

THE DONKEY SANCTUARY OF CANADA

Incorporated under Letters Patent of the Province of Ontario dated the 24th day of August, 1992

BY-LAW NO. 4

A by-law relating generally to the objectives of The Donkey Sanctuary of Canada (hereinafter referred to as "the DSC") and the composition and conduct of the Board of Directors (hereinafter referred to as "the Board").

BE IT ENACTED as a by-law of the DSC as follows:

PART I — GENERAL

1.0 REPEAL OF EARLIER BY-LAW

- 1.1 By-law NO. 4 shall come into full force and effect upon approval by the DSC membership at the Annual General Meeting to be held on August 5th, 2020. By-Law #3 of the DSC is repealed and the following By-Law #4 shall replace By-Law #3 of the DSC.

2.0 HEAD OFFICE

- 2.1 The Head Office of the DSC shall be in the Township of Puslinch and at such location therein as the Board of Directors may from time to time determine.

3.0 SEAL

- 3.1 The seal, an impression of which is stamped in the margin hereof, shall be the Corporate Seal of the DSC.

4.0 OBJECTIVES

- 4.1 In keeping with the DSC's Letters Patent, the objectives of the DSC shall be to prevent cruelty to and promote the humane treatment and welfare of animals in general, and donkeys, mules and hinnies in particular, including the following:
 - a. To establish and maintain a sanctuary for neglected, unwanted and or abused donkeys, mules and other equine animals in a setting that promotes the conservation and protection of Canada's environmental heritage.
 - b. To provide protection, medical care and shelter to neglected, unwanted and or abused donkeys, mules and other equine animals.
 - c. To make available education programs that promote the concepts of stewardship of animals and land, including improved standards and

knowledge of animal welfare within environmentally sustainable land practices.

- d. To support and carry out academic research respecting the social behaviour, biology, care and training requirements of donkeys, mules and other equine animals.

PART II — MEMBERSHIP

5.0 MEMBERSHIP

- 5.1 The Board may by Resolution establish the classes of membership; and, set a minimum fee applicable to specific classes of membership.
- 5.2 Membership shall be composed of persons who support the objectives of the DSC, have paid the fee applicable to their class of membership and who are Members in good standing (hereinafter referred to as "Members")
- 5.3 The membership of any Member shall be automatically terminated if such Member fails to pay any fee within sixty days after it is due. Such termination of membership shall not prejudice the Member's right to apply for re-admission.
- 5.4 The Board may, by a resolution passed by a two-thirds (2/3) majority vote, terminate any membership for just cause.
- 5.5 Only Members in good standing can be Directors of the DSC.
- 5.6 Any Member of the DSC may resign as a Member of the DSC by letter addressed to the Secretary of the DSC at the Head Office of the DSC. The Board may, by resolution passed by a majority vote, request any Member to resign.

6.0 HONOURARY OFFICERS, HONOURARY MEMBERS AND PATRONS

- 6.1 Honourary officers, honourary members and patrons may be appointed by the Board or elected at the Annual General Meeting. Such persons shall not, by virtue of such position, have voting power or exercise any powers except as an honourarian.

PART III — BOARD OF DIRECTORS

7.0 BOARD COMPOSITION

- 7.1 The affairs of the DSC shall be governed by Directors who shall be eighteen (18) years of age or older and throughout their terms of office be Members

of the DSC. At least three quarters (3/4) of the Directors (minimum of six) shall be residents of the areas served by the DSC.

- 7.2 The Board shall by Resolution set a minimum and maximum number of appointed and/or elected Directors. In addition to the preceding, the Board may by Resolution appoint ex-officio and Life members to the Board.
- 7.3 Further to subsection 7.2, there shall be two ex-officio Board positions consisting of the immediate Past-Chair (voting member) and the Executive Director (non-voting member). The Founder Sandra Pady shall be a voting Life member of the Board.
- 7.4 The Directors, and all other members of the Board (described above) shall receive no remuneration for acting as such. A Director and/or other member of the Board may be reimbursed for expenses properly incurred on behalf of the DSC.

8.0 POWERS OF THE BOARD OF DIRECTORS

- 8.1 The Board may make decisions or carry out such acts as are desirable or necessary in formulating the general policies of the DSC and in directing and governing its affairs with the exception of such matters that are required to be carried out by the Members at the Annual General Meeting.
- 8.2 The Board may from time to time constitute committees as it deems necessary to assist the Board members carry on the affairs of DSC and shall prescribe and/or approve the committees' Terms of Reference.

9.0 NOMINATING COMMITTEE

- 9.1 The Board shall by Resolution appoint a Governance & Nominating Committee (hereinafter referred to as "the Committee"). Composition and term shall follow the Committee's Terms of Reference as approved by the Board.
- 9.2 The Committee shall follow its mandate, goals and responsibilities in accordance with the Terms of Reference, including and not limited to ensuring, on a continuing basis, that the Board is composed of sufficiently and reasonably qualified and skilled persons capable of, and committed to providing effective governance leadership to DSC.
- 9.3 The Committee shall, as necessary, provide the Board with its proposed slate of Directors for approval by the Board prior to being recommended to the Members at the Annual General Meeting.
- 9.4 Nominations shall be received by the Committee no later than thirty (30) days prior to the Annual General Meeting and must be accompanied by the Member's signed consent.

10.0 ELECTION

- 10.1 Directors are elected at an Annual General Meeting to hold office for two (2) years or until successors have been appointed. Directors shall be limited to

a maximum of four (4) consecutive two (2) year terms. A former Director may reapply to the Board following a one (1) year absence. Elections shall take place by a show of hands unless a poll is demanded in which event election shall be by ballot.

11.0 VACANCY

11.1 When a Director's vacancy occurs on the Board, it may be filled for the unexpired term of office in accordance with the Governance & Nomination Committee. The appointment of a new Director shall be carried out by the Board.

12.0 DISQUALIFICATION OF DIRECTORS

12.1 A Director shall cease to be a Director of the DSC:

- a. If at any time they shall, in the opinion of the Board become of unsound mind or failed to fulfill Board expectations, duties and role;
- b. If they shall cease to be a Member in good standing of the DSC;
- c. If they shall submit their written resignation as a Director of the Board;
- d. If Members, by resolution passed by at least two-thirds ($\frac{2}{3}$) of the votes cast at a Special General Meeting of which notice of such resolution was given, remove them before the expiration of their term of office;
- e. If the Director is absent from three (3) consecutive meetings of the board, without the Chair's approval;
- f. If the Director becomes bankrupt;

PART IV — MEETINGS

13.0 BOARD OF DIRECTORS

13.1 Meetings of the Board shall be held at such times and locations as the Board shall determine. Board meetings shall be called by the Chair or Vice-Chair or at the written request of any four (4) Board Directors and the Secretary at the request of the Chair, Vice Chair or four (4) Directors shall convene the meeting. Notice of the time and location of such meetings shall be given to each Director of the Board at least one (1) clear day prior to the date of the meeting. However, no notice shall be required if all Directors are present or if those absent consent to the meeting being held without notice.

13.2 There shall be a minimum of four (4) meetings per year.

14.0 ANNUAL GENERAL MEETING

- 14.1 There will be an Annual General Meeting of the Members held on an annual basis at a time and location established by the Board. Notice of the Annual General Meeting must be given to the Members, the method to be determined from time to time by the Board, at least thirty (30) days in advance of the meeting.
- 14.2 The agenda of the Annual General Meeting shall include but not be limited to the following items:
- a. Minutes from the previous Annual General Meeting;
 - b. Report from the Executive Director;
 - c. Report from the Chair;
 - d. Annual Financial Statement (outlining the current financial position of the DSC);
 - e. Report of the Auditor
 - f. Election of new Board Directors.

15.0 SPECIAL GENERAL MEETING

- 15.1 A Special General Meeting may be called by the Board to address any matter that requires the attention of the Members before the Annual General Meeting. Notice of the meeting shall be given a minimum of fifteen (15) days in advance and the matter shall be deemed passed if two-thirds ($\frac{2}{3}$) of the Members in attendance at the Special General Meeting vote to support the motion. In addition, the Chair of the Board or, failing this person, the Executive Director shall call a General Meeting of the Members upon receipt of a written requisition to do so of not less than 5% of the Members entitled to vote at such a Meeting.

16.0 RULES

- 16.1 Bourinot's Rules of Order shall govern all meetings of the DSC.

17.0 ERRORS IN NOTICE

- 17.1 No error or failure to receive notice by any Member for an Annual General Meeting or Special General Meeting shall, in and of itself, invalidate such meeting or invalidate or void proceedings taken at such meeting.

18.0 QUORUM

- 18.1 The Board shall by Resolution set quorum for a meeting of the Board as follows: remove the Chair from the calculation, take half of the number of voting members plus one (1). A quorum shall include any Board voting member including Life or ex-officio members.

- 18.2 The quorum for an Annual General Meeting and a Special General Meeting shall be a minimum of ten (10) Members excluding Members who are Directors of the DSC.

19.0 VOTING

- 19.1 At all meetings of the Board, questions shall be decided by a simple majority of votes from all voting members, including those appointed as ex-officio or Life members. In cases of an equality of votes, the Chair of the meeting shall only vote to break a tie.
- 19.2 At all Annual General Meetings and Special General Meetings each Member of the DSC shall be entitled to one (1) vote and he or she may vote by proxy. The person assigned the proxy vote must be a Member. The assigned Member shall, prior to the meeting, produce for the Secretary of the meeting sufficient appointment in writing from the Member he or she is representing by proxy. No Member may carry more than three (3) votes. Unless a greater majority is required by law, a simple majority of votes will carry all motions. A declaration by the Chair that a resolution has been carried shall be conclusive evidence of the fact without further proof.

20.0 OFFICERS

20.1 ELECTION

The Board shall, at the first regular meeting after the Annual General Meeting, elect a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer. Neither the Secretary nor the Treasurer need be Directors of the Board. The Board shall, by Resolution, confirm which prior Committees of the Board continue.

20.2 QUALIFICATIONS

The Officers of the DSC shall be a Chair, one or more Vice-Chairs, a Secretary and a Treasurer. The Chair and Vice-Chair(s) shall be Directors of the Board. All Officers shall hold office for one (1) year at the pleasure of the Board.

20.3 DUTIES

- a. The Chair of the Board shall:
- i. Chair all meetings of the Board when present;
 - ii. Be an ex-officio voting member of all committees of the Board;
 - iii. Sign all by-laws and membership certificates;
 - iv. In addition to the Chair, the Board is responsible for the naming of Board members to committees, not otherwise provided for in the by-laws of the DSC;
 - v. Report to the Members at the Annual General Meeting concerning the operations of the DSC;

- vi. May supervise the Executive Director of the DSC, and/or request another Board member to supervise. Any performance review of the Executive Director shall be completed by the Board and/or Human Resource Committee, formed by Board Resolution. In cases of an equality of votes, the Chair shall only vote to break a tie.
 - vii. Perform such other duties as may from time to time be determined by the Board.
- b. The Vice-Chair(s) of the Board shall:
- i. Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair;
 - ii. Perform such other duties as may from time to time be determined by the Board.
- c. The Secretary of the Board shall:
- i. Attend all meetings of the Board;
 - ii. Record and distribute minutes of all the proceedings;
 - iii. Give required notices to DSC Members and the Board;
 - iv. Be knowledgeable of the location of the DSC's seal, all books, papers, records, correspondence, contracts and other documents belonging to the DSC;
 - v. Perform such other duties as may from time to time be determined by the Board.
- d. The Treasurer of the Board shall:
- i. Oversee the disbursements of the funds of the DSC under the direction of the Board;
 - ii. Render to the Board at regular meetings thereof or whenever required of him or her, an account of all of his or her transactions as Treasurer, and of the financial position of the DSC and interpretation thereof as appropriate;
 - iii. Have all financial statements audited;
 - iv. Develop and monitor, in cooperation with the Executive Director, the annual budget;
 - v. Perform such other duties as may from time to time be determined by the Board.

The Treasurer may delegate to employees of the DSC those duties that he or she considers appropriate to delegate and that are permitted by law to delegate.

21.0 EXECUTIVE COMMITTEE

- 21.1 The Board may elect to have an Executive Committee. The Board may from time to time fill any vacancies occurring on the Executive Committee.
- 21.2 The Executive Committee shall consist of the Chair, Vice-Chair(s), Treasurer, Secretary, and an appointed or elected member or and ex-officio voting member or such other member as the Board deems appropriate. They shall hold their terms for one (1) year and be elected at the first meeting of the Board after the Annual General Meeting.
- 21.3 In the event that it is not reasonably possible to convene a meeting of the Board of Directors, the Executive Committee shall process and may exercise (subject to any regulations which the Board may from time to time make and any specific directions which the Board may from time to time give) all the powers of the Board (save and except such powers as are required by law to be exercised by the Board).
- 21.4 The Executive Committee shall fix its own rules of procedure from time to time and shall meet where an as provided by such rules or by resolution of the Board or at the call of the Chair.
- 21.5 The Board may from time to time constitute committees as it deems necessary to assist the Directors in carrying on the affairs of the DSC and shall prescribe the duties of any such committees.

22.0 EXECUTIVE DIRECTOR

- 22.1 The Executive Director shall be appointed by the Board and shall be an ex-officio non-voting member of the Board.
- 22.2 The Executive Director shall be the chief administrative officer of the DSC and shall be responsible to the Board for the coordination of all affairs of the DSC.

23.0 SIGNING AUTHORITY

- 23.1 The Chair, Treasurer and Executive Director shall have signing authority for all financial transactions of the DSC. All transactions up to a figure established by the Board can be signed by one (1) of those stated. All transactions above that established amount shall be signed by two (2) of those stated. The Board may by resolution from time to time appoint any Officer(s) or Director(s) or any person or persons to sign on behalf of the Corporation any contracts, documents or instruments.

PART V — INDEMNIFICATION OF DIRECTORS

24.0 INDEMNIFICATION OF DIRECTORS

- 24.1 Except where such member of the Board (appointed/elected Directors, Officers, Life members or ex-officio voting members) has been guilty of willful neglect, default, fraudulent or criminal act, every Board member, and if applicable in the circumstances, his/her heirs, executors, administrators, assigns or other personal representatives shall at all times be indemnified and saved harmless out of the funds of the DSC as follows:
- i. All costs, charges and expenses that such Board member incurs in respect of any action or proceeding that is proposed or commenced against such Board member for or in respect of any act carried out or permitted by the Board in the execution of the duties of his/her office; and
 - ii. All costs, charges and expenses that the Board member sustains or incurs in respect of the affairs of the DSC.
- 24.2 The DSC shall purchase and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the DSC against any liability incurred in the person's capacity as a Director, Officer or other person acting on behalf of the DSC, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the DSC.

PART VI — CONFIDENTIALITY

25.0 CONFIDENTIALITY

- 25.1 Every Member and Director of the DSC shall respect the confidentiality of matters brought before the Board or before a committee or any matter dealt with in the course of the Members' or Directors' activities in the DSC.

PART VII — INTERPRETATION

26.0 INTERPRETATION

26.1 The singular shall include the plural and the plural the singular, the masculine and the feminine shall both be used where appropriate.

ACCEPTED by the Board of Directors on the 5th day of August, 2020

APPROVED by the Members at the Annual General Meeting held on the 5th day of August, 2020, in the Township of Puslinch.

Josey Kitson

Steve Kenney

Chair

Secretary

Josey Kitson

Steve Kenney

Print Name

Print Name