



## Special Resolution: Revisions to the Edmonton Humane Society By-laws

**Decision point:**

To review and approve the revised By-laws for the Edmonton Humane Society for the Prevention of Cruelty to Animals.

**Background:**

The Board of Directors for the Edmonton Humane Society has reviewed and updated our By-laws in order to ensure they continue to meet the Society’s needs and governance best practices. The By-laws were last revised in 2021. The Board engaged the law firm, Brownlee LLP, to provide counsel to ensure the proposed changes were valid and in keeping with best practice.

The table below summarizes the key changes and the rationale behind those changes. Attached to this summary are the proposed new, revised By-laws.

*Please note:* The changes highlighted in this table are not exhaustive. Only key, material additions or changes in the By-laws have been included to improve the ease of reference for Members.

Article number in the By-laws	What the 2021 By-laws say	New proposed By-law change	Why we are recommending the change
1.01(e)	"Majority" means a simple majority of not less than 51% of those Directors or Members who are entitled to vote in person or by Proxy	"Majority" means a simple majority of not less than 50% plus one of those Directors or Members who are entitled to vote in person or by Proxy	Ensure clarity for the calculation of a majority.
1.01(f)	"Member" means any person who is duly approved as a Member of the Society from time to time in accordance with these By-laws	"Member" means any person(s), organization, corporate entity or non-profit organization who is duly approved as a Member of the Society from time to time in accordance with these By-laws	To be consistent with our practice of having an organizational membership category.





Article number in the By-laws	What the 2021 By-laws say	New proposed By-law change	Why we are recommending the change
3.05(b)	<p>All Members are entitled to vote at an Annual General Meeting or at a Special Meeting of the Members, subject to the following restrictions:</p> <p>(b) Members who have been Members for less than <u>90 days</u> prior to the meeting in question are not entitled to vote at such meeting</p>	<p>All Members are entitled to vote at an Annual General Meeting or at a Special Meeting of the Members, subject to the following restrictions:</p> <p>(b) Members who have been Members for less than <u>30 days</u> prior to the meeting in question are not entitled to vote at such meeting</p>	<p>To allow members to join and having voting privileges closer to Annual General Meetings and Special Meetings.</p>
3.08(a)	<p>Notice of a meeting of the Members must be given in accordance with the following criteria:</p> <p>(i) not less than 21 days before such meeting is scheduled to be convened; and</p> <p>(ii) in writing by at least one of the following means:</p> <p>(A) postmarked and mailed to each Member;</p> <p>(B) sent by electronic transmission to each Member including social media platforms;</p> <p>(C) published in a newspaper circulating in the Edmonton area; or</p> <p>(D) posted on the Society's website.</p>	<p>Notice of a meeting of the Members must be given in accordance with the following criteria:</p> <p>(i) not less than 21 days before such meeting is scheduled to be convened; and</p> <p>(ii) in writing by at least one of the following means:</p> <p>(A) sent by electronic transmission to each Member including social media platforms;</p> <p>(B) postmarked and mailed to each Member; or</p> <p>(C) posted on the Society's website and associated social media platforms and applications.</p>	<p>To align the criteria with currently accepted methods of notifications.</p>
3.09(c)	<p>A quorum at any meeting of the Members is 40 voting members in good standing.</p>	<p>A quorum at any meeting of the Members is 15 voting members in good standing.</p>	<p>To better align with common practice.</p>



Article number in the By-laws	What the 2021 By-laws say	New proposed By-law change	Why we are recommending the change
3.10	<ul style="list-style-type: none"> <li>(a) Every question at a meeting of the Members shall be decided by a Majority of the votes of the Members unless otherwise required by these By-laws or by the Societies Act.</li> <li>(b) Voting at a meeting of the Members may take place in person or by Proxy.</li> <li>(c) The form of Proxy shall be issued or approved by the Directors in the notice of meeting of the Members pursuant to these By-Laws.</li> <li>(d) Prior to or during the proceedings of a meeting of the Members, the Chair or his/her delegate shall inspect each Proxy for due completion. The decision whether a Proxy has been duly completed shall be made in the sole discretion of the Chair or his/her delegate in accordance with these By-Laws.</li> <li>(e) If there is an equality of votes, then the Chair of such meeting has a casting vote in order to eliminate such equality.</li> </ul>	<ul style="list-style-type: none"> <li>(a) Every question at a meeting of the Members shall be decided by a Majority of the votes of the Members unless otherwise required by these By-laws or by the Societies Act.</li> <li>(b) Voting at a meeting of the Members may take place through an electronic interface, by electronic transmission, in person or by Proxy.</li> <li>(c) All information required for electronic voting shall be provided to Members in the notice of meeting of the Members pursuant to these By-Laws.</li> <li>(d) The form of Proxy shall be issued or approved by the Directors in the notice of meeting of the Members pursuant to these By-Laws.</li> <li>(e) During the proceedings of a meeting of the Members, the Chair or his/her delegate shall inspect the status, correctness and completion of all votes submitted electronically. The decision whether an electronic vote by a Member has been completed and available for consolidation for any vote of the Members shall be made in the sole direction of the Chair or his/her delegate in accordance with these By-Laws.</li> </ul>	To allow for electronic voting at Annual General Meetings in the future.



Article number in the By-laws	What the 2021 By-laws say	New proposed By-law change	Why we are recommending the change
		<p>(f) Any vote completed by electronic transmission or interface which does not meet the requirements of these By-Laws shall be re-cast as an in person vote of the Members.</p> <p>(g) Prior to or during the proceedings of a meeting of the Members, the Chair or his/her delegate shall inspect each Proxy for due completion. The decision whether a Proxy has been duly completed shall be made in the sole discretion of the Chair or his/her delegate in accordance with these By-Laws.</p> <p>(h) If there is an equality of votes, then the Chair of such meeting has the casting vote in order to eliminate such equality.</p>	
4.03(b)	<p>Each Director to be elected to the Board shall meet all of the following qualifications:</p> <p>(a) a Member in good standing for a period of at least 30 days prior to the Annual General Meeting;</p> <p>(b) 18 years of age or older;</p> <p>(c) is knowledgeable of and supports the objects and By-laws of the Society;</p> <p>(d) is not an employee of the Society; and</p>	<p>Each Director to be elected to the Board shall meet all of the following qualifications:</p> <p>a) a Member in good standing for a period of at least 30 days prior to the Annual General Meeting;</p> <p>b) Is or intends to become an Alberta primary resident for the duration of their term as Director</p> <p>c) 18 years of age or older;</p>	To ensure Directors have a connection to the community



Article number in the By-laws	What the 2021 By-laws say	New proposed By-law change	Why we are recommending the change
	(e) such additional criteria and qualifications as may be established by the Board from time to time and stated in a duly adopted Board policy.	d) is knowledgeable of and supports the objects and By-laws of the Society; e) is not an employee of the Society; and f) such additional criteria and qualifications as may be established by the Board from time to time and stated in a duly adopted Board policy.	

If these By-laws are approved by the Members, the By-laws will be sent to Service Alberta for approval. The By-laws will come into effect once they are approved by Service Alberta. Members will be notified of this approval or any requests for changes.

**Special Resolution Motion:**

Approve the revised By-laws for The Edmonton Humane Society for the Prevention of Cruelty to Animals and submit these By-laws to Service Alberta for approval.

