

BY-LAW NO.1

A By-law relating generally to the Conduct and Affairs of

THE NEWFOUNDLAND AND LABRADOR ANIMAL WELFARE SOCIETY

A **BY-LAW** made by the Newfoundland and Labrador Animal Welfare Society on the 28th day of June, 2015.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the Newfoundland and Labrador Animal Welfare Society, incorporated under the Corporations Act, hereinafter called the "Society", or called and or referred to as "SPCA NL", as follows:

DEFINITIONS

1. In this By-law and all other By-laws of the Society, unless the context otherwise specifies or requires:
 - a. **"Act"** means the Corporations Act, RSNL, 1190, c.C-36, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, and references in the by-laws of the Society shall be read as referring to the amended or substituted provisions therefore;
 - b. **"Board"** means the Board of Directors of the Society or a Branch pursuant to these By-laws;
 - c. **"Branch"** means a Branch of The Newfoundland and Labrador Animal Welfare Society formed and established under Section 54 of these By-laws.
 - d. **"By-law"** means any By-laws of the Society from time to time in force and effect;
 - e. **"Directors"** means the Directors of the Society for the time being, elected pursuant to these By-laws
 - f. **"Member"** means a member of the Society or Branch in accordance with these By-laws;
 - g. **"Officer"** means an executive member of the Society elected pursuant to these By-laws;
 - h. **"Society"** means the Newfoundland and Labrador Animal Welfare Society, a corporation incorporated without share capital under the Act;

- i. **“SPCA NL”** means the Trade Name for the corporation, incorporated as The Newfoundland and Labrador Animal Welfare Society, hereinafter known, called or referred to as SPCA NL in accordance and pursuant to these By-laws;
- j. **“Executive Committee”** means a member holding the office of Chairperson, Vice Chairperson, Secretary and Treasurer elected in pursuant to these By-laws of the Society. It is hereby known as the Executive Committee and or Executive;
- k. All terms contained in the By-laws which are defined in the Act shall have the meanings given to such terms in the Act;

MEMBERSHIP

- 2. **Membership.** Membership in the Society shall be based upon and attained upon payment of an annual membership fee, through Branches. Memberships will expire one (1) year from the date of purchase.
- 3. **Honorary Life Members.** Any individual, family, association, institution or corporation may be admitted to honorary life membership in the Society from time to time by resolution of the directors. All honorary life members shall be exempt from any requirement to annual dues or fees.
- 4. **Fees.** The Board of Directors of a Branch may from time to time fix annual dues or fees payable by the members or any specific category of members. The Board shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Branch, but any such members may on payment of all unpaid dues or fees be reinstated as members by the directors of the Branch.
- 5. **Duties of Members.** Every member of the Society or a Branch must comply with these By-laws and the Code of Ethics, and an undertaking to do so shall be included in every membership application.
- 6. **Resignation from Membership.** Any member may resign from membership in the Society or Branch upon notice in writing thereof received by the Secretary of the Society or Branch.
- 7. **Termination of Membership.** The Board of Directors may cancel the membership of member by a motion passed by an absolute two-thirds majority vote of the Directors at any ordinary or special meeting of the Board. The notice of the Board meeting at which the motion for cancellation will be considered must include a brief statement of the reasons or reason for the proposed cancellation and a copy of the statement must be provided to the person whose membership

is the subject of the proposed resolution. The person whose membership is the subject of the proposed resolution must be given an opportunity to be heard at the Board meeting before the resolution for cancellation is put to a vote.

8. **Amendment.** Sections 2 and 3 of this By-law shall not be amended, repealed or rescinded except by a By-law confirmed by at least three-quarters of the votes cast at a special general meeting of the Society duly called for that purpose.
9. **Partnerships.** Other animal welfare groups may not become part of the Society, but informal collaborative arrangements to support animal welfare initiatives can be sought. The basis of these relationships must be articulated in writing, with the approval of the Board of Directors and or executive Committee. Organizations that work with the Society must:
 - a. Be a registered charity with Canada Revenue Agency;
 - b. Have a published mission and mandate;
 - c. Have likeminded principles regarding animal welfare;
 - d. Not be involved knowingly, directly or indirectly in the exploitation of animals in such a way as to cause them unnecessary suffering or have been charged under any animal cruelty act, provincial or federal;
 - e. The objectives of the relationship must advance the strategic and operational imperatives of the Society;
 - f. The Society must have the necessary resources to accommodate the request(s)
 - g. Agree to develop joint communications/media processes for the partnership.

MEETINGS OF MEMBERS

10. **Annual Meetings.** The annual meeting of the members shall be held at any place within Newfoundland and Labrador, on such day in each year and at such time as the directors may by resolution determine. At annual meetings there shall be presented a report of the directors on the affairs of the Society for the previous year, a financial statement of the Society and the auditor's report thereon as required by the Act, and such other information or reports relating to the Society's affairs as the directors may determine.
11. **Special General Meetings.** Other meetings of the members (to be known as "special general meetings") may be convened by order of the Chair or a Vice-Chair or by the Board of Directors to be held at any date and time and at any place within Newfoundland and Labrador. The Board of directors shall call a special general meeting of members on written requisition of not less than fifty (50) regular members in good standing.

12. **Notice.** Notice stating the day, hour and place of meeting and the general nature of the business to be transacted thereat shall be published electronically through branch websites, the Societies website, if there is one, through social media such as facebook, twitter, blog, and or newspaper having general circulation in the Province of Newfoundland and Labrador at least twenty-one (21) days before the date of every meeting, provided always that a meeting of members may be held for any purpose at any date and time and at any place within Newfoundland Labrador without notice if all the members are present in person, in writing, at the meeting or if all the absent members entitled to notice of such meeting shall be signified their assent in writing to such meeting being held and such assent may be validly given either before or after the meeting to which such assent relates. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.
13. **Omission of Notice.** The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Society shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
14. **Voting.** Each member in good standing and is a resident of Newfoundland and Labrador who has been a member in good standing for at least six months previous to the meeting at which there is a vote and each honorary life member who has been an honorary life member or member in good standing for at least six months previous to the meeting at which there is a vote shall be entitled to one vote at any meeting of members. Any family or Corporation which is a regular or honorary member in good standing resident in Newfoundland and Labrador and who have been such a member in good standing for at least six months previous to the meeting at which there is a vote shall be entitled to one vote per family or per Corporation at any meeting of members. Unless the Act or these 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 and in case of any equality of votes the chairman shall, both on a show of hands and at a poll, have a second or casting vote in addition to the vote to which he is entitled as a member. At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority of votes is 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. Proxy voting is not permitted.
15. **Chairperson.** In the absence of the Chair and every Vice-Chair, the members present shall choose another Director as chairperson and, if no director is

present or if all the Directors present decline to act as chairperson, the members present shall choose one of the members present to be chairperson.

16. **Polls.** If at any meeting a poll is taken on the election of a chairperson or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as the election of Directors, it shall be taken in such manner and either at once or after adjournment as the chairperson directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
17. **Adjournments.** The chairperson may, with the consent of any meeting, adjourn the same from time to time to a fixed time and place within Newfoundland and Labrador and no notice of the time and place for the holdings of the adjourned meeting need be given to the members. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.
18. **Quorum.** The presence of 50% plus one shall be a quorum of any meeting of members for the choice of a chairperson and the adjournment of the meeting; for all other purposes the presence of 50% plus one regular members in good standing shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

DIRECTORS

19. **Number and Powers.** The affairs of the Society shall be managed by a Board of Directors consisting of not less than ten (10) persons or more than twice the total number of branches in good standing within the Society. Two Directors shall be elected by each Branch in good standing. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the By-laws of the Society or by statute expressly directed or required to be done by the Society at a meeting of members.
20. **Qualifications of Directors.** Every Director shall be nineteen (19) or more years of age and, subject to the provisions of section 172 of the *Act*, shall, at the time of their election and throughout the term of their office, be a member of the Society in good standing.
21. **Directors.** Persons elected as Directors shall continue until their successors are elected.
22. **Appointment of Directors and Term of Office.** Appointment of directors is made annually at the AGM. Each Branch in good standing is to put forward two

members from their current Board. Upon the creation of a vacancy, an interim replacement will be provided by the Branch creating that vacancy until the subsequent AGM.

23. Vacation of Office. The office of a Director of the Society shall become vacated:

- a. if he becomes bankrupt or a receiving order is made against him or he makes an assignment under the Bankruptcy and Insolvency Act (R.S.C., 1985, c. B-3) or any statute that may be substituted therefore;
- b. if an order is made declaring him to be a mentally incompetent person or incapable of managing her or his own affairs;
- c. if he is convicted of any criminal offence;
- d. if by notice in writing to the Secretary of the Society he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- e. if he ceases to be a member; or
- f. if s/he is removed in accordance with paragraph 22 hereof; or
- g. If s/he misses three (3) consecutive meetings (including teleconferences) without reasons satisfactory to the Board.

24. Removal of Directors. The members of the Board of Directors of the Society may, by resolution passed by an absolute two-thirds majority of the Board of Directors in respect of which notice specifying the intention to pass such a resolution has been given to all members, remove any Director before the expiration of his term and may, by a majority of the votes cast at such meeting, elect any person in his stead for the remainder of his term.

25. Remuneration of Directors. The Directors shall serve without remuneration for serving as a Director and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

POWERS AND RESPONSIBILITIES OF DIRECTORS

26. Administer Affairs. The Board of Directors of the Society shall administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is otherwise authorized to exercise and do.

27. **Expenditures.** The Executive and or by resolution of the Board of Directors shall have power to authorize expenditures on behalf of the Society from time to time for the purpose of furthering the objects of the Society.
28. **Fund Raising.** The Board of Directors shall take such steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.
29. **Employees.** The Board of Directors may authorize the employment of such individuals as it deems necessary for the proper conduct of the affairs of the Society, at such remuneration and upon such conditions as maybe agreed.
30. **Budgets.** The Board of Directors shall meet, to approve the operating budgets of the Society for the next fiscal year.
31. **Books and Records.** The Board of Directors shall ensure that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept.

MEETINGS OF DIRECTORS

32. **Place of Meetings.** Meetings of the Board of Directors may be held either at the registered office of the Society or at any other place within Newfoundland and Labrador. They may be held via teleconference or videoconference.
33. **Regular Meetings.** Regular meetings shall be monthly with a minimum of ten (10) annually.
34. **Notice.** A meeting of Directors may be convened at any time by the Chair or a Vice-Chair or any two (2) Directors. The Secretary, by direction of the Chair or a Vice-Chair or any two (2) Directors, shall convene a meeting of Directors. The Directors may from time to time by resolution determine to hold regular meetings of the Directors and shall by such resolution fix the dates or times of such regular meetings; so long as any such resolution is in effect the Secretary of the Society shall convene such regular meetings by notice given in the manner hereinafter referred to;
 - a. 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 of Directors may be held at anytime without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their

absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director and such waiver may be validly given either before or after the meeting to which such waiver relates.

- b. For the first meeting of the Board of Directors to be held immediately following the election of Directors at an annual or special general meeting of the members or for a meeting of the Board of Directors 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.

35. Quorum and Voting. A Majority of Directors shall constitute a quorum for the transaction of business. Questions arising at any meeting of Directors shall be decided by a majority of votes, the chairman of the meeting, in addition to his original vote, shall have a second or casting vote.

CONFLICTS OF INTEREST

36. Any member or Director who has an interest in, or who has an interest in a commercial enterprise which has an interest in, a contract or proposed contract with the Society shall disclose the nature and extent of such interest at the meeting of the Society of the Board at which time the same is first considered.

37. No members shall vote on any question before the Society and no Director shall vote on any question before the Board of Directors upon the determination of which he, any immediate relative or any commercial enterprise in which any of them has an interest, may derive any pecuniary or other material advantage.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

38. The Board of Directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual general meeting of the members or at any special general meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by majority of the votes cast at any such meeting (unless any different or additional requirements is imposed by the Act) shall be as valid and as binding upon the Society and upon all the members as if it had been approved or ratified by every member of the Society.

INDEMNITIES TO DIRECTORS AND OTHERS

39. Every Director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society 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 Society, 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 which 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 sustained or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

40. No Director or officer for the time being of the Society 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 suffered or incurred by the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

The Directors for the time being of the Society shall not be 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 on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or officer of the Society shall be employed by or shall perform services for the Society otherwise than as Director or officer or shall be a member of a firm or a stakeholder, Director or officer of a company which is employed by or performs services for the Society, the fact of his being a Director or officer of the Society shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

EXECUTIVE COMMITTEE

41. **Establishment of an Executive Committee.** The Directors may from time to time by resolution elect any person to serve as a member of the Executive Committee. The Executive Committee, if any, shall serve in an advisory capacity to the Directors of the Society and, by virtue of their expertise, training, position, resources or otherwise, shall assist the Society in the attainment of its objects.
42. **Resignation of Executives.** Any member of the Executive Committee may at any time resign from membership in the Executive Committee.
43. **Termination of Executives.** Any member of the Executive Committee shall cease to be a member of the Executive Committee upon a resolution to that effect being passed by at least three-quarters of the votes cast at a meeting of the Directors of the Society.

OFFICERS

44. **Appointment.** The Board of Directors shall annually or more often as may be required appoint one or more Vice-Chairs, a Secretary and a Treasurer. The immediate past Chair shall be an ex-officio officer of the Society. Any person may, in the discretion of the Directors, hold one or more offices. The Directors may appoint such officers and agents as they shall deem necessary who, together with the immediate past Chair, shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.
45. **Delegation of Duties of Officers.** In case of the absence or inability to act of the Chair, a Vice-Chair or any other officer of the Society or for any other reason that the Directors may 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.
46. **Chair.** The Chair shall, when present, preside as chairman at all meetings of the Board of Directors and of members of the Society. The Chair shall be the chief executive officer of the Society. He shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him by the Board of Directors of the Society.
47. **Vice Chair.** The Vice-Chair or, if more than one, the Vice Chairs in order of seniority shall be vested with all the powers and shall perform all duties of the Chair in the absence or inability or refusal to act of the Chair. The Vice-Chair or, if more than one, the Vice-Chair shall possess and may exercise such powers and duties as may from time to time be assigned to him or them by the Board of Directors.

48. **Secretary.** The Secretary shall, when present, act as Secretary of all meetings of Directors and members, and shall have charge of the minute books of the Society and the documents and registers to in the Act. He shall perform all duties incident to his office or that are properly required of him by the Board of Directors.
49. **Treasurer.** The Treasurer shall collect all Society revenues and, subject to the provisions of any resolution of the Board of Directors, shall have the care and custody of all the funds and securities of the Society and shall deposit the same in the name of the Society 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 account and accounting records required by the Act. He shall perform all duties incident to his office or that are properly required of him by the Board of Directors. He may be required to give such bonds for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Society to receive any indemnity thereby provided.
50. **Vacancies.** In the office of the Chair, any Vice-Chair, the Treasurer or the Secretary shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors may appoint an officer to fill such vacancy.

COMMITTEES

51. **Constitution of Committees.** The Board of Directors may from time to time constitute committees as it deems necessary and shall prescribe their duties.
52. **Membership of Committees Generally.** The Board of Directors may annually or more often appoint not less than three (3) persons to be members of each committee and shall designate one of the members of each committee as chairman thereof. The Chair or one Vice-Chair shall be a member of each such committee. Members of committees shall be subject to removal by the Board of Directors at any time with or without cause. Members of committees shall serve without remuneration but shall be entitled to reimbursement for any expenses which they may incur.
53. **Meetings.** The committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that two (2) of the members of each committee shall constitute a quorum thereof for the transaction of business. 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 chairman shall have a second or casting vote.

BRANCHES

54. The Board of Directors may from time to time establish such branches throughout Newfoundland and Labrador as they deem appropriate which branches shall have autonomy in their operations provided however that each must attend an annual general meeting and furnish an audited financial statement and operational report to the Directors unless approval in advance for non-attendance at the Annual General Meeting is first obtained from the Board of Directors in which case a financial and operational report must be furnished in writing to the Secretary in advance of the Annual General Meeting.
55. Each Branch shall adopt a By-law to govern its affairs resembling as closely as possible this By-law recognizing that deviations may be necessary because the situation of each branch may be unique and copies of the By-law promulgated by each Branch shall be forwarded to the Executive Committee.
56. Each Branch in existence as of the date of the passage or an enactment of this By-law shall be deemed to be a branch in good standing of the Society and future Branches shall come into existence upon the receipt of a letter of certification to the effect from the Board.
57. The Board may cause a Branch to cease to have existence as a Branch of this Society by passage of a resolution at a Board of Directors meeting to this effect and upon the passage of such a resolution at a Board of Directors meeting any such Branch shall cease to exist as a Branch or to be in any way affiliated with the Society.
58. Each Branch shall adopt the Branch Policy and Procedures Manual to govern its affairs as closely as possible.

BRANCH MEETINGS

59. **Annual Meetings** – The annual general meeting of branches shall be held at a location within its catchment area of Newfoundland and Labrador, on such day in each year and at such time prior to the Societies Annual General Meeting, or by resolution of a branch. At annual general meetings there shall be presented a report of the branches affairs for the previous year, a financial statement of the branch and the auditor's report thereon as required by the Act, and such other

information or reports relating to the Branches affairs as the branch may determine and or the Executive or Board of Directors mat determine.

60. **Annual Reports** – Each branch shall furnish an audited financial statement and an operational report to the executive of the Society at least thirty (30) days prior to the Societies annual general meeting.
61. **Notice** – Notice stating the day, hour and place of meeting and the general nature of the business to be transacted thereat shall be published electronically through branch websites, the Societies website, if there is one, through social media such as facebook, twitter, blog, or newspaper. Each branch shall notify the Executive of the Society of such meeting.
62. **Board** – Each branch of the society shall have a board of directors of no more then fifteen (15) Directors, and no less then five (5) Directors. Each branch shall present this recommended slate of positions to a annual general meeting;
- a. Chairperson
 - b. Vice Chairperson
 - c. Director of Shelter Operations
 - d. Director of Treasurer
 - e. Director of Communications
 - f. Director of Fundraising
 - g. Director of Volunteers
 - h. Director of Secretary
 - i. Director of Education
 - j. Director at Large
 - k. Director at Large
 - l. Director at Large
 - m. Director at Large
 - n. Director at Large

Each branch of the Society shall present this slate to the Executive of the Society thirty (30) days prior to the Societies annual general meeting or otherwise agreed upon by the executive of the Society.

NOTICES

63. **Service.** Any notice to be given to any member, Director or auditor shall be served either personally or by sending it through the post in a prepaid envelope or wrapper or by facsimile transmittal to such member, Director or auditor addressed to him at his address as the same appears in the books of the Society, or if no address be given therein, then addressed to the last address of such member, Director or auditor known to the Secretary of the Society. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice as properly addressed and put into a post office or into a post office box.

64. **Signature to Notices.** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed. Without derogating from any provision of the Act or this By-law requiring a longer period of notice, every notice sent by post shall be given at least fourteen (14) days in advance of the date of the meeting to which it relates.
65. **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.
66. **Proof of Service.** A certificate of the Chair, any Vice-Chair, the Treasurer or the Secretary of the Society or of any other officer of the Society in office at the time of making of the certificate as to the facts in relation to the mailing or delivery of any notice to any member, Director or auditor or publication or any notice shall be conclusive evidence thereof and shall be binding on every member, Director or auditor of the Society, as the case may be.

CHEQUES, DRAFTS, NOTES, ETC

67. All financial instruments for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, and in such manner as the Board of Directors may from time to time designate by resolution.

REGISTERED OFFICE

68. The Directors may from time to time by resolution fix the location of the registered office of the Society within Newfoundland and Labrador.

SEAL

69. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Society. The seal shall be retained in the custody of the Secretary of the Society.

ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

70. By-laws of the Society may be enacted and such By-laws repealed or amended, by a By-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members present at an annual general meeting or other meeting of members duly called for the purpose of considering said By-law.

AUDITORS

71. The members shall, at each annual meeting appoint an auditor to audit the accounts of the Society to hold office until the next annual meeting of members provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors. Unless

all the members consent in writing, the auditors may not be, nor be associated with, a Director, officer or employee of the Society or a corporation which is affiliated with the Society.

EXECUTION OF CONTRACTS

72. Contracts, documents or instruments in writing requiring the signature of the Society may be signed by the Chair or a Vice-Chair together with the Secretary or the Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Society either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- a. The seal of the Society may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board of Directors. The Secretary of the Society shall certify all documents issued by the Society.
 - b. The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assigns of property, real, or personal, immovable or moveable, powers of attorney, agreements, releases, receipts and discharges and assignments of shares, bonds, debentures, or other securities and all paper writings.
 - c. In particular, without limiting the generality of the foregoing, the Chair or a Vice-Chair together with the Secretary or the Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Society and to sign and execute (under the corporate seal of the Society 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, bonds, debentures, rights, warrants or other securities.

FISCAL YEAR

73. The first fiscal year period of the Society shall terminate on December 31, 2015 and thereafter the fiscal year of the Society shall terminate on the last day of December in each year or such other date as the Directors may from time to time by resolution determine.

WRITTEN RESOLUTIONS

74. Subject to the Act, the articles of the Society or the By-laws, a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Directors or a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had passed at a meeting of Directors or a meeting of members, respectively.

Such resolutions in writing satisfy all the requirements of the By-laws relating to meetings of Directors or members.

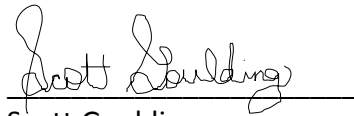
AMMENDMENT OF BY-LAWS/MISCELLANEOUS

75. **Application of By-laws.** The By-laws of the Society shall bind the Society, the members and their respective successors, heirs, executors, administrators and assigns.
76. **Severability.** The invalidity, in whole or in part, of any provision or provisions, paragraph or paragraphs, or clause or clauses in the By-law contained shall not affect the validity of the remaining portion of such provision or provisions, paragraph, paragraphs, or clause or clauses of this By-law.
77. **Contextual interpretation.** In this By-law and all other By-Laws of the Society, unless the context otherwise requires, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender and neuter gender; and words importing person shall include companies, corporations, partnerships and any number or aggregate of persons.
78. **Waiver.** No restrictions, conditions, obligations or provisions contained in this By-law or any amendments thereto shall be deemed to have been abrogated or waived by reason of any failure to enforce the same irrespective of the number of violations or breaches thereof which may occur.
79. **Headings.** The headings in the body of this By-law No.1 form no part of this By-law and shall be deemed to be inserted for convenience or reference only.
80. **Repeal.** Upon ratification by the members of the Society of this By-law, all previous By-laws of the Society are hereby repealed.

The forgoing By-law is hereby enacted and passed as By-law No.1 of the Newfoundland and Labrador Animal Welfare Society (SPCA NL).

DATED at Gander, in the Province of Newfoundland and Labrador, Canada, this 28th day of June, 2015.

Signed on behalf of the Board of Directors;



Scott Goulding
Chairperson



Witness