
Policy on the Requisitioning of an Extraordinary General Meeting by Members



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 3.3 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 the requisitioning by members of an extraordinary 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. “Board” means the Board of Directors of the BC SPCA;
 - ii. “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;
 - iii. “requisition” means a written request to convene an extraordinary general meeting of the Society submitted in accordance with the requirements of Bylaw 3.3 and as further clarified in this policy;
 - iv. “registered address” means the provincial office of the BC SPCA, currently located at 1245 East 7th Avenue, Vancouver, BC, V5T 1R1;
 - v. “signed” means a valid signature (written or digital) affixed to a requisition and corresponding to the name of a voting member set out on the requisition, but specifically excludes an email, text or other written or verbal communication that purports to represent support for, or consent to, a requisition; and
 - vi. “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 REQUISITIONS

- A. In accordance with Bylaw 3.3, a voting member in good standing may send to the Society a written requisition to convene an extraordinary general meeting of the members to conduct business that certain voting members wish to have considered.
- 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 or otherwise participate in a requisition in any circumstances, except as expressly

set out in this policy. No organization is entitled to submit a requisition. Requests by non-entitled parties will be declined and the CEO is not required to respond to such.

- C. Requisitions 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 requisition must:
 - i. state the proposed business to be conducted at the meeting, and in the case of any proposed resolution/s, include the specific language of the resolution/s being proposed;
 - ii. contain a brief statement in support of the requisition, which statement must not exceed 500 words or one page, whichever is the shorter;
 - iii. contain the clearly written names of not less than ten percent (10%) of the total current number of voting members (whether or not in good standing); and
 - iv. be signed by the eligible voting members whose names are included as requisitioners.

A requisition which does not meet all of the requirements of sub-paragraphs III. B, C and D above, is not a valid request to requisition a meeting under the Bylaws. Failure to comply with any of the above requirements will result in refusal of the requisition.

- E. The CEO will:
 - i. verify that the requisition meets the requirements established in Bylaw 3.3 as interpreted by this policy; and
 - ii. confirm that the requisition 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. Where the CEO confirms that a requisition is acceptable under sub-paragraph III. E, the CEO will inform the Board of receipt of a valid requisition, and the Society will provide notice to all members of an extraordinary general meeting to be held within sixty (60) days of the date of receipt of the requisition, as determined by the Board in its discretion.
- G. Where the CEO determines that a requisition is not acceptable under paragraph III. E, they will forward a copy of the requisition, along with any further information and analysis, to the Board for its consideration and decision. The Board may, in its discretion, refuse a requisition if it considers it contrary to the requirements established in section 3.3 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 requisition, the Board will provide the requesting member with a written summary of its reasons of its decision. The Board's decision is final and without appeal.

IV. PROCEDURES AT EXTRAORDINARY GENERAL MEETING

- A. Where an extraordinary general meeting is held in response to a requisition, the following procedures will apply:
- i. The notice of the extraordinary general meeting provided to all members will include the requisition in its entirety.
 - ii. The Board Chair or Board Vice-Chair will preside as chair of the meeting in accordance with the Society's Bylaws.
 - iii. If quorum is not present within 30 minutes of the time appointed for the meeting, the meeting will be terminated and will not be called again unless a further valid requisition is received.
 - iv. No business, other than the business set out in the notice provided, can be brought before the membership. Any other business raised is out of order.
 - v. After the meeting has been called to order by the chairperson and the business of the meeting has been stated, the voting member who submitted the requisition to the Society will be afforded a maximum of seven (7) minutes in total to speak to the proposed business of the meeting and introduce any resolutions for consideration. Motions or resolutions set out in the notice need not be seconded.
 - vi. Any other members wishing to speak to an item of business will be afforded a maximum of three (3) minutes. Each member may speak to an item of business only once. A member may speak to multiple items of business as they arise but cannot exceed three (3) minutes at one time. The chairperson may limit discussion where new points or perspectives are no longer forthcoming.
 - vii. All debate must be respectful and courteous. Inappropriate comments, personal attacks or other misbehaviour will not be tolerated, and the chairperson may, after one warning to an offending party, revoke speaking privileges of that member, or order them to depart the meeting.
 - viii. Motions or resolutions setting out substantive items other than the business set out in the notice are not in order and will not be permitted in any circumstances. However, procedural motions, such as motions to amend, motions to refer to committee and similar, may be permitted by the chairperson, if duly moved and approved by majority of votes cast. No amendments are permitted to a special resolution.

- ix. Where an item for business presents a motion or resolution for decision, the chairperson will call for a vote once discussion concludes. Voting will be conducted by the means determined by the Board. Thresholds for adopting a motion or resolution will be by ordinary resolution, except where the Bylaws require a special resolution.
- B. The following resolutions, if duly approved by the votes cast by voting members at an extraordinary general meeting requisitioned pursuant to Bylaw 3.3, 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.
- C. Except for those resolutions listed in paragraph B of this Article IV, any resolution duly approved by the votes cast by voting members at an extraordinary general meeting requisitioned pursuant to Bylaw 3.3 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.
- D. Where a resolution considered at an extraordinary general meeting requisitioned pursuant to Bylaw 3.3 is rejected by the voting members, no further action will be taken by the Board of Directors.

Document Control

ISSUED BY	Governance Committee	
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REVISED/REAFFIRMED	Board of Directors	September 23, 2023
MONITORING	Governance Committee	Annually