



**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, May 5, 2018 at 9:00am

at:

**Executive Airport Plaza
Westminster 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 2017 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:

- In Article 2.2(a)(ii) deleting the words "*or organization*" immediately after the word "*individual*" and before the word "*that*", so that it reads: "*Non-Voting Member – An individual that meets the criteria for a Non-Voting Member as established by the Board pursuant to these Bylaws is a Non-Voting Member*";
- Deleting in its entirety Article 2.2(b)(ii);
- In Article 2.6(b) deleting the words "*or, in the case of an organization, on its dissolution,*" immediately after the word "*death*"; so that the Article reads: "*on his or her death,*" and
- In Article 2.7 deleting the words "*or organization*" in line five and line six immediately after the word "*person*" and before the word "*whose*", so that the Article reads: "*The Directors may cancel the Membership of a Member by a resolution passed at a meeting of the Directors by a two-thirds (2/3) vote of all Directors in office. The notice of the meeting of Directors at which the resolution for cancellation will be considered must include a brief statement of the reason or*

reasons for the proposed cancellation and a copy of the statement must be provided to the person whose Membership is the subject of the proposed resolution. The person whose Membership is the subject of the proposed resolution must be given an opportunity to be heard at the meeting of Directors before the resolution for cancellation is put to a vote.

Special Resolution 2:

- In Article 2.4(a)(i) deleting the number “7” immediately after the word “meeting” and before the word “days” on line four of the said Article and replacing it with the number “30”, so that it reads: *eligible to hold office, provided that the Member has been a Voting Member in good standing for at least 7 days prior to the election or appointment, or in the case of Directors to assume office at an annual general meeting, 30 days prior to the date when nominations close in accordance with Bylaw 5.6(a)(iii); and*
- In Article 5.5, inserting the words “30 days” immediately after the word “meeting” and before the word “prior”, so that the Article reads: *“A Director must be a Voting Member in good standing for at least 30 days prior to election or appointment or, in the case of election of Directors to assume office at an annual general meeting, 30 days prior to the date when nominations close in accordance with Bylaw 5.6(a)(iii) and must maintain his or her status as a Voting Member in good standing, as qualification for his or her office.”;*

Special Resolution 3:

- In Article 2.4(a)(vi) deleting the word “Life” immediately after the word “the” and before the word “Member” and deleting the words “or Active Member” immediately after the word “Member” and before the word “is”, so that it reads: *“ineligible to hold office as a Director, Officer or Chair of a Community Council if the Member is an immediate family Member of an employee of the Society; and”;* and
- In Article 4.6(f), deleting the letter “a” in parenthesis immediately after the words “Bylaw 9.8” and before the word “appoint” and replacing it with the letter “b”, so that the Article reads: *“If the Chair of a Community Council is unable to attend a general meeting, the Community Council in question may, by resolution passed in accordance with Bylaw 9.8(b) appoint another Community Council Member to represent the Community Council at the general meeting and such Member shall be entitled to all the rights and subject to the duties of the Chair of the Community Council during such meeting. Such Member shall be counted for the purposes of establishing a quorum.”;*
- In Article 4.7(c), deleting the letter “c” in parenthesis immediately after the words “Bylaw 9.6” and before the word “and” and replacing it with the letter “e” and deleting the letter “d” in parenthesis after the word “and” and replacing it with the letter “f”, so that it reads: *“the removal of any Community Council Member pursuant to Bylaw 9.6(e) and (f),”;*
- In Article 9.6(g), deleting the letter “d” in parenthesis immediately after the words “Bylaw 9.6” and before the word “and” and replacing it with the letter “f”, so that the Article reads: *Notwithstanding Bylaw 9.6(f), any Community Council Member who has failed to attend two (2) consecutive meetings without prior notice to and approval of the Community Council may be removed from office before the expiration of his or her period of office by a two-thirds (2/3) majority vote of the Community Council Members in office without prior notice to such Community Council Members and such Member shall not be eligible for re-election.”;*

Special Resolution 4:

- In Article 10.2, adding a new sub-paragraph (d) as follows:
(d) *If the Chair of a Community Council within the region is unable to attend a Regional Council meeting, the Community Council in question may, by prior resolution appoint another Community Council Member to represent the Community Council at the Regional Council meeting. Such Member shall be entitled to all the rights and subject to the duties of the Chair of the Community Council during such meeting and shall be counted for the purposes of establishing a quorum.”;*

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 Friday, April 6, 2018