



THE BRITISH COLUMBIA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (BC SPCA)

NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF REFERENDUM VOTE

Notice is hereby given that, in accordance with *Articles 3.4, 13.1 and 13.2* of the *BC SPCA Bylaws*, the Annual General Meeting (AGM) of the Members of The British Columbia SPCA is hereby called and will be held electronically via TEAMS video conferencing on the 29th day of March 2025 at 9:00am PST. Members can attend the AGM via TEAMS video conferencing using the information provided below:

Join on your computer, mobile app or room device

[Click here to join the meeting](#)

Meeting ID: 292 063 470 477

Passcode: 2iZmXS

[Download Teams](#) | [Join on the web](#)

Or call in (audio only)

[+1 647-749-9360,,337882051#](#) Canada, Toronto

Phone Conference ID: 337 882 051#

Pre-registration for the AGM is required, and Members are requested to register their attendance by no later than 5:00pm PST Thursday, March 20th, 2025, via our survey located [here](#). To download the 2025 AGM Information Package, please click this [link](#).

Notice is also hereby given that the Board of Directors of the BC SPCA has approved a resolution approving the holding of a vote to be conducted by electronic means in accordance with Bylaw 4.8 to amend the Bylaws of the BC SPCA. Accordingly, 21 days notice is hereby provided to voting Members of the following Special Resolutions:

SPECIAL RESOLUTIONS OF THE MEMBERS

MOTION PROPOSED BY THE CHAIR OF THE GOVERNANCE COMMITTEE

Background:

- A. WHEREAS the BC SPCA has engaged in a comprehensive review of its Bylaws that has included a wide-ranging consultation process between the Board of Directors and its four Regional Councils;
- B. AND WHEREAS, after said consultation and further deliberation, the BC SPCA wishes to amend its Constitution and a number of its existing Bylaws to improve the overall governance of the Society;
- C. The proposed amendments to the Constitution and Bylaws have been reviewed by the Board of Directors and are considered to improve the governance of the BC SPCA, therefore the Board of Directors considers the adoption of the proposed amended Constitution and Bylaws to be in the best interests of the BC SPCA and recommends the proposed Bylaws to the voting membership for approval by Special Resolution.

Amendment of Purposes

RESOLVED as a special resolution that the Constitution of the BC SPCA be amended by deleting paragraph 2(e) of the Constitution in its entirety and renumbering the subsequent paragraphs of section 2 of the Constitution accordingly.

Bylaw Amendment

RESOLVED AS SPECIAL RESOLUTIONS that

1. The Bylaws of the BC SPCA be amended by:

- (a) deleting the following definitions from Bylaw 1.1(a)
 - (i) “Branch” located in clause (iv) of Bylaw 1.1(a), and
 - (ii) “Community Council”, located in clause (vii) of Bylaw 1.1(a),and renumbering the remaining sections of Bylaw 1.1(a) accordingly;
- (b) Adding the phrase “(or its delegate)” immediately before the existing words “will assign” in Bylaw 2.3, and deleting the phrase, “and to the Branch operating in the area of the Member’s address or in the area nearest to the Member’s address” from Bylaw 2.3;
- (c) deleting the phrase, “fifty (50)” in Bylaw 4.1 and inserting in place thereof the phrase “thirty-five (35)”;
- (d) deleting the phrase, “or the Executive Committee” in Bylaw 4.7;
- (e) deleting the phrase “at a meeting of the Directors” in Bylaw 5.7;
- (f) deleting Bylaw 5.9 in its entirety and renumbering the subsequent Bylaws in Article 5 accordingly;
- (g) deleting the phrase “Community Councils and” in Bylaw 5.16(a);
- (h) deleting Article 8 “Branches and Community Councils” in its entirety and renumbering the subsequent Articles and Bylaws, as well as all cross references thereto, accordingly;
- (i) deleting the phrase “five (5)” in Bylaw 9.4 and inserting in place thereof with “three (3)”;
- (j) deleting the phrase “resident in” in Bylaw 9.4 and inserting in place thereof with “assigned to”;
- (k) deleting Bylaw 11.1 in its entirety and renumbering the subsequent Bylaws accordingly; and
- (l) correcting any typographical or numerical errors, and updating all cross-references throughout as necessary to comply with the foregoing changes.

Voting on the Special Resolution will open on March 29, 2025 at 12:00pm PST and close fifteen days later on April 13, 2025 at 4:00pm PST.

Voting members may cast their vote by mail or by electronic means through the secure and independent Simply Voting online voting platform. (Additional information on how to vote and confidential individual passwords and a secure link to the voting platform will be provided to all voting Members closer to voting day)

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

March 6, 2025