
Policy on Member Proposals



THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS

Approved by the Board of Directors on September 23, 2023

I. PURPOSE AND APPLICATION OF POLICY

- A. This policy is established pursuant to section 2.10 of the Bylaws of The British Columbia Society for the Prevention of Cruelty to Animals (“BC SPCA” or “Society”).
- B. The purpose of this policy is to provide additional detailed guidance and procedure to the Board of Directors and employees related to formal proposals made by Members at an Annual General Meeting of the Society.
- C. The BC SPCA will apply this policy in accordance with its Bylaws, applicable laws and Society policies. In the event that this policy conflicts with any of the above, such other document will prevail to the extent of the conflict. In the case of any ambiguity in the interpretation of this policy or a matter arising out of it, the Board will determine the matter and the Board’s determination is final.

II. DEFINITIONS

- A. In this policy, the following definitions apply:
 - i. “AGM” means the Annual General Meeting of the Society;
 - ii. “Board” means the Board of Directors of the BC SPCA;
 - iii. “full day” means the days from Monday to Friday, except statutory holidays and does not include Saturdays or Sundays;
 - iv. “CEO” means the Chief Executive Officer of the BC SPCA, and includes a delegate specifically authorized by the CEO to carry out a task under this policy;
 - v. “proposal” means a Members Proposal submitted pursuant to Bylaw 2.10;
 - vi. “registered address” means the provincial office of the BC SPCA, currently located at 1245 East 7th Avenue, Vancouver, BC, V5T 1R1;
 - vii. “signed” means the affixing of a valid signature (written or digital) that corresponds with a name on a proposal but specifically excludes all email communications that purports to represent consent to a proposal; and
 - viii. “voting Member” means a voting Member of the BC SPCA in accordance with the Society’s Bylaws.

III. PROCEDURES FOR SUBMISSION, REVIEW AND APPROVAL OF PROPOSALS

- A. In accordance with Bylaw 2.10, a voting Member in good standing may send to the Society a notice of a proposal (including a topic for discussion or a resolution) that certain voting Members wish to have considered at an AGM of the Society.

- B. An individual that is not a voting Member in good standing, including a non-Member, a non-voting Member or a voting Member who is not in good standing, is not entitled to submit a proposal in any circumstances, except as expressly set out in this policy. No organization is entitled to submit a proposal. Requests by non-entitled parties will be declined and the CEO is not required to respond to such.
- C. Proposals by eligible voting Members must be sent in writing to the CEO by one of the following means:
- i. by email to the CEO at the work email address; or
 - ii. by mail to the registered address of the Society to the attention of the CEO.
- D. The written proposal must:
- i. state whether the proposal is for discussion or for resolution, and in the case of a resolution, include the specific language of the resolution being proposed;
 - ii. contain a brief statement in support of the proposal, which statement must not exceed 500 words or one page, whichever is the shorter;
 - iii. contain the clearly written names of not less than five percent (5%) of the total current number of voting Members;
 - iv. be signed by the Members whose names are included as proponents; and
 - v. be received at the registered address of the Society or at the work email address of the CEO at least seven (7) full days before notice of the AGM is sent to Members of the Society.
- Failure to provide the above-mentioned information may result in refusal of the request.
- E. The CEO will:
- i. verify that the proposal meets the requirements established in Bylaw 2.10; and
 - ii. confirm that the proposal is not unlawful, contrary to the Society's Constitution or Bylaws, defamatory or likely to result in harm to the Society's reputation or to incur undue liability.
- F. Any proposals that are substantially similar to a prior proposal considered by the voting Members in any of the previous three Annual General Meetings will be refused.
- G. Where the CEO confirms that a proposal is acceptable under paragraph III. E and F, the proposal will be included on the agenda of the AGM for consideration by the voting Members and a copy of the proposal will be forwarded to all Members for consideration.

- H. Where the CEO determines that a proposal is not acceptable under paragraph III. E or F, they will forward a copy of the proposal, along with any further information and analysis, to the Board for its consideration and decision. The Board may, in its discretion, refuse a proposal if it considers it contrary to the requirements established in section 2.10 of the Bylaws, as interpreted by this policy, or for any of the reasons set out in paragraph III(E)(ii). If the Board refuses to accept a proposal, the Board will provide the requesting Member with a written summary of the reasons for its decision. The Board's decision is final and without appeal.
- I. At the time of deliberation at the AGM, a voting Member whose submitted proposal has been placed on the agenda will be afforded a maximum of seven (7) minutes to speak in favour of the proposal. All other Members will be afforded a maximum of three (3) minutes to speak in favour of or against the proposal, after which the matter will be put to a vote, if required.
- J. The following resolutions, if duly approved by the votes cast by voting members at a general meeting pursuant to Bylaw 2.10, will be binding on the Society and the Board:
 - i. the removal of one or more Directors pursuant to Bylaw 5.11(a);
 - ii. the approval of interested Director contracts or transactions under Bylaw 5.15; and
 - iii. the amendment of the Constitution or Bylaws pursuant to Bylaw 14.2.
- K. Except for those resolutions listed in paragraph B of this Article III, any resolution duly approved by the votes cast by voting members at a general meeting pursuant to Bylaw 2.10 will be deemed to be advisory in nature, and submitted to the Board for their consideration and any actions the Board considers necessary or appropriate in its discretion. The Board will report back to the members at the next AGM on any actions resulting from any such resolutions adopted.
- L. Where a proposal under Bylaw 2.10 is rejected by the voting Members, no further action will be taken by the Board.

Document Control

ISSUED BY	Governance Committee	
APPROVED (ORIGINAL DATE)	Board of Directors	July 24, 2021
REVISED/REAFFIRMED	Board of Directors	September 23, 2023
MONITORING	Governance Committee	Annually