



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, March 28, 2020 at 1:30pm

at:

**Victoria Conference Centre, Saanich Room
720 Douglas Street
Victoria, BC
V8W 3M7**

Take note that the Membership will be requested to consider the following ordinary business of the Society:

- The consideration of the 2019 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:

RESOLVED, AS A SPECIAL RESOLUTION, THAT the Bylaws of the Society be amended as follows:

1. By deleting the numbers "15.5", in Bylaw 1.1(a)(iv) and substituting in place thereof the numbers "5.16" so that the subparagraph (iv) would read as follows:

"(iv) Chief Executive Officer means the chief executive officer of the Society appointed pursuant to Bylaw 5.16;"

2. By inserting the words "or appointed" into Bylaw 1.1(a)(vii) immediately after the word "elected" and immediately before the word "pursuant", so that subparagraph (vii) would read as follows:

"(vii) Directors means the Directors of the Society for the time being, elected or appointed pursuant to these Bylaws;"

3. By deleting existing Bylaw 5.4 in its entirety and inserting in its place the following as a new Bylaw 5.4:

“5.4 Number of Directors and Structure of Board

The Society will have up to eleven (11) Directors, comprised of the following:

- a) *up to eight (8) Regional Directors, no more than two from each of the four governance regions, established pursuant to Bylaw 10.1 comprised of Voting Members elected pursuant to Bylaw 5.6; and*
- b) *up to three (3) Directors comprised of Voting Members appointed pursuant to Bylaw 5.7.”;*

4. By deleting existing Bylaw 5.5 in its entirety and inserting in its place the following as a new Bylaw 5.5:

“5.5 Qualifications of Directors

In order to be eligible to be nominated, elected or appointed to serve (or continue to serve) as a Director, a person:

- a) *must be 19 years of age or older;*
- b) *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;*
- c) *must not have been found, by a court in Canada or elsewhere, to be incapable of managing his or her own affairs;*
- d) *must not be an undischarged bankrupt;*
- e) *must not have been convicted in Canada or elsewhere of any offence involving fraud or cruelty to animals.*

A person who ceases to be eligible according to the foregoing requirements is deemed to have resigned from his or her position as a Director.”;

5. By amending Bylaw 5.6 as follows

- *in paragraph (a), deleting the words “date the Board establishes as the date when the Society will start to receive nominations for the election of Directors to assume office at the next”;*
- *In subparagraph (a)(i), deleting the words “and Director at Large positions”;*
- *In subparagraph (a)(ii) inserting the word “Regional” immediately after the word “for” and immediately before the word “Directors”;*
- *In subparagraph (a)(iii), deleting the words “between two and” and inserting in place thereof the words “no less than”;*
- *In subparagraph(a)(v), deleting the words “between two and” immediately after the word “is” and inserting in place thereof the words “no less than”; and*
- *In subparagraph (b)(i), inserting the words “and comply with the procedures for elections established from time to time by the Board” immediately after the word “writing”;*
- *In subparagraph (b)(ii), deleting the words “specify whether the nomination is for Regional Director or Director at Large and”;*
- *In subparagraph (b)(iii), deleting the word “state” immediately before the word “that” and substituting in place thereof the words “include a declaration”; and*

- In sub-paragraph (b)(iv) deleting the words “*in the case of a nomination for a Regional Director,*”;
- In paragraph (d), deleting the words “*a second round*” and substituting in place thereof the words “*additional rounds*”;
- Deleting paragraphs (e), (f), (g), and (h) in their entirety;
- Renumbering subparagraph 5.6(i) as 5.6(e),
so that Bylaw 5.6 would read as follows:

“5.6 Nomination and Election of Directors”

- (a) *Each year before the annual general meeting of the Society, the Board shall establish, and shall send to each Director, the Chair of each Community Council and Branch, a schedule setting out:*
- (i) *the Regional Director positions to be filled;*
 - (ii) *the first date when the Society will receive written nominations for Regional Directors;*
 - (iii) *the time and date when nominations are closed, which must be a date that is no less than four weeks after the starting date for making nominations;*
 - (iv) *the date by which ballots will be available to Members entitled to vote, which must be a date that is not more than two weeks after the date when nominations are closed; and*
 - (v) *the date by which the Society must receive completed ballots in order for ballots to be counted, which must be a date that is no less than four weeks after the date the ballots are made available. Ballots received after that date shall not be counted.*
- (b) *Nominations must:*
- (i) *be in writing and comply with the procedures for elections established from time to time by the Board;*
 - (ii) *in the case of a Regional Director nomination, include a declaration that the nominee is a resident of that region;*
 - (iii) *include a declaration that the person being nominated is a Voting Member in good standing and consents to act as a Director and be signed by that person; and*
 - (iv) *be signed by at least two Voting Members in good standing who are resident in the same region as the nominee.*
- (c) *Upon the close of nominations for Regional Director, the Chief Executive Officer shall forward to each Community Council a list of eligible candidates for Regional Director, if a vacancy exists in that region, and the Community Council shall, by secret ballot, if necessary, decide which one regional candidate it wishes to support for election to the Board of Directors. and the Chair of the Community Council shall cast a single vote, by electronic means, in accordance with such decision.*

- (d) *The candidate receiving the highest number of votes in each region shall be elected Regional Director. In the event of a tie, additional rounds of voting shall take place.”;*
- (e) *In accordance with Bylaw 2.4(a)(vii) the Chair of the Community Council who accepts an election as a Director must first resign as the Chair of the Community Council, and if he or she fails to resign, he or she is deemed to have resigned upon accepting an election as a Director.*

6. By inserting the following as a new Bylaw 5.7 and renumbering the subsequent provisions of Part 5 accordingly:

“5.7 Appointment of Directors

The Board may, from time to time by a Board Resolution approved at a meeting of the Directors by not less than two-thirds (2/3) of the votes cast, appoint as a Director a Voting Member, qualified in accordance with Bylaw 5.5 who has expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board), provided that no more than three (3) such appointed Directors may be appointed to office at any one time.

An appointed Director will take office as of the date of the Board Resolution, or such later date as may be specified therein.”;

7. By deleting the current Bylaw 5.7 in its entirety and inserting the following as a new Bylaw 5.8:

“5.8 Term of Office of Directors and Term Limits

a) The term of office of Directors, including elected and appointed Directors, will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors’ positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

b) Directors may be elected for up to six (6) consecutive years, by any combination of terms. A person who has served as a Director for six (6) consecutive years may not be re-elected for at least three (3) years following the expiry of his or her latest term.”;

8. By inserting the following as a new Bylaw 5.9 and renumbering the subsequent provisions of Part 5 accordingly:

“5.9 Transition of Board and Director Terms

a) Notwithstanding Bylaw 5.4, the Board may consist of up to 14 Directors for a period not to exceed the conclusion of the AGM held in the 3rd year after these bylaws come into effect.

- b) *Each person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless he or she otherwise ceases to be a Director in accordance with these Bylaws.*
- c) *Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out in Bylaw 5.8 above.”;*
9. By deleting the current Bylaw 5.8 in its entirety and renumbering the subsequent provisions of Part 5 accordingly:
10. By amending current Bylaw 5.9(b) [now renumbered as Bylaw 5.10]as follows:
- deleting the words “*Directors at Large*” from and substituting in place thereof with the words “*appointed Directors*”; and
 - inserting the words “*in accordance with Bylaw 5.7*” immediately after the word “*vacancy*”,
- so that new Bylaw 5.10(b) would read as follows:
- “b) *in the case of a vacancy among the appointed Directors, the Directors may fill the vacancy in accordance with Bylaw 5.7.”;*
11. By deleting paragraph (b) from current Bylaw 5.10 [now renumbered as Bylaw 5.11] and substituting the following in place thereof as a new paragraph (b):
- “(b) *An appointed Director may be removed from office before the expiration of his or her period of office by a Board Resolution approved at a meeting of the Directors by not less than two-thirds (2/3) of the votes cast”;* and
12. by correcting any errors in spelling, punctuation, grammar, numbering or cross-references created as a result of the foregoing amendments.

Quotation marks and italics 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, looped initial "C" and a distinct checkmark-like flourish at the end of the name.

Craig Daniell
Chief Executive Officer

Issued: February 25, 2020