

**THE GUELPH HUMANE SOCIETY
INCORPORATED
(the “Corporation”)**

BY-LAW NO.1.

DEFINITIONS

1. **Definitions.** In this by-law, unless the context otherwise requires:
- a) "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
 - b) "Annual Meeting" means an annual meeting of Members of the Corporation;
 - c) "Articles" means the letters patent of the Corporation and any amendments thereto;
 - d) "Board" means the board of directors of the Corporation;
 - e) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
 - f) "Chair" means the chair of the Board;
 - g) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
 - h) "Director" means an individual occupying the position of director of the Corporation;
 - i) "Member" means a member of the Corporation;
 - j) "Members" means the collective membership of the Corporation;
 - k) "Meeting of Members" includes an annual meeting of members or a special meeting of members; "special meeting of members" or "special meeting" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
 - l) "Officer" means an officer of the Corporation.

INTERPRETATIONS

2. **Interpretation.** Other than as specified in section 1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.
3. **Severability and Precedence.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
4. **Headings.** The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

MEMBERSHIP

5. **Members.** Those who are Members of the Corporation at the time of the passing of this By-law shall remain Members of the Corporation. Membership in the Corporation shall consist of four (4) classes of Members and will be available only to individuals and corporations interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution

of the Board or in such other manner as may be determined by the Board.

A firm or an incorporated company may become a Voting Member by payment of the regular fee as stipulated by the Board from time to time, but the name of one person only in any one year may be entered as the representative or agent of such firm or company and only that person shall exercise the privileges of membership in the Corporation. No employee or contractor employed by the Corporation shall be a Member of the Corporation. Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

6. **Membership Classes.**

- a) **“Voting Members”** shall pay the annual membership fee as stipulated by the Board from time to time. Voting Members shall have all the privileges of the Corporation including that of voting and holding office. Each Director and Committee Member shall be a Voting Member by virtue of their office unless otherwise terminated in accordance with the Act and this By-law. No annual membership fee is required to be paid by such Director and/or Committee Members. Any Director and/or Committee Member that has been terminated as a Member shall immediately be terminated as a Director and/or Committee Member, as the case may be.
- b) **“Life Members”** shall be those persons awarded an honorary life membership for long term and outstanding service to the Corporation. Life Members shall have all the privileges of the Corporation including that of voting and holding office. No annual membership fee is required to be paid by Life Members.
- c) **“Honorary Members”** shall be those persons awarded an honorary life membership for long term and outstanding service to the Corporation. Honorary Members shall have all the privileges of the Corporation except that of voting and holding office. No annual membership fee is required to be paid by Honorary Members.
- d) **“Past-Chair”** shall be those persons defined in section 37 of these By-laws. Past-Chairs shall have all the privileges of the Corporation except that of voting and holding office other than the office of Past-Chair. No annual membership fee is required to be paid by Past Chairs.

7. **Termination of Membership.** A membership in the Corporation is terminated when:

- a) the Member dies, or, in the case of a Member that is a corporation or entity, the corporation or entity is dissolved;
- b) a Member fails to maintain any qualifications for membership described in sections 5 and 6 of this By-law;
- c) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
- d) the Member is expelled in accordance with section 8 below or is otherwise terminated in accordance with the Articles or By-laws;
- e) the Member’s term of membership expires;
- f) a Voting Member does not pay the required annual membership fee under section 6a) for a period of thirteen (13) months following its last payment of such fee; or
- g) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

8. **Discipline of Members.** The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the Articles, By-laws, or written policies of the Corporation including, without limitation, a breach of the code of conduct of the Board by a Member who is also a Director;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership pursuant to section 7 or this section 8. 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 five (5) days before the end of the fifteen (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.

In the event that a Member who is also a Director is accused of a breach of the code of conduct of the Board such person shall not be entitled to vote on any resolution to approve their removal.

MEETINGS OF MEMBERS

9. **Annual General Meeting.** The Annual Meeting shall be held at any place within Ontario, on such day in each year and at such time as the Board may determine. At every Annual Meeting, in addition to any other business that may be transacted, there shall be presented a financial statement of the Corporation and the auditor's report thereon as required by the Act, and such other information or reports relating to the Corporation's affairs as the Board may determine.

Any Member, upon request, shall be provided, not less than twenty-one (21) days before the Annual Meeting, with a copy of the approved financial statements and auditor's report. An Annual Meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Member participating by such means is deemed to be present at that meeting. The business transacted at the Annual Meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and any subsequent special Meeting of Members;
- c) a report of the activities and accomplishments of the Corporation since the last Annual Meeting;
- d) report of the auditor, which shall include an audited financial statement for the most recent fiscal year and a statement of the financial records (assets and liabilities) of the Corporation;
- e) reappointment or new appointment of the auditor;
- f) election of Directors;
- g) life membership and honorary life membership may be awarded; and
- h) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Meeting.

10. **Special Meetings.** On the passing of a resolution of the Board, the Chair (or, in the absence of the Chair, the Vice-Chair) shall call a special meeting for the transaction of the business mentioned in the requisition sought to be held within twenty-one (21) days after receiving the requisition unless the Act provides otherwise. Such special meeting shall be held at the headquarters of the Corporation or by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Member participating by such means is deemed to be present at that meeting. Failing this, the Board shall set an alternate date, place, and time

for the special meeting and give proper notice, as set out in this By-law, of the new date, place, and time to the Members.

11. **Notice.** Not less than twenty one (21) days written notice of any annual or special meeting of Members shall be given to each Member, each Director and to the auditor. Notice of any meeting where special business will be transacted shall 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. Such notice shall be given by the following means:

- a) by mail, courier or personal delivery to each Member entitled to vote at the meeting; or
- b) by telephonic, electronic or other communication facility.

12. **Omission of Notice.** No error or omission in giving notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Corporation shall invalidate any resolution passed or any proceedings taken at any Meeting of Members.

13. **Voting.** Each Member who has been a Member of the Corporation throughout the period of ninety (90) days preceding the date of the Meeting of Members shall be entitled to one (1) vote at the Meeting of Members. Unless the Act or the By-laws otherwise provide, every question submitted to any Meeting of Members shall be decided in the first instance by a majority of votes given on a show of hands or, in the case of a telephone, electronic or other communication facility, such manner as is practicable in the circumstances in order to decide the issue. In case of any equality of votes the Chair shall both on a show of hands and at a poll have a second or casting vote, in addition to the vote to which it is entitled as a Member. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried by a particular majority, or carried unanimously, or lost or not carried by a particular majority shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded, in favour of or against the motion.

14. **Proxy.** Members unable to attend a Meeting of Members may, by means of a written proxy delivered in the form attached as Schedule B, appoint a proxy holder to attend and act at a specific Meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the Corporation entitled to vote. At every meeting at which a Member is entitled to vote every Member and/or person appointed by proxy to represent one or more Members and/or individuals so authorized to represent a Member, who is present in person shall have one (1) vote per each Member or Member represented by proxy, as the case may be.. A proxy shall be executed subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member:
 - i. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the Chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting; and
- c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at an Annual Meeting in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting.

15. **Chair.** In the absence of the Chair and the Vice-Chair, the Members who are present and entitled to vote shall choose another Director as Chair. If no Director is present or if all the Directors present decline to act as Chair, the Members who are present and entitled to vote shall choose one of their number to be

Chair.

16. **Polls.** If at any meeting a poll is taken on the election of a Chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, it shall be taken in such manner and either at once or after the adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be made either before or after any vote by show of hands and may be withdrawn.

17. **Adjournments.** The Chair may, with the majority consent of any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. 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.

18. **Quorum.** A quorum for the transaction of business at a Meeting of Members is ten (10) Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

DIRECTORS

19. **Number and Powers.** The Board shall consist of a minimum of three (3) Directors and a maximum as permitted by the Articles of the Corporation. The Board may, in its sole discretion, determine a number of seats, if any, to remain vacant for the purposes of adding new Director(s) before the next Annual Meeting and such seat(s) shall be filled in accordance with section 24. The number of Directors may be changed from time to time by special resolution. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws or by statute expressly directed or required to be done by the Corporation at a Meeting of Members.

20. **Qualifications and Eligibility.** Every person who is seeking election or appointment as a Director must be capable of being a Member of the Corporation in good standing and must comply fully with The Guelph Humane Society Board code of conduct as set out in the Board Polices and the Protection of Confidential Information Agreement for Directors as set out in Schedule A. No employee of the Corporation or immediate family member of an employee of the Corporation shall be a Director of the Corporation. Each Director shall be an individual at least 18 years of age, shall be capable of holding property, shall be mentally competent and shall not be bankrupt.

21. **Election.** The Board of Directors shall appoint a “**Nominating Committee**” to prepare a slate of Directors to be recommended at the next Annual Meeting. Directors shall be elected, by the Members, at the Annual Meeting. Retiring Directors shall be eligible for re-election to the Board if otherwise qualified. Directors shall be eligible for re-election upon expiration of their term of office if otherwise qualified.

22. **Term of Office.** Except as otherwise indicated herein, a Director shall be elected for a one (1), two (2), or three (3) year term from the date of election, so as to ensure that approximately one-third (1/3) of the Directors shall be elected in each year. A Director shall not serve, in consecutive terms, an excess of six (6) years without a vote at the Annual Meeting by the Members to approve an extension. Any extension shall not exceed nine (9) consecutive years of service.

23. **Vacancies.** The office of a Director shall be vacated immediately:

- a) 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;
 - b) if the Director dies or becomes bankrupt;
 - c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
 - d) if, at a Meeting of Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office; or
 - e) if the Director has reached the nine (9) year term limit without a vote at the Annual Meeting by the Members to approve an extension as noted in section 22.
24. **Filling Vacancies.** A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office until the next Annual Meeting or, in the case of a previously non-vacant seat, for the remainder of the unexpired term of the Director's predecessor:
- a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
 - b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancies and, if they fail to call such a meeting, or if there are no Directors in office, the meeting may be called by any Member; and
 - c) a quorum of Directors may fill a vacancy among the Directors.
25. **Removal of Directors.** The Members of the Corporation may remove a Director by resolution passed by a majority of the votes cast at a special meeting and the Members may at such meeting elect any member in their stead for the remainder of the term of the removed Director. A Director shall be removed from office if removed as a Member under section 8.
26. **Conflict of Interest.** For greater certainty, in this By-law the term "**Committee Member**" shall mean those individuals who are members of the Board's committees.
- a) A Director or Committee Member who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
 - b) No Director or Committee Member shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.
27. **Confidentiality.** Matters and their resolutions dealt with by the Directors may be deemed by the Chair to be confidential and the Directors must respect and comply with this condition. Directors who may breach this provision may be subject to removal in accordance with section 25.
28. **Remuneration of Directors.** Directors serve without remuneration, but a Director may be compensated for reasonable expenses incurred in the performance of their duties.

DIRECTORS' MEETINGS

29. **Place of Meetings.** Meetings of the Board may be held at any place within the Province of Ontario.
30. **Meetings.** A meeting of Directors may be convened any time by the Chair (or, in the absence of the Chair, by the Vice-Chair) or any other four (4) Members of the Board. The Secretary, by direction of the Chair or Vice-Chair or any other four (4) Directors, as the case may be, shall convene a meeting of Directors. The Directors shall meet not less than six (6) times per year and shall, by resolution, fix the dates and times of such meetings. So long as any such resolution is in effect the Secretary of the Corporation shall convene such regular meetings by notice given in the manner hereinafter referred to.

31. **Notice.** Notice of any meeting of Directors stating the day, hour and place of meeting shall be given to each Director at least two (2) business days before the meeting is to take place, provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have in any manner waived notice or have signified their consent to the meeting being held in their absence. Where there has been an irregularity in Notice of any meeting, Directors may validly provide waiver of notice or consent to the meeting being held in their absence either before or after the meeting to which such waiver relates. No error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any resolutions passed or proceedings taken at such meeting. For the first meeting of the Board to be held immediately following the election of Directors at an Annual Meeting or a special meeting, or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of the Directors is present. The notice need not specify the purpose of business to be transacted at the meeting except where specifically required by the Act.

32. **Participation by Electronic Means.** A Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

33. **Quorums and Voting.** A majority of Directors then in office and present at a Board meeting shall constitute a quorum for the proper transaction of the business of the Corporation. A majority vote will prevail in all matters. In case of an equality of votes, the chair of the meeting shall, in addition to their original vote, have a second or casting vote. A declaration by the chair at any meeting that a resolution has been carried or not carried shall be conclusive and an entry to that effect in the minutes of the meeting shall confirm the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

34. **Resolutions in Writing.** Subject to the Act, the Articles or the By-laws, a resolution in writing signed or otherwise affirmed, whether in person or electronically, by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors. Such resolutions in writing satisfy all the requirements of the Articles and By-laws relating to meetings of Directors.

OFFICERS

35. **Election and Appointment.** The Board shall annually or more often as may be required elect a Chair and appoint a Vice-Chair, a Secretary and a Treasurer. Such Officers shall be members of the Board. Any two (2) offices may be held by the same person. As such, the office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The Directors may appoint such other Officers and agents as they shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

36. **Delegation of Duties of Officers.** In the absence of or inability to act as the Chair or as any other Officer, or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

37. **Powers and Duties.** All Officers shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The duties of the Officers shall, subject to amendment by the Board, include:

- a) **“Chair”** The Chair shall, when present, preside at all meetings of the Board and Meetings of Members. The Chair with the Vice-Chair or the Secretary shall sign all by-laws. The Chair shall also possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to the Chair by the Board.

- b) **“Vice-Chair”** The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair. The Vice-Chair shall possess and may exercise such other powers and duties as may from time to time be assigned to them by the Board.
- c) **“Secretary”** The Secretary shall attend all meetings of the Board and record all facts of all proceedings in the books kept for that purpose and shall when present act as Secretary of all Meetings of Members. If approved by the Board, the Secretary may receive the assistance of a recording secretary who may attend meetings for the purpose of such recording. The Secretary shall have charge of the minute books of the Corporation and the documents and registers referred to in the Act as well as all books, papers, records, correspondence, contracts and other documents belonging to the Corporation. The Secretary shall perform all duties incident to their office or that are properly required of them by the Board.
- d) **“Treasurer”** The Treasurer shall be responsible for the financial aspects of management of the Corporation, including the collection of all Corporation fees and, subject to the provisions of any resolution of the Board, the care and custody of all the funds and securities of the Corporation and the deposit of the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall keep or cause to be kept the books of account and accounting records required by the Act. The Treasurer shall be responsible for the disbursement of the funds of the Corporation under the direction of the Board, and the taking of proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required, an account of all transactions and of the financial position of the Corporation. The Treasurer shall be responsible for all duties incident to their office or that are properly required of them by the board.
- e) **“Past-Chair”** The Past-Chair, being defined as the Chair who served immediately prior to the elected Chair, if no longer an elected Director. A Past-Chair has no other powers and duties and shall only hold the position of Past-Chair until the Annual Meeting that is not more than twenty (20) months following their ceasing to be Chair.

38. **Vacancies.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation by resolution supported by a majority of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer’s successor being appointed;
- b) the Officer’s resignation;
- c) such Officer ceasing to be a Director (if a necessary qualification of appointment); or
- d) such Officer’s death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

COMMITTEES

39. **Constitution of Committees.** The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit, except those powers set out in the Act that are not permitted to be delegated. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any Committee Member may be removed by resolution of the Board.

40. **Membership of Committee.** The Board may annually or more often appoint any Committee Member and shall designate one of the Directors of the Corporation as Chair thereof. The Chair of the Board shall

be an ex officio member of each such committee. Committee Members must be Members of the Corporation. Committee Members shall be subject to removal by the Board at any time with or without cause. Committee Members shall serve without remuneration but shall be entitled to reimbursement for any reasonable expenses which they may incur in the performance of their duties.

41. **Meetings.** The committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chairperson of the committee shall have a second or casting vote.

NOTICES GENERALLY

42. **Service.** Any notice required to be sent to any Member or Director or to the auditor of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at its latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any facsimile, email or other electronic means shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor or Member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

43. **Computation of Time.** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period but the day for which notice is given shall be so counted. Where the term "business days" is used in this By-law it shall mean Mondays, Tuesdays, Wednesdays, Thursdays and Fridays except where such days fall on statutory holidays.

44. **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

EXECUTION OF INSTRUMENTS

45. **Execution of Documents.** All cheques, deeds, transfers, assignments, contracts, obligations, expenditures, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors, and such persons as appointed pursuant to a resolution of the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any

instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

46. **Indemnity.** No Director, Officer or Committee Member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, Committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation 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 of the duties of his or her respective office or trust provided that they have:

- a) complied with the Act and the Corporation's Articles and By-laws; and
- b) exercised their powers and discharged their duties in accordance with the Act.

VOTING SHARES AND SECURITIES IN OTHER ISSUERS

47. **Voting.** All of the shares or other securities carrying voting rights of any other body corporate or other issuer held from time to time by the Corporation 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 other body corporate or other issuer and in such manner and by such person or person as the Board shall from time to time determine. The duly authorized signing Officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the 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.

REGISTERED OFFICE

48. **Registered Office.** Unless changed by resolution of the Board, the registered office of the Corporation shall be at 190 Hanlon Creek Blvd, Guelph, Ontario, N1C 0A1

CORPORATE SEAL

49. **Seal.** The seal of the Corporation, if any, shall be in the form determined by the Board.

CUSTODY OF SECURITIES AND BANKING

50. **Banking.** The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

WINDING UP

51. **Winding Up.** Should the Corporation cease to operate, or should the Directors decide to wind up the affairs of the Corporation, all liabilities of the Corporation are to be discharged and the Directors shall distribute the remaining assets to one or more registered charitable organizations in Canada that have similar objectives as the Guelph Humane Society Incorporated.

FISCAL YEAR

52. **Fiscal Year.** The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

REPEAL OF PREVIOUS BY-LAWS

53. **Repeal.** Any and all By-laws of the Corporation passed or enacted prior to the date of enactment of this By-Law are hereby repealed.

APPLICATION AND AMENDMENTS

54. **No Retroactive Application.** No By-law shall be retroactively passed or enacted, unless it is deemed necessary by a majority vote of the members of the Corporation.

55. **Amendments to By-laws.** The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a membership, changing the manner of giving notice to Members entitled to vote at a Meeting of Members, or changing the method of voting by Members not in attendance at a Meeting of Members.

ENACTED []

Secretary

Chair



Schedule A

The Guelph Humane Society Incorporated

Protection of Confidential Information Agreement for Directors

I _____, have been made aware of the confidential nature of information concerning animals, donors, personnel, and other types of information related to the operations of *The Guelph Humane Society Incorporated. (GHS)*

At all times, privacy and dignity of the animals, clients, donors, volunteers and staff will be respected, and the mission, vision and philosophy of the GHS will be followed in accordance with the GHS policies, standards and guidelines. As a director of the Guelph Humane Society Incorporated, you may have access to information and documents relating to animals, clients, donors, volunteers and staff that are private and confidential in nature. All records are the property of the GHS and will be treated as confidential material; reasonable care and caution should be exercised to protect and maintain total confidentiality. No person shall read records or discuss such information unless there is a legitimate purpose. GHS information shall not be discussed with people outside the GHS, including immediate family members, throughout and beyond tenure with the GHS. GHS prohibits any temporary or permanent removal of confidential records from the premises of the GHS.

I understand that non-compliance with any of the above terms may result in the termination of my director services with the GHS.

Signature: _____

Date: _____

Witness: _____



Schedule B

Proxy Form of the Guelph Humane Society Incorporated (the "Corporation")

The undersigned voting Member of the Corporation hereby appoints _____ of the Corporation or failing the person appointed above, _____ of the Corporation, as the proxy of the undersigned to attend and act at the Annual Meeting/Special Meeting of the said Corporation to be held on the _____ day of _____, 20____ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

Dated this _____ day of _____, 20____.

[Signature of Member]

Name of Member: _____

Please return an executed version of this Proxy Form to the Corporation before such Annual Meeting/Special Meeting referenced hereto in person or by other electronic means.