



Proposed Constitution and Bylaw Amendment

Introduction:

Consistent with its Terms of Reference, the Governance Committee (a standing committee of the Board of Directors) undertakes a bi-annual review of the Bylaws of the BC SPCA to determine if amendments are needed to improve the overall functioning of the governance of the BC SPCA. The Committee undertook this process during the latter part of 2024.

Through that process, the Governance Committee identified a small number of largely non-substantive areas where the Constitution and Bylaws could benefit from amendment. The Committee consulted with the four Regional Councils (whose mandate includes supporting the Bylaw amendment process) on the proposed changes, soliciting feedback on each of the items proposed. The input from Regional Councils demonstrated strong support for the changes, with the result that the Governance Committee made final recommendations to the Board of Directors, who in turn supported the changes and agreed to place them before voting members of the Society for formal approval via a referendum vote.

This document provides an overview of the proposed amendments. As noted above, the changes are designed to improve the overall functioning of the governance of the BC SPCA and include items such as adjustments to quorums, improving Board Director decision-making and removing language from the Bylaws which is no longer in use or unnecessary. The proposed amendments, which have been reviewed and approved by the BC SPCA's external legal counsel, can best be best described as housekeeping in nature.

While a brief overview of the proposed changes are included below, those voting members wishing to review how the proposed wording will directly impact the Constitution and Bylaws can do so by reviewing Appendix B which includes a tracked change version of the proposed changes, while Appendix A contains the language of the proposed Special Resolution that is being put to voting members for approval.

Next steps:

The Board approved a resolution to proceed with the proposed amendments by way of referendum vote, which will take place electronically and by regular mail. Voting members will receive a Notice of Special Resolution to amend the Constitution and Bylaws in early March, along with instructions on how they can vote on the Special Resolution. At the Annual General Meeting, scheduled for Saturday, March 29th, 2025, the Chair of the Governance Committee will review the proposed changes with members in attendance and answer any questions that may arise. Immediately after the AGM, voting on the Special Resolution will open and voting members will have 15 days to cast a vote in favour or against the proposed amendments. Voting will close at 4:00pm on April 13th and the results will be announced a few days later. A two-thirds vote in favour of the Special Resolution by those voting members casting a ballot is required to amend the Constitution & Bylaws.

Any questions on the proposed amendments can be forwarded to Craig Daniell at cdaniell@spca.bc.ca

Proposed amendments to the Constitution and Bylaws:

- 1. [Bylaw 4.1]: Reduce the quorum requirement for general meetings of the BC SPCA from the current 50 voting members to 35 voting members.***

Rationale for proposed change: At both the 2023 and 2024 AGMs, the Society struggled to reach quorum to conduct its business and at the most recent AGM, quorum was not reached until a few minutes after when the AGM was scheduled to take place. In an effort to boost attendance, the Society has included guest speakers at the event, set up a registration process and undertaken multiple communications with Members to increase overall attendance, but unfortunately these have not resulted in increased attendance at the AGM. In order to ensure the smooth conduct of the Society's business, it is imperative that the BC SPCA be able to conduct its AGM each year at the scheduled date and time. The consequence of not achieving quorum at an AGM would mean new Board Directors cannot assume office, legislative reporting requirements may not be able to be met and Board business for the remainder of the year will be impacted. While the recommendation is to officially lower quorum to 35 voting members, the BC SPCA will always seek to secure the highest level of attendance at AGMs going forward.

2. [Bylaw 9.4]: Reduce the quorum requirement for Regional Council meetings from five (5) voting members to three (3) voting members.

Rationale for proposed change: Quorum for Regional Council meetings is currently set at five voting members from the region. While this has not proved to be a challenge in some regions, this has not been the case in all regions. Occasionally, Regional Council meetings have not formally proceeded as a result of a lack of quorum. The goal of this amendment is to ensure Regional Council meetings can take place without significant obstacles. Reducing the quorum requirement to three (3) voting members resident in the region will facilitate this

3. [Bylaw 5.7]: Eliminate the requirement for the Board to hold a meeting to specifically approve the appointment of a Director, thereby allowing greater flexibility so as to allow the Board to appoint Directors by electronic means (the 2/3rds vote in favour by all Directors would remain)

Rationale for proposed change: The Bylaws provide that two-thirds of the Directors in office must vote in favour of appointing a new Board Director and that such vote must take place at a meeting of the Directors. The requirement to specifically hold a meeting of the Directors to conduct a single piece of business over the summer months is impractical and has resulted in delays in the appointment of Board Directors in the past. It would be more efficient for the conduct of Society business if the Board could be given discretion to proceed with this decision either by way of a regular meeting or by way of an electronic resolution. It is important to note that the Board is not recommending any change to the required two-thirds in favour vote for the passage of the resolution, only the requirement for the decision to be made at a Board meeting. Furthermore, it is important to note, that prior to any vote by the Board, many months of work has taken place to recruit, interview and select candidates for appointment to the Board.

4. [Constitution 2(e) and Bylaw 8, 2.3, 5.16 and 1.1(a)(iv) and (vii)]: Eliminate the reference to Community Councils and Branches within the Bylaws.

Rationale for proposed change: References to Community Councils and Branches are a relic of the Society's previous governance system. The term Branch currently serves no specific strategic or operational purpose in the Society, causes confusion among staff and volunteers in terms of the geographic scope of their duties and requires additional work in the membership approval process. The term Branch is often, incorrectly, used to refer to one of the Society's animal shelters, but in reality there is no and has never been a correlation between the two. Historically, the term Branch was used to signify a particular territory of the province that the Branch, a semi-autonomous entity of the Society at the time, was responsible for overseeing and Branches may or may not have had a physical location within their geographic area. Additionally, Branch areas or "warrants" as they were known did not cover all parts of the province. With the restructuring of the BC SPCA in 2001 into a single organization, the need for "branch warrants"

disappeared, but the term branch continued to be used generally to signify the local animal shelter. Removal of the term 'Branch' from the Bylaws has no impact on the day-to-day operations of the Society, and may in fact assist in addressing confusion that exists especially in communities outside of traditional "Branch warrant" areas as to whether they can access BC SPCA services or not.

The Board is also recommending deletion of references to Community Councils as there are currently no such Councils in existence, nor is there any specific role for Community Councils to fulfill within the Bylaws of the Society as these former functions now lie either directly with the membership or with Regional Councils.

5. ***[Bylaw 11.1]: Delete the reference to the receiving of all legacies, to permit the Society to decline legacies that place undue burden on the organization.***

Rationale for proposed change: Every year, the Society receives a wide range of legacy gifts, some of which contain no restrictions (undesignated gifts), while other contain language with one or more restrictions (designated gifts), which must be administered differently from an unrestricted gift. These restricted gifts can include relatively simple restrictions such as a requirement to use the gift for a particular purpose or within a specific region. On rare occasions, restricted gifts can be highly complex and contain conditions which may place an undue burden on the Society, one which it simply cannot meet and the Society must have the opportunity to decline such gifts in such rare cases. The BC SPCA has recently updated its gift acceptance policies to address such situations, including detailing the process by which such gifts may be declined. Consistent with those policies, the Board believes it is important to delete the reference to receiving all legacies, so as to be clear that a legacy gift may, under certain limited circumstances be declined. In conclusion, it is important to note that the effect of this deletion will in no way alter how restricted gifts that are accepted will be categorized going forward. Such gifts will continue to only be used to fulfill the conditions of the gift.

6. ***[Bylaw 5.9]: Delete the reference to transitional language with respect to Board Director terms of office as a result of the Bylaw changes passed in 2021 and amend any numbering or naming errors within the Bylaws.***

Rationale for proposed change: In 2021, the Society amended its Bylaws to reduce the number of Board Directors and their term of office and simultaneously also create a new category of Board member, namely appointed Directors. This change necessitated the inclusion of transitional language within the Bylaws to govern the process by which the then existing directors would transition off the Board. That process has now run its course and the transitional language found in Bylaw 5.9 is no longer necessary. In addition, there are a small number of numbering and naming errors within the Bylaws, which require updating. These are purely housekeeping amendments.