

NORTHUMBERLAND HUMANE SOCIETY
BY-LAW NO. 1-2001
Revised February 2018
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BY-LAW NO.1-2001

BE IT ENACTED as the By-Law of the NORTHUMBERLAND HUMANE SOCIETY (hereinafter called "NHS") as follows:

PROPERTY

1. Head Office

The Head Office of the NHS shall be in the County of Northumberland, in the Province of Ontario.

2. Real Property

The Real property of the NHS consists of Parts 5, 6, 7, and 8 on Plan 9R-1128, in the town of Port Hope & Hope, and the property at 46 Covert Street in the Town of Cobourg in the County of Northumberland.

SEAL

3. Seal

The seal, and impression whereof, stamped in the margin hereof, shall be the seal of the NHS.

EMPLOYEES

4. Manager

Overall direction of the Shelter and the daily business operations of the NHS shall be carried out by a General Manager appointed by the Board of Directors.

5. Shelter

Shelter employees shall be hired or released by the General Manager in consultation with the Chair of the Human Resources Committee should one exist, and/or the Chairperson of the Board for any positions approved in the annual operating budget.

New positions must be approved by the Board of Directors in advance of hiring.

DIRECTORS

6. Duties and Number

The NHS shall be governed by a Board consisting of at least **NINE (9)** Directors.

7. Qualifications

Every Director shall be eighteen (18) or more years of age and shall have been a member of an affiliate or a branch of the O.S.P.C.A. prior to becoming a Director. No person may be nominated for the position of Director, or elected as Director, who is a paid employee of the NHS or a paid employee of any other affiliate. Every Director shall reside and/or work in the County of Northumberland.

8. Term of Office and Vacancies

Subject to the provisions of the Ontario Corporations Act (the Act), elected Directors shall be elected for a term of three (3) years. A Director, if otherwise qualified, is eligible for election for three (3) consecutive full three-year (3) terms, and thereafter is not eligible for re-election as an elected Director until a period of eleven (11) months has elapsed from the date of the last service in that office. For greater certainty, the Immediate Past Chairperson of the Board

shall not be considered as an elected Director, but shall as a courtesy be invited to attend Board meetings as a non-voting Past Chairperson for a period of one (1) year. Should they be an elected Director whose term has not otherwise expired, they remain able to vote.

9. Election and Removal

Subject to the provisions of the Act, elected Directors shall be approved by members entitled to vote at the Annual General Meeting (AGM). The Secretary will be responsible for recording the names and term limits of all Directors and will advise the Board of upcoming changes to membership at the Board regular meeting in January each year.

Directors of the NHS will be proposed by the Board and shall be elected by the members at the AGM on a show of hands unless a poll is demanded. If a poll is demanded, such election shall be by ballot.

The Board may remove a Director before the expiration of their term of Office by majority vote at a Board meeting and will inform the membership at the next AGM.

10. Vacancies

Vacancies on the Board of Directors may be filled by the Directors from among the qualified members of the NHS if they see fit to do so; otherwise such vacancy shall be filled at the next AGM of the members.

11. Resignation

A Director may resign by written communication, including electronically, to the Chairperson and the Secretary at the registered office address of the NHS. His or her resignation shall take effect upon the date of their choosing as specified in their communication.

12. Compensation/Conflict of Interest

No Director shall benefit financially, either directly or indirectly, by virtue of holding office as a Director of the NHS.

A Director may be compensated for travel and other expenses incurred in the course of service as a Director but such expenses shall be supported by vouchers. All such expense claims shall be approved by the Chairperson.

No firm, corporation or other individual with whom a Director is associated, either directly or indirectly shall be engaged by the NHS to provide any service or supply any goods unless the involvement of the Director concerned remains at arm's length throughout any such transaction. In particular, no Director may exercise a vote in connection with any decision to allocate such contract, tender or order, and shall not participate in any discussion by the Board of Directors preceding such a decision.

No funds of the NHS shall be allocated, granted, loaned or transferred to any other charitable organization, whether incorporated or not, or whether registered as a charity or not, without specific approval of the Board of Directors. Any Director who has any connections with such a charity or other non-profit group shall declare that involvement and not participate in the discussion or voting that may follow.

13. Nominations

Nominations will be presented by the Board at the AGM. Should a member in good standing wish to be considered for the Board of Directors they must contact the Chairperson at least two (2) months prior to the AGM.

MEETINGS OF DIRECTORS

14. Location

The Board of Directors may hold its meetings at any place within the County of Northumberland, in the Province of Ontario.

15. Notice

Directors' meetings may be formally called by the Chairperson or by the Secretary on direction of the Chairperson, or by the Secretary on direction, in writing, of two (2) Directors. Notice of such meetings shall be delivered, telephoned or electronically communicated to each Director not less than one (1) day before the meeting is to take place. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meeting, no notice need be sent.

If the first meeting of the Board of Directors following the election of Directors by the members is held immediately thereafter, then for such meeting, or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed Directors or Director in order to legally constitute the meeting, provided that quorum of Directors is present.

16. Omission of Notice

The accidental omission to give notice of any meeting of Directors to, or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

17. Quorum

A quorum of Directors shall consist of fifty (50) percent plus one (1) of the Directors of the Board at any given time. In the case of an uneven number of Directors as described in Section 6, a quorum shall consist of five (5) members.

OFFICERS

18. Appointment

The Board of Directors shall elect a Chairperson of the Board, a Secretary, and a Treasurer in January of each year or more often as may be required. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of (i) his resignation (ii) the appointment of his successor, (iii) his ceasing to be a Director or member of the NHS, and (iv) the meeting at which the Directors annually appoint the officers of the NHS. Each of the Chairpersons of the Board, the Secretary, and the Treasurer, if any, must be a Director of the Board. The Board of Directors may from time to time appoint such other officers and other individuals as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

19. Chairperson

The Chairperson of the Board shall be the senior officer of the NHS unless otherwise

determined by resolution of the Board of Directors. He shall, subject to any special resolution of the NHS when present, preside at all meetings of the Board of Directors and members of the NHS. The Chairperson will also be an ad hoc member of all committees, but will not be entitled to vote at same. The Chairperson must at all times act with the best interests of the organization in mind.

20. Secretary

The Secretary shall give or cause to be given, notices for all meetings of the Board of Directors and members, when directed to do so, and shall have charge of the minute books of the NHS and of the documents, records, correspondence, and contracts belonging to the NHS. The Secretary must record all proceedings of the Board in detail and ensure the timely distribution of minutes to Directors.

21. Treasurer

Subject to the provisions of any resolution of the Board of Directors, the Chair of the Finance Committee shall act as the Treasurer and shall ensure that all the funds and securities of the NHS are managed appropriately and are deposited in the name of the NHS in such bank or banks or with such depository or depositories as the Board of Directors may direct. He shall keep, or cause to be kept, the books of accounts and accounting records.

22. Vacancies

If the position of any officer of the NHS shall be, or become, vacant for any reason, the Directors shall elect or appoint a person to fill such vacancy.

23. Committees

Special Committees may be struck from time to time, however standing Committees for Facilities, Finance, Fundraising, Governance, and Human Resources will be maintained by the Board. Each Committee should be chaired by a Director but committee membership may include general members of the NHS. Committee reports will be made and actions ratified at the regular meetings of the Board of Directors.

MEMBERSHIP

24. Active Membership

The active membership shall consist of those persons whose applications for membership in the NHS have been approved by the General Manager and who have paid the annual membership dues set by the Directors. Each active member in good standing shall be entitled to one (1) vote on each question arising at any general or special meeting of the general members.

25. Junior Membership

A junior member is any member prior to the eighteenth (18) birthday who is interested in the welfare of animals and wants to be a member of the NHS. Junior members will not be eligible to vote.

26. Life Membership

The Board may from time to time, bestow life memberships on individual persons recommended by the General Manager who will be entitled to all rights and privileges of active members including the right to vote. Life Membership bestowed upon a member at the

discretion of the Board of Directors shows appreciation for past contributions and dedication to the efforts of the NHS.

27. Termination of Membership

The interest of a member in the NHS is not transferrable and lapses and ceases to exist upon death, or dissolution or when his period of membership expires (if any) or when he ceases to be a member by resignation or otherwise in accordance with the By-Laws; provided always that the Board of Directors may, by resolution passed by at least three-quarters (3/4) of the votes cast at a meeting of the Board of Directors in respect of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the NHS. The Board of Directors shall establish rules from time to time in respect of the termination of a membership in the NHS.

No person shall be a member or Director of the NHS who, in the opinion of the Directors of the NHS, is involved directly or indirectly in the exploitation of animals in such a way as to cause them unnecessary suffering or acts in any manner to the detriment of the NHS, its members, staff or animals as deemed by the majority of the Board.

DUES

28. Dues

Dues or fees payable by each member shall, from time to time, be fixed by the Board of Directors. Dues or fees may differ for each member. The General Manager (or such person designated by Manager) shall notify each member of the dues or fees at any time payable by the member and, if any are not paid within ninety (90) days of the days of such notice, the member in default shall thereupon cease to be a member of the NHS (unless otherwise determined by the Board). However, the defaulting member may on payment of all unpaid dues or fees, be reinstated by the Board of Directors or the General Manager.

MEMBERS MEETINGS

29. Annual General Meeting

Subject to compliance with Section 293 of the Act, the Annual General Meeting (AGM) of the members shall be held at any place within Ontario on such day in each year and at such time as the Directors may, by resolution determine or, in the absence of such determination, at the registered office of the NHS.

30. General Meeting

Other meetings of the members may be convened by order of the Chairperson of the Board, a majority of the Board of Directors, or one-tenth (1/10) of the members of the NHS entitled to vote, at any date and time at any place within Ontario or, in the absence of such determination, at the registered office of the NHS.

31. Notice

No public notice or advertisement of members' meetings, annual or general, shall be required. Notice of the time and place of every meeting of members shall be printed, written or typewritten and sent to each member fifteen (15) days before the date of the meeting, or a

public notice or advertisement published in a local newspaper a minimum of fifteen (15) days before such meeting. An electronic option is available upon request of the General Manager.

32. Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members of the NHS shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

33. Votes

Every motion submitted to any meeting of members shall be decided by a show of hands and, in the case of an equality of votes, the Chairperson of the meeting shall both on a show of hands and at a poll, have a second or casting vote in addition to the vote or votes to which he may be otherwise entitled.

No new member shall be entitled to vote unless his annual membership fees are paid at least one month prior to the AGM.

At any meeting, unless a poll is demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by a show of hands by any member entitled to vote at the meeting. A demand for a poll may be withdrawn.

34. Chair and the Meeting

In the event that the Chairperson of the Board, who is required to act as Chair of the meeting of members, is absent, the Chairperson shall appoint a Director to act as Chair of the meeting.

35. Adjournment

The Chair of any meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place, and no notice of such adjournment need to be given to members. Any business may be brought before, or dealt with, at any adjourned meeting which might have been brought before, or dealt with, at the original meeting in accordance with the notice calling the same.

36. Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) active members present in person. Active members may not be represented, and may not vote by proxy, at meetings of active members.

37. By-Laws

At all meetings of members of the NHS, be they Board, General or Committee, the procedures shall be governed by the By-Laws of the NHS provided that if any provision in these By-Laws is in contradiction of the statutes governing this NHS, the contradictory provision shall be of no effect. On any matter of procedure for which these By-Laws or the statutory provisions are silent, the most recent version of Robert's Rules of Order shall apply provided that Robert's Rules of Order shall not override the provisions of these By-Laws.

The By-laws of the corporation may be repealed or amended by By-law, or a new By-law enacted by a majority of the Directors at a meeting of the Board of Directors duly called for considering the By-law and sanctioned by an affirmative vote of at least two thirds (2/3) of the votes cast in favour of the By-law.

VOTING SHARES AND SECURITIES

38. Voting Shares and Securities

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the NHS may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such a manner and by such persons as the Board of Directors shall from time to time determine. The duly authorized signing officers of the NHS may also from time to time execute and deliver for, and on behalf of the NHS, proxies and/or arrange for issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board of Directors.

NOTICES

39. Service

Any notice or other document required by the Act, or by the By-Laws of the NHS to be sent to any member or Director or to the auditor shall be given in accordance with the provisions of the Act or delivered personally or sent by prepaid mail or by any legible form of electronic transmission to any such member or Director at his latest address as shown in the records of the NHS and to the auditor at his business address, or if no address be given therein, then to the last address of such member or Director known to the NHS provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto and provided further, that so long as the object of the NHS are a newsletter or magazine published by the NHS, which is mailed or e-mailed to each member.

40. Signature to Notices

The signature of any Director or officer of the NHS to any notice or document to be given by the NHS may be written or mechanically reproduced.

41. Proof of Service

With respect to every notice or other document sent by mail it shall be sufficient to prove that the envelope or wrapper containing the notice of or other document was properly addressed as provided in section 32 of this By-Law and put into a post office or into a letter box. A certificate of an officer of the NHS in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, Director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be on every member, Director, officer or auditor of the NHS as the case may be.

PROTECTION AND INDEMNITY OF DIRECTORS AND OTHERS

42. Protection of Directors and Officers

No Director or officer for the time being of the NHS shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or

act for conformity or for any loss, damage or expense happening to the NHS through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the NHS or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the NHS shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or same shall happen by or through his or her own willful act or his or her own willful default. The Directors for the time being of the NHS shall not under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or of on behalf of the NHS, except such as shall have been submitted to, authorized, or approved by the Board of Directors. If any Director or officer of the NHS shall be employed by or shall perform services for the NHS otherwise than as a Director or officer or shall have an interest in a person who is employed by or performs services for the NHS, the fact of his being a Director or officer of the NHS shall not disentitle such Director or officer of such person, as the case may be, from receiving proper remuneration for such services.

43. Indemnities to Directors and Officers

Every Director or officer of the NHS or other person who has undertaken or is about to undertake any liability on behalf of the NHS and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the NHS from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he sustains or incurs in our about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his known willful neglect or default.

The NHS shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in the By-Laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Act or law.

CHEQUES, DRAFTS, NOTES, ETC.

44. Cheques, Drafts, Notes, etc.

All shares and securities owned by the NHS shall be lodged (in the name of the NHS) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board of Directors, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

All shares, certificates, bonds, debentures, notes or other obligations belonging to the NHS may be issued or held in the name of a nominee or nominees of the NHS (and if issued or held

in the names of more than one nominee shall be held in the names of the nominee jointly with the right survivorship).

CUSTODY OF SECURITIES

45. Custody of Securities

All shares and securities owned by the NHS shall be lodged (in the name of the NHS) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board of Directors, with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

All shares certificates, bonds, debentures, notes or other obligations belonging to the NHS may be issued or held in the name of a nominee or nominees of the NHS (and if issued or held in the names of more than one nominee shall be held in the names of the nominee jointly with the right survivorship).

EXECUTION OF INSTRUMENTS

46. Execution of Instruments

Subject to any special resolution of the NHS, contracts, documents or instruments in writing requiring the signature of the NHS may be signed by:

- (a) any two (2) Directors; or
- (b) any one (1) officer together with any one (1) Director

And all contracts, documents and instruments in writing so signed shall be binding upon the NHS without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers of any person or persons on behalf of the NHS either to sign contracts, documents and instruments in writing generally or to sign specific contracts documents or instruments in writing.

The seal of the NHS may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or by any officer or officers, persons or persons appointed as aforesaid by resolution of the Board of Directors.

The term "contracts, documents, or instruments in writing" as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or person, immovable or movable, agreements, releases receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, any two (2) Directors shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the NHS and to sign and execute (under the seal of the NHS or otherwise) all assignments, transfers, conveyances, powers of attorney, and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

The Directors shall see that all necessary books and records of the corporation required by the By-laws of the corporation are regularly and properly kept.

AUDITORS

47. Auditors

The members shall at each AGM appoint an auditor to audit the accounts of the NHS, who shall hold office until the next following annual meeting; provided, however, that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

FISCAL YEAR

48. Fiscal Year

The fiscal year of the NHS shall terminate on the 31st day of December in each year.

INTERPRETATION

49. Interpretation

Unless the context otherwise requires, in all By-Laws of the NHS the singular shall include the plural; the plural shall include the singular; the word "persons" include firms and corporations; the masculine shall include the feminine and, where statutory provision shall extend to any amendment thereof or substitution thereof then or thereafter made.

Enacted this__28th__ day of __February 2018__.

Witness the corporate seal of the NHS.

Chairperson_____

Secretary_____

BOARD RESOLUTION OF NORTHUMBERLAND HUMANE SOCIETY

APPROVING AMENDMENTS OF BY-LAWS

DULY PASSED ON: February 28 2018

AMENDMENT OF BY-LAWS

Whereas, the By-Laws have been revised and updated.

Whereas, the Board of Directors reviewed the proposed revisions and approved them and a copy of the Revised By-Laws is hereby attached.

Be it resolved that the Board of Directors accepts the Revised By-Laws.

We, the undersigned, hereby certify that the Northumberland Humane Society is comprised of nine (9) members, of which five (5) constituting a quorum, were present at a meeting duly and regularly called, noticed, convened and held the 28th day of February 2018 and that the foregoing resolution was duly adopted at said meeting by the affirmative vote of five (5) members and opposed by no members and that said Resolution has been duly recorded in the minute book and is in full force and effect.