserting the letter “s” to the word “minute” on line five and deleting the “book” immediately after the word “minute” so that proposed Article 4.7(d) would read as follows:

The chair must declare to the meeting the decision on every question in accordance with the result of the vote (however it was conducted) and such decision must be entered in the minutes of the meeting. A declaration of 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, and an entry to that effect in the minutes of the proceedings of the Society is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

renumbering Article 4.6(d) to become Article 4.7(e).
renumbering Article 4.6(e) to become Article 4.7(f).
renumbering Article 4.6(f) to become Article 4.7(g) and;
renumbering Article 4.7 to become Article 4.8.

By, Article 6.3 deleting the Article in its entirety and replacing it with the following:

Participation by Electronic Means

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

The Board may determine, in its discretion, to hold any meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

A Director participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted the quorum for the meeting and be entitled to speak and vote at the meeting.

Special Resolution 2:

By, in Article Article 6.9, inserting the words “a majority of” immediately after the word

“that” and immediately before the word “all” on line one of the Article and inserting the words “in office” immediately after the word “Directors” and immediately before the word “have”, so that it reads as follows:

Resolutions in Writing

A resolution consented to in writing that a majority of all of the Directors in office have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.

Special Resolution 3:

By, in Article 9.5(b) deleting the word “March” immediately after the word “of” and immediately before the word “in” on line two, so that the Article would read as follows:

The Society must hold an annual general meeting of the Members assigned to each Branch no later than the end of April in every calendar year. At the annual general meeting of a Branch, the Voting Members shall elect Members of the Community Council for that Branch, in accordance with Bylaw 9.6(a).

Quotation marks, italics and bullets added for emphasis only and do not form part of the Bylaws.

In accordance with Bylaw 2.4(a)(v), only Directors in office and the Chair of each Branch Community Council, or duly appointed designate, are entitled to vote at a general meeting of the Society.

In accordance with Bylaw 2.4, Voting Members in good standing are entitled to attend general meetings of the Society and entitled to speak only if permitted by the Members in attendance that are entitled to vote.

Issued by:

A handwritten signature in black ink that reads "Craig Daniell". The signature is written in a cursive style with a large, stylized 'C' and 'D'.

Craig Daniell
Chief Executive Officer

Issued Tuesday, March 26, 2019