

## **1. Name the corporation**

The name of the Corporation shall be the Grey Bruce Animal Shelter (GBAS), with head office located in Grey County, incorporated under the Laws of the Government of Ontario.

## **2. Philosophy, mission and objectives**

### **Philosophy**

The Grey Bruce Animal Shelter shall promote public awareness of our surrender-only shelter for dogs and cats to the communities we serve. We do not surrender animals for research. GBAS will work to provide information and education to our volunteers and the community at large to create and sustain interest in humane treatment and methodology to prevent over-population of unwanted animals.

### **Mission**

To engage the hearts, hands and support of the residents of Grey and Bruce counties by creating and operating a facility for dogs and cats whose owners are no longer able to provide appropriate care for their pets and to consistently facilitate animal adoptions into suitable homes.

### **Objectives**

1. Develop an organizational infrastructure that supports the achievement of the organization's vision and goals, and serves the current and future needs of Grey and Bruce counties.
2. Increase volunteer participation, education, awareness and recognition.
3. Provide quality care for cats and dogs in need of placement into a suitable home.
4. Increase community awareness/consciousness and maintain a positive, visible presence in the community.
5. Minimize the time animals remain at the shelter by consistently matching animals to suitable homes.
6. To assist sick or injured dogs and cats toward a humane end of life.

## **3. General**

### **3.1 Head office:**

Until otherwise changed in accordance with the Acts, the registered office of the Corporation shall be within the counties of Grey and Bruce, in the Province of Ontario.

### **3.2 Corporate seal**

The Corporation's seal shall be in the form impressed hereon, or in such other form as the Corporation, may from time to time determine.

### **3.3 Execution of instruments:**

- Deeds, transfers, assignments, contracts, obligations certificates and other instruments may be signed on behalf of the Corporation by any two of the executives. In addition, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, assignment, contract, obligation or other instrument of the

Corporation or any class thereof may or shall be signed. Any person authorized to sign an instrument on behalf of the corporation may affix the corporate seal thereto.

#### **4. Definitions**

Definitions: In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

4.1 "Acts" means the Not-for-Profit Corporations Act, 2010, SO 2010, C 15, and any Acts that may be substituted therefore and as may from time to time be amended.

4.2 "Corporation" means the Grey Bruce Animal Shelter, incorporated under the Act by Letters Patent; "Board" means the Board of Directors of the Corporation;

4.3 "Executive committee" means a duly constituted committee of the Board having such authority as may be delegated to it from time to time by the Board;

4.4 Words importing the singular number include the plural and vice-versa;

Words importing the masculine gender include the feminine and neuter genders;

Words importing persons include individuals, corporations, partnerships, trusts, and unincorporated organizations.

4.5 The term "qualified auditor" means a person appointed to conduct a review engagement or audit.

#### **5. Indemnity**

5.1 Limitation of liability:

No director, officer or committee member of the Corporation shall be liable for:

- Actions, receipts, neglects or defaults of any other director, officer or employees.
- Joining in any receipt or other act for conformity.
- Any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation.
- The insufficiency or deficiency of any security in or upon which any monies of the Corporation shall be invested.
- Any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any of the monies, securities, or effects of the Corporation shall be deposited.
- Any loss occasioned by any error of judgement or oversight on his part;
- Any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his willful neglect or default, provided they have:
  1. Complied with the Act and the Corporation's articles and by-laws.
  2. Exercised their powers and discharged their duties in accordance with the Act

## 5.2 Indemnification of directors and officers:

Every director and officer, his heirs, executors, administrators and his estate and effects shall be indemnified and saved harmless out of the funds of the Corporation from and against

1. All costs, charges and expenses that the director or officer 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, omission, matter or thing made, done or permitted by him in or at the execution of the duties of his directorship or office.
2. All other costs, charges, and expenses that the director or officer sustains or incurs in, about, or in relation to the affairs thereof, except such costs or expenses as are occasioned by his own willful neglect or default.

## 5.3 Insurance:

The Corporation shall, at all times, maintain in force such directors' and officer's \$2 million liability insurance policy as may be approved by the Board.

## **6. Legal Status**

The Corporation is a body corporate with its own legal identity, which is separate from its office-bearers and members. The Corporation will continue to exist even if the members change.

## **7. Income and property of Grey Bruce Animal Shelter**

7.1 Members and officers have no rights in the property or other assets of the Grey Bruce Animal Shelter solely by virtue of their being members or officers.

7.2 The income and property of the Grey Bruce Animal Shelter shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member or officer with the exception of a reasonable compensation for services actually rendered and reimbursement of actual costs or expenses reasonably incurred on behalf of Grey Bruce Animal Shelter.

## **8. Taxation of Grey Bruce Animal Shelter**

8.1 The Grey Bruce Animal Shelter is a charitable organization registered with Canada Revenue Agency and is required to file a Registered Charity Information Return with Canada Revenue Agency within six (6) months of its fiscal year end. Failure to do so could result in the charitable status being revoked.

## **9. Powers of the Corporation**

The Corporation shall have the same powers as that of a company under the Companies Act, as amended. Such powers include:

- 9.1 To institute or defend any legal or other proceedings and to settle any claims.
- 9.2 To prudently invest funds of the Corporation.

9.3 To donate and transfer the property and assets of the Corporation to public benefit organizations with similar objectives.

9.4 To borrow and to use the property or assets of the Corporation as security for borrowing.

9.5 To execute any act or deed in any deeds registry, mining titles or other public office.

9.6 To exercise all the management and executive powers ordinarily vested in the Board of Directors of a company.

## **10. Governing board**

10.01 Number of directors:

- The number of directors shall be no less than 7 and no more than 13. The members shall fix the number of directors for each year at the annual meeting.

10.02 Term of directors:

- A director shall be elected by the membership for a term of two years, and may stand for re-election for two additional terms.
- A director may not serve more than three consecutive terms after which the director must retire from the Board for a minimum of one year.
- Despite the foregoing, a director may be appointed for an additional one (1) term of 2 years by vote of the membership where it is in the corporations best interests to do so.
- Directors shall retire in rotation from the Board. A director who has been elected for three terms, notwithstanding any time served as an appointment to fill a vacancy, must retire from the Board at the next annual meeting. The rotation shall be arranged such that one-third (1/3) of the directors retire from the Board at an annual meeting, and an equal, greater, or less number of directors will be elected at such meeting as determined necessary by the Board.
- Any director who has been appointed to fill a Board vacancy due to resignation, death, etc. of a director shall complete the term of said director, after which the appointed director may stand for election to the Board for a two-year term and a maximum of three consecutive terms.
- A maximum of one-third (1/3) of the number of directors fixed at the annual meeting may be elected by interim appointment.

10.03 Quorum of directors:

- A quorum shall consist of 50% plus one of the current Board members.

10.04 Eligibility:

- To be eligible to stand for election or appointment to the Board of directors, the person must:
- Be a member in good standing for not less than 90 days prior to appointment or election.
- Be over the age of 18 and comply with all conditions for such appointment, election or re-election.

- Have a nomination form signed by the Board candidate and endorsed by two (2) members in good standing of the Corporation thus indicating his intention to stand for director of the Corporation.
- Have provided a bio of their experience and intentions to serve the GBAS in a manner conducive to the needs of the organization.
- Not be an undischarged bankrupt nor a mentally incompetent person nor have been convicted of a criminal offense.
- Be a full-time resident within the boundaries of Grey and Bruce counties.
- Shall not be an employee of the Corporation.

10.05 Candidates for the office of director shall be the slate of candidates proposed by the nominating committee, or whose names put in nomination by any two (2) members entitled to vote a minimum of 45 days before the date of the AGM, after which nominations will be closed.

10.06 All directors must be, and must remain during their respective terms of office members in good standing of the Corporation and must be and remain in compliance with the Act.

- Voting for the election of directors shall be by email, mail-in, electronic means or ballot at the AGM . Ballots used for mail-in or electronic voting shall be the identical ballot used at the Annual General Meeting of members.
- Such electronic or mail-in voting shall be directed to the chair of the nominating committee and shall be held in strict confidence until all ballots are counted.
- Such electronic and mail-in ballots will be recorded by membership number noted on the ballot to assure no duplication in voting.

10.07 Job description of returning officer:

Nominating chair and returning officer:

Is to be selected by the Board from the general membership at least three (3) months prior to the annual General Meeting.

The duties of this person are to:

- a. Get suitable candidates to stand for election as directors, making sure all candidates have properly completed and submitted nomination forms signed by two (2) members and meet all conditions required as per eligibility requirements in section 12 of these By-laws.
- b. Present the slate of candidates to the Board not less than 45 days prior to the AGM.
- c. Chair the election segment of the meeting.
- d. Names are to be clearly printed and numbered on the ballots. Ballots are to be clearly marked by the voter with the name of the candidate.
- e. Be responsible for obtaining a lockable ballot box with a padlock and he will retain the key until the balloting is completed. This box will be opened and proven empty to the membership present prior to voting and then shall lock the box with a padlock. Proceed with the balloting.
- f. Have the nominating committee proceed to count the ballots under the observation of the scrutineers and any ballots deemed spoiled shall be presented to the scrutineers for a determination.

- g. Have the returning officer announce the result of the election. A list of candidates according to the number of votes obtained will be given to the secretary to be recorded and ask for a motion to destroy the ballots\_

10.08 Vacancies:

- Should the position of any director become vacant, and providing there is a minimum of seven directors in office, the directors then in office may continue without the necessity of filling the vacancy.
- Whenever there is not a minimum of directors in office, the directors then in office may call a general meeting of members to fill the vacancy(ies) or at the discretion of the Board may appoint a replacement from the list of unsuccessful candidates from the Annual General Meeting or from the membership for the remainder of the term.

10.09 Calling of meetings:

- Meetings of the Board shall be held from time to time at the call of the president or any member of the executive committee.
- There shall be a minimum of four Board meetings a year.
- Notice of every meeting shall be given to each director at least five business days before any meeting except the first meeting held immediately following the AGM.

10.10 First meeting:

- The Board shall without notice, hold a meeting immediately following the Annual General Meeting at which directors are elected, provided a quorum of directors is present to elect the officers of the Corporation for that year.

10.11 Board meetings:

- The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time to each director and no other notice is then necessary.
- The president shall chair and preside. In the president's absence, the vice-president shall chair.
- Each director has one vote. Questions arising at Board meetings shall be decided by a majority of votes. The president (chair) will only vote in the event of a tie.
- If all the directors' consent, a director may participate in a Board meeting or a committee of directors by telephone or electronic means that permits all participants to communicate adequately with each other. A director who participates in this manner is deemed to be present at the meeting.

10.12 Regular meetings:

- The Board may appoint a day or days in any month(s) for regular meetings at a place and time to be named.
- An agenda shall be sent to each director not less than 72 hours prior to such meetings, but no other notice shall be required for any such regular meeting.

10.13 Place of meeting:

- Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Grey or Bruce counties, as the Board so determines.

10.14 Chair:

- The president, or in his absence the vice-president or in his absence any member of the executive committee shall be the chair of any meetings of the Board.

10.15 Votes to govern:

- At all meetings of the Board, final decisions to questions shall be decided by the quorum rules as dictated in 10.03 of these By-laws.

10.16 Remuneration:

- The directors shall receive no remuneration except expenses duly incurred by them in the operation of the day-to-day affairs of the Corporation, as deemed reasonable and necessary by the Board.

10.17 Meetings of the Board - failure to attend three meetings:

- Any director who fails to attend in person three meetings of the previous six meetings may be liable to be held accountable by the entire Board for his omission and may be required to provide good and sufficient reason for his absence, and may, at the decision of the Board, be required to resign from the Board.

10.18 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the members by ordinary resolution removes the Director before the expiration of the Director's term of office.

## **11. Officers**

11.01 Election of officers:

Immediately following the Annual General Meeting, the new Board shall elect the officers of the corporation that will consist of president, vice-president, secretary, treasurer, and such other officers as the Board may determine.

#### 11.02 Office held at Board's discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

1. the Officer's successor being appointed,
2. the Officer's resignation, or
3. such Officer's death.

### **12. Memberships**

#### 12.01 Classes of memberships:

There shall be one class of membership. All members shall pay any membership fee as assessed by the Board and be over the age of 18.

#### 12.02 Qualifications for membership:

Qualifications for membership as well as for each class of membership shall be defined by resolution of the Board.

#### 12.03 Membership fees:

- All members shall pay such dues as are set by the Board.
- A member in good standing for the current fiscal year is any eligible individual who has paid his membership dues 90 days prior to the beginning of the Annual General Meeting in that year.

#### 12.04 Termination of memberships

Unless these by-laws provide otherwise, membership is terminated when: (a) a member dies or resigns, (b) the member is expelled or the person's membership is otherwise terminated in accordance with these by-laws, (c) the member fails to pay any membership when due, or (d) the corporation is liquidated or dissolved.

### **13. Meetings of members**

#### 13.01 Annual General Meetings:

The Annual General Meeting of the voting members shall be held within fifteen (15) months of the previous Annual General Meeting and within six (6) months of year end, for the purpose of:

- Presenting the president's report, an annual financial statement and any other pertinent committee reports.
- Election of governing Board members.
- Receiving the reports and statements required by the Act for election of directors.
- Appointing qualified auditors and fixing their remuneration.
- The transaction of such other business as may properly come before the meeting.



### 13.02 Special meetings:

Meetings of members shall be held at any time upon the call of the majority of the Board. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

- Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

### 13.03 Notice:

Notice of date, time, place and business of the Annual General Meeting of the members shall be given, not less than 30 days before the date on which the meeting is to be held, to:

- The qualified auditors of the Corporation
- Each member of the Corporation entered on the register of members on the day on which notice is given and who is entitled to vote at the meeting.
- Notice of a Special General Meeting of members shall state the general nature of the business to be transacted.
- Accidental omission to address notices to any member shall not nullify the proceedings of any meeting.
- A member present in person at any meeting shall be deemed to have received notice of such meeting.
- Notice of the date, time and place of any Special General Meeting must be sent to each member of the Corporation not less than thirty days before the date on which the meeting is to be held.

### 13.04 Place of meeting:

Meetings of members shall be at the head office of the Corporation or at such other place within the boundaries of Grey and Bruce counties as determined by the Board.

### 13.05 Quorum:

Not less than one-third (1/3) of members either present and/or via electronic and/or mailed input shall constitute a quorum for the transaction of business at any meeting of the members. If a meeting cannot be held because of a lack of a quorum, the Board shall direct that it be held at a later date.

### 13.06 Powers of general meetings:

The voting members in a properly convened general meeting of the Corporation is the highest decision-making structure of the Corporation.

The voting members in the general meeting may review, approve or amend any decision taken by the governing board but no such resolution of the Corporation shall nullify any earlier resolution taken by the governing board.

#### 13.07 Procedures at a general meeting:

The members may regulate their meetings and procedures as it sees fit subject to the following:

- The president, vice-president or designated person shall chair all general meetings.
- Quorum for general meetings is one-third (1/3) of voting members,
- If quorum is not achieved, the meeting must be adjourned to another date and appropriate notice must be given to all voting members.
- A resolution put to a vote shall be decided by a show of hands, ballot or electronic means. A vote for ballot can be demanded by not less than one-third {1/3} of the members voting.
- Each voting member shall be entitled to one vote.
- Questions arising shall be decided by a majority of votes. Should there be an equality of votes, the chair/president shall have the deciding vote.
- Proper minutes and attendance records must be kept.

#### 13.08 Recorded votes:

Except where otherwise allowed in the By-laws, voting shall be by a show of hands unless a recorded vote is directed to be held by the chair or is requested by a member. A request for a recorded vote may be withdrawn at any time up to the taking of the recorded vote, and if held, shall be conducted in such a manner as the chair directs.

#### 13.09 Chair:

The president, and in his absence the vice-president and in the absence of both any member chosen by the executive committee shall act as chair. The chair, if the secretary is not present, will direct some person to act as secretary of the meeting, and he may also appoint any person to such positions as are necessary for the carrying on of the meeting.

#### 13.10 Persons entitled to be present

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the qualified auditors of the Corporation, and others who although not entitled to vote, are entitled or required under any provisions of the Act or patent or by-laws to be present at the meeting. Any other person may be admitted only on an invitation of the chair of the meeting or with the consent of the meeting.

#### 13.11 Proxies

- Every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxyholder as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy.
- Any proxy shall be signed by the member, or the member's power of attorney.
- All proxies must be submitted to the Board forty-eight (48) hours prior to the meeting of the members (exclusive of weekends or holidays).

#### 13.12 Adjournment:

The chair at the meeting of members may, with the consent of the majority of members present at the meeting, subject to quorum rules and subject to such conditions as the meeting may decide, adjourn the meeting, from time to time and place to place.

### **14. Finances and reports**

#### 14.1 Banking:

- The Board shall by resolution from time to time designate the financial institution(s) in which the money, bonds or other securities of the Grey Bruce Animal Shelter shall be placed for safekeeping.
- The treasurer shall be authorized to request view-only access to the bank accounts online.

#### 14.2 Financial year:

The financial year of the Grey Bruce Animal Shelter ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine subject to approval from Canada Revenue Agency.

#### 14.3 Signing authority:

Cheques and other documents requiring signature on behalf of the Grey Bruce Animal Shelter shall be signed by at least two (2) of the authorized signing authorities.

#### 14.4 Financial report:

The financial report shall be presented to the members at the annual meeting as part of the annual report. The financial statement of the Grey Bruce Animal Shelter previously approved by the Board together with the report of the qualified auditor or of the person who has conducted the review engagement, as the case may be.

### **15. Discipline of members**

#### 15.01 Penalties:

The quorum of the full Board may, in acting pursuant to this Article, expel from the Corporation, or reprimand any member.

#### 15.02 Complaints against members:

Any member may submit a complaint to the president alleging that a member has violated the Letters Patent, supplementary Letters Patent, or Articles of Incorporation or acted contrary to the best interests of the Corporation. Any such complaint shall be in writing, shall contain full particulars of the alleged complaint and shall be signed and dated by the member laying the complaint. Upon receipt of the complaint, the president shall, if he deems that the complaint has any reasonable basis, refer it to the Board.

### 15.03 Procedure of Board:

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### 15.04 Re-admission:

The Board may, where not otherwise provided for, set the procedural requirements for such application for re-admission of expelled members. Such requirements shall be made available to all members and to any person affected thereto.

## 16. Notices

### 16.01 Method of giving notices:

Any notice (which includes any communication or document) to be given (which includes sent, delivered or served) pursuant to the Act, the by-laws or otherwise to a member, director, officer or person appointed to conduct a review engagement or audit shall be sufficient if:

- Delivered personally to the person to whom it is to be given.
- Delivered to the last address recorded in the books of the Corporation.
- Mailed by prepaid, ordinary mail, addressed to him at his said address.
- Sent to him by means of wire, wireless or any other form of transmitted or recorded communication.
- At least 30 days' notice of the meeting stating the nature of the resolution to be proposed must be given to all the members of the association.
- Qualified voting members will be identified by their name and membership number.
- Three methods of voting will be allowed: by mail, by electronic means or attendance on the specified meeting date.
- Voting by secret ballot will be allowed by mail or electronic means to arrive one week prior to the meeting date.
- Persons attending this general meeting will cast their vote on the designated meeting date.
- Ballots will be opened and counted by a returning officer on the specified meeting date.
- Results of the vote will be declared to members present, and then communicated to the total membership.

### 16.02 Computation of time:

In computing the date when notice must be given under any provision requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### 16.03 Omissions or errors:

The accidental omission to give notice to any member, director, officer or person appointed to conduct a review engagement or audit, or the non-receipt of any notice not affecting the substance thereof shall not invalidate any action taken at any meeting pursuant to such notice or otherwise founded thereon.

## 17. Amendments

17.01 Voting members must approve amendments to the By-laws.

17.02 These By-laws may be amended or altered upon a majority vote of 50% +1 of the voting members in good standing participating in any general meeting provided that due notice of the proposed amendment(s) has been given in writing to the president who shall give written notice of same to the membership with the announcement of the general meeting. Members may vote by electronic means and/or mail and/or in person.

17.03 These By-laws may be amended or the name of the Corporation may be changed upon a majority vote of 50% + 1 of the total voting membership in good standing at any general meeting. Persons eligible to vote must have been a member in good standing 90 days prior to the designated meeting date.

17.04 The proposed amendment is to be given to the president in writing, who will provide written notice to the membership.

## 18. Dissolution

Upon the dissolution of the Corporation, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed among members, but shall be transferred by donation to some other non-profit corporation, which the Board considers appropriate and which has objectives the same or similar to the objectives of the Corporation.

Any similar public benefit organization must be approved in terms of Section 30 of the Income Tax Act. This organization would have its sole or principal objective to carry on a public benefit activity. This Corporation may exist or be newly formed by, but must incorporate the previously stated conditions.