



**Fredericton Society for the Prevention of Cruelty to Animals**

**FSPCA By-Laws  
2020**

## **CERTIFICATE OF OFFICER**

I, DANIEL GREENE, President and Chief Executive Officer of the Fredericton Society for The Prevention of Cruelty to Animals ("FSPCA") hereby CERTIFY AND ATTEST for and on behalf of the FSPCA, without personal liability, that the attached document is a true and complete copy of the By-laws of the FSPCA, as amended and restated.

I CERTIFY further that this version of the By-laws came into effect on September 15, 2020 by way of duly approved resolutions approved by the FSPCA voting members in accordance with the By-laws then in effect.

DATED this 15<sup>th</sup> day of September, 2020.



Daniel Greene  
President & CEO

**BY-LAW NUMBER 1 OF THE FREDERICTON SPCA INC.**

**A BY-LAW RELATING GENERALLY TO THE CONDUCT  
OF THE AFFAIRS OF THE FREDERICTON SPCA, INC.**

BE IT ENACTED as a By-Law of the FREDERICTON SPCA, INC. as follows:

**1. INTERPRETATION**

**1.1 Definitions**

In this by-law, unless otherwise specified, the following terms shall have the following meanings:

(a) "Annual General Meeting" means an annual meeting of the Members of the nature described in Article 8.1;

(b) "Board Meeting" means a regular meeting of the Board that can take place physically or virtually online (typically nine per year);

(c) "Board" means the Board of Directors of the Fredericton SPCA;

(d) "Companies Act" means the New Brunswick *Companies Act*, R.S.N.B. 1973, c. C.13, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time;

(e) "Director" means a member of the Board of Directors of the Fredericton SPCA;

(f) "Executive" refers to the members of the Executive Committee of the Board of Directors of the Fredericton SPCA, as per Article 11.1;

(g) "Letters Patent" means any letters patent (including supplementary letters patent and letters patent of continuance) that may be issued in respect of the Fredericton SPCA from and after the date hereof;

(h) "Annual Member" means an individual or organizational member of the Fredericton SPCA who has obtained an annual membership pursuant to Article 6.1 herein or an Honorary Life Membership, pursuant to Article 6.2.

(i) "Officer" means an elected member of the Executive Committee of the Board of Directors of the Fredericton SPCA, as per Article 11.

**1.2 Headings**

The headings used herein are for convenience of reference only.

**1.3 Language and intention**

Unless the context otherwise requires, a word importing either a masculine or female gender includes all persons or corporations. A word in the singular includes the plural, and vice versa.

**2. CORPORATE NAME & OBJECTS**

**2.1 Name**

The name of the Company is "The Fredericton Society for the Prevention of Cruelty to Animals Inc." (hereinafter the "FSPCA"). [Letters Patent]

**2.2 Objects**

The FSPCA has been incorporated to:

- (a) promote humane, responsible, animal guardianship;
- (b) educate the public and increase awareness on animal issues in order to improve animal welfare;
- (c) provide temporary shelter, care and adoption opportunities for animals in need.

**3. CORPORATE POWERS**

**3.1 Further activities**

For the further attainment of the Corporate Objects, the FSPCA has been authorized:

- (a) to acquire, accept, solicit or receive by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise any real or personal property solely for the above objectives;
- (b) to enter into and carry out arrangements, contracts and undertakings incidental thereto;
- (c) to hold, manage, sell or convert any of the real or personal property from time to time owned by the FSPCA, and to invest and re-invest any principal in such manner as may from time to time be determined;
- (d) to acquire by purchase, lease, devise, gift or other title and to hold any real property necessary for the carrying on of its undertaking for the purpose of drawing a revenue therefrom and to sell, lease, mortgage and dispose of any convey the same or any part thereof as may be considered advisable, provided that the said property shall be used solely for the above objects, and no part of the income derived from such real property shall be payable to or otherwise available for the personal benefit of any Member of the FSPCA;
- (e) to demand, receive, sue for and recover and compel the payment of all sums of money that may become due and payable to the FSPCA, to apply the said sums for charitable objects and purposes of the FSPCA and generally to sue and be sued;

- (f) to employ and pay such assistants, clerks, agents, representatives, or employees; and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary to achieve these charitable purposes;
- (g) to do all such other things as are incidental or conducive to the attainment of the above objects; and
- (h) to do all other such things as a company is empowered to do by section 18(2)(a) through (j) (inclusive) of the *New Brunswick Companies Act*, as long as these powers are not inconsistent with the objects and purposes of the FSPCA. [Letters Patent]

**3.2 Capital stock and share certificates**

The FSPCA shall not have any capital stock or issue any share certificates but may acquire real or personal property of an unlimited value. [Letters Patent]

**3.3 Geographic area of operations**

The operations of the FSPCA are to be carried on chiefly in the Greater Fredericton Area of the Province of New Brunswick.

**4. CHARITABLE OBJECTS**

**4.1 Property in Trust**

The FSPCA shall hold all property both real and personal, and the profits and income arising therefrom, acquired by it by purchase, gift, bequest or otherwise in trust for the objects and purposes for which the FSPCA is incorporated. [Letters Patent]

**4.2 Non-profit object**

The FSPCA shall be carried on without the purpose of personal or capital gain for its Members. Any profits or other accretions to the FSPCA shall be used in promoting its objects and no part of the income of the FSPCA shall be payable to or otherwise available for the personal benefit of any Member thereof. [Letters Patent]

**4.3 Dissolution**

In the event of the winding up and dissolution of the FSPCA, any property or assets remaining after payment of all debts and obligations shall be distributed to a registered charitable organization, recognized by the Canada Revenue Agency, in the Province of New Brunswick with similar objects. No part of any property of the FSPCA shall be available to its Members upon such dissolution. [Letters Patent]

**5. HEAD OFFICE**

The Head Office of the FSPCA shall be at 165 Hilton Road in the City of Fredericton, in the County of York, in the Province of New Brunswick, or at such place as the Board of Directors may from time to time by resolution determine.

**6. MEMBERSHIPS**

**6.1 Annual Members**



**6.1.1 Eligibility** - Any person in sympathy with the objectives of the FSPCA shall be considered an Annual Member of the FSPCA provided they have:

(a) annually make payment of the membership dues designated by the FSPCA.

**6.1.2 Voting Rights** - to be entitled to vote at a general meeting of the Members, a person must have paid their annual membership dues 30 days prior to the date of the Annual General Meeting.

**6.1.3 Employee Status** – Individuals who are employed by the FSPCA are non-voting members at the Annual General Meeting or at a special General Meeting of the Membership.

**6.1.4 Expiry** - All annual memberships expire on the 31<sup>st</sup> day of December of the calendar year.

## **6.2 Honorary Life Members**

**6.2.1 General** – By resolution passed at a meeting of the Board or at an annual general meeting of the Members, any person who has rendered exceptional service to the humane movement may be admitted as an Honorary Life Member.

**6.2.2 Voting Rights** – An Honorary Life Member is entitled to vote at a general meeting of members, and if otherwise qualified, eligible to be elected as a Director.

## **6.3 Other categories of membership**

The Board may by resolution establish additional classes of membership which may include fees payable by members of each class.

## **6.4 Termination of Membership**

Membership in the FSPCA is not transferable and lapses and ceases to exist upon the Member's death or dissolution, upon expiry of the period of membership, upon resignation, or otherwise in accordance with the Letters of Patent and By-Laws, as the case may be. Any member may resign from membership upon notice in writing to the Secretary.

## **6.5 Fee Exemption**

The Board may by resolution waive the payment associated with applicable membership requirements as it deems fit or necessary in the circumstances.

## **7. COMPANY REGISTRY**

### **7.1 General**

The FSPCA shall keep a list of its members in an electronic database to be provided for that purpose, which shall be known as the Company Registry and shall at all times during business hours be available for inspection of all Members and Directors under the New Brunswick *Companies Act* or his or her representative. [Companies Act]

### **7.2 Duration**

Any person whose name is duly entered on the Company Registry is and continues

to be a Member until that person's name is duly removed therefrom pursuant to the provisions of the Letters Patent or the By-Laws. [Companies Act]

**7.3 Removal from registry**

The name of a Member may be removed from the Company Registry on motion of the Board of Directors for failure to comply with the objects of the FSPCA or for other just cause. [Letters Patent]

**7.4 Effect of removal on membership**

A member whose name is removed from the Company Register pursuant to the provisions of the Letters Patent or the By-Laws ceases to be a Member from the date of such removal. [Companies Act]

**7.5 Maintenance of registry**

The Secretary shall designate a staff member to be responsible for maintaining the Company Registry and shall enter therein the name of every person admitted to membership and shall removed therefrom the name of every person whose membership has terminated.

**8. MEETINGS OF THE MEMBERS**

**8.1 Annual General Meeting**

The Annual General Meeting (AGM) of the Members shall be held either at the Head Office or at any other place in the Fredericton, New Brunswick area on such a day in each year at such time as the Board may by resolution determine. At the AGM there shall be presented a report of the Board of the affairs of the FSPCA for the previous year, a financial statement of the FSPCA, the Auditor's report, if any, and such other information or reports relating to the FSPCA's affairs as the Board may determine is necessary.

**8.1.1 Notice of annual general meeting** - Notice of the Annual General Meeting shall be announced through social media and shall be sent by email to Members entitled to vote thereat and to the Auditor, if any, not less than seven days (exclusive of the day on which the notice is sent by email but inclusive of the day for which notice is given through social media) before the meeting is to take place.

**8.2 Special General Meetings**

Other Special General Meetings of the Members may be convened by order of the President of the Board to be held at any date and time and at any place within the Fredericton, New Brunswick area. The Secretary shall, on written application signed by at least five Members entitled to vote at the general meeting of the Members, request that the President convene a special general meeting of the Members to consider the business specified in the said application.

**8.2.1 Notice of a Special General Meeting** - Notice of a special general meeting of the Members shall be sent in the same manner and time frame as the AGM, as outlined in Article 8.1.1, and shall state in general terms the business proposed to be transacted thereat.

**8.3 Other general meetings**

A general meeting of the Members may be held at any time and at any place in the Fredericton, New Brunswick area without cause if:

- (a) a quorum of Members entitled to vote thereat are present and do not object to the holding of the meeting or if no absent Member who is entitled to vote has given notice of an objection to the meeting in writing to the Secretary of the Board within twenty-four hours of the intended meeting.

**8.4 Irregularity in 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 shall not invalidate any resolution passed or any proceedings taken at any meeting of the Members.

**8.5 Annual or Special General Meeting Procedure**

**8.5.1 Chair of the Meeting** – The President or, in the absence of the President, the Vice-President shall act as Chair of the meeting. In the absence of both the President and the Vice-President, the Members present at any general meeting of the Members eligible to vote shall elect another Director as Chair of the meeting.

**8.5.2 Member polls** – If at any meeting a poll is demanded on any question, it shall be taken in such a manner as the Chair of the meeting 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 withdrawn.

**8.5.3 Adjournment** – The Chair of the meeting may, with the consent of the meeting, adjourn the same. The Chair may reconvene the meeting to address any business that is brought before or dealt with at adjournment which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

**8.6 Voting Procedure**

**8.6.1 Quorum** – The presence of six Members eligible to vote shall be a quorum of any general meeting of the Members for all purposes. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

**8.6.2 Majority vote** – Unless otherwise required by statute or by the By-Laws, every question submitted to any general meeting of the Members shall be decided by a majority of votes (where “majority” shall mean more than half.)



- 8.6.3 Vote of the Chair** – The Chair of the meeting shall not vote, except on an equal division of votes, in which case the Chair shall have a casting or deciding vote.
- 8.6.4 Eligible votes** – Every Member in good standing who is present at a general meeting of the Members is eligible to vote and shall have one vote per question called.
- 8.6.5 Proxy voting** – Votes may not be given by proxy.
- 8.6.6 Method of voting** – After the Chair has closed discussion on a motion and called the question, unless a Member demands a ballot, each motion shall be voted upon by a ye or nay call or show of hands.
- 8.6.7 Declaration and record in the minutes** – When a vote has been taken, the Chair shall make a declaration that the vote upon the question has been unanimously carried or carried by a particular majority or not carried. An entry to that effect shall be made by the Secretary in the minutes of the meeting.
- 8.6.8 Effect of the vote** – A declaration under s. 8.6.7 shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

## **9. BOARD OF DIRECTORS**

### **9.1 Authority**

The affairs of the FSPCA shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the FSPCA and are not, by the By-Laws or any other special resolution of the FSPCA or by statute, expressly directed or required to be done at a general meeting of the Members.

### **9.2 Membership by election**

The Board of Directors shall be comprised of a maximum of 11 Directors who, with the exception of the Past President who shall be an *ex officio* Director, shall be elected by Members at the Annual General Meeting by a call from the Chair for an oral vote of ye or nay for the full slate of Directors unless a poll is demanded and if a poll is demanded such an election shall be by ballot, notwithstanding Article 8.6.5 herein. No one may be nominated from the floor who has not, prior to the Annual General Meeting, expressed interest in writing, been interviewed and recommended by the Nominating Committee, which reviews applicants for needed skillsets.

### **9.3 Term**

Each Director shall hold office for a term of one year designated from the date of the AGM when they were elected to the date of the AGM the next year.

**9.4 Re-election**

Subject to the provisions of the By-Laws, a Director shall be eligible for re-election.

**9.5 Filling interim vacancies**

From time to time in the event of a vacancy occurring on the Board, however caused, such vacancy may, as long as there is a quorum of the Board then in office, be filled (except through an increase in the number of Directors) by the Board; otherwise, such vacancy shall be filled at the next Annual General Meeting of the Members; and any Director appointed or elected to fill any such vacancy shall hold office only until then, but may stand for re-election.

**9.6 Eligibility**

Every Director, at the time of election as a Director and throughout the term of office as a Director, must be a Member in good standing of the FSPCA.

**9.6.1 Disqualification – The following persons are disqualified from being a Director:**

(a) anyone who is less than 19 years of age; [Companies Act]

(b) anyone who is of unsound mind and has been found by a court in Canada or elsewhere; [Companies Act]

(c) a person who is not an individual; [Companies Act]

(d) a person who has the status of bankrupt; [Companies Act]

(e) a person convicted of an offence under the *Criminal Code* (Canada) or the criminal law of any jurisdiction outside Canada involving or in connection with

(i) the promotion, formation or management of a corporation; or

(ii) fraud

unless three years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted. [Companies Act]; or

(f) a person convicted of an offence under the laws of any jurisdiction in connection with the inhumane and/or cruel treatment or neglect of an animal.

**9.7 Termination**

A person ceases to be a Director if and when:

(a) s/he becomes ineligible to be a Director;

(b) without valid reason, having failed to regularly attend three consecutive meetings of the Board without notice and reason or having failed to meaningfully participate in Board responsibilities, s/he is removed from office by resolution of the Board; or

(c) by notice in writing to the Secretary, s/he resigns the office.

**9.8 Non-remunerated service**

The Directors shall provide service without remuneration and no Director shall directly or indirectly receive any profit from serving as such, notwithstanding that a Director may be paid reasonable out-of-pocket expenses incurred in the performance of the duties as Director as approved by the Treasurer of the Board.

**10. MEETINGS OF THE BOARD OF DIRECTORS**

**10.1 Meeting schedule and place**

The Board may, by resolution, determine to hold regular meetings of the Board and shall by resolution fix the dates of such regular meetings. So long as any such resolution is in effect, the Secretary shall convene such regular meetings by notice given in the manner hereinafter referred to. Meetings of the Board may be held either at the Head Office or at any other place within the Fredericton, New Brunswick area. Meetings may be held virtually/online on any platform whereby directors can fully participate in the discussions.

**10.2 Convention authority**

A meeting of the Board may be convened by the President, the Vice-President, or any two Directors and the Secretary, by direction of the President.

**10.3 Notice of Meeting**

Notice of any meeting of the Board shall be sent by email or otherwise communicated to each Director no less than seven days before the meeting is to take place.

**10.3.1 Emergency meetings** – In cases of emergency, a meeting may be called the same day as notice is given. Such a meeting will not count for the purposes of Article 9.7(b).

**10.4 Irregularity in Notice**

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Director shall not invalidate any resolution passed or any proceedings taken at any meeting of the Board.

**10.5 No notice required for meetings following AGM**

If the first meeting of the Board is held immediately following the election of Directors at a general meeting of the Members 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 need be given to the Director or Directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the Board is present.

**10.6 Chair of the Meeting** – The President or, in the absence of the President, the Vice-President shall act as Chair of the meeting. In the absence of both the President and the Vice-President, the Board shall elect from among its Directors a person to act as Chair of the meeting.

**10.7 Voting Procedure**

**10.7.1 Quorum** – The presence of six Directors eligible to vote shall be a quorum of any meeting of the Board for all purposes. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

**10.7.2 Majority vote** – Unless otherwise required by statute or by the By-Laws, every question submitted to any meeting of the Board shall be decided by a majority of votes (where “majority” shall mean more than half.)

**10.7.3 Vote of the Chair** – The Chair of the meeting shall not vote, except on an equal division of votes, in which case the Chair shall have a casting or deciding vote.

**10.7.4 Eligible votes** – Every Director who is present at a meeting of the Board is eligible to vote and shall have one vote per question called provided s/he is a Member in good standing with the FSPCA.

**10.7.5 Proxy voting** – Votes may be given by proxy if provision is unanimously approved by the executive prior to the meeting.

**10.7.6 Method of voting** – After the Chair has closed discussion on a motion and called for the question, unless a Director demands a ballot, each motion shall be voted upon by a yea or nay call or show of hands.

**10.7.7 Declaration and record in the minutes** – When a vote has been taken, the Chair shall make a declaration that the vote upon the question has been unanimously carried or carried by a particular majority or not carried. An entry to that effect shall be made by the Secretary in the minutes of the meeting.

**10.7.8 Effect of the vote** – A declaration under s. 10.7.7 shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Board upon the said question.



**10.7.9 Passing written resolutions** - A resolution in writing or counterparts of such a resolution, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is valid as if it had been passed at a meeting of the Board duly called, constituted and held. Every such resolution or counterpart shall be kept with the minutes of the meetings of the proceedings. [Companies Act]

**10.7.10 Passing resolutions by other means** - A resolution or counterparts of such a resolution, validated by email by a quorum of Directors entitled to vote on that resolution at a meeting of the Board, is valid as if it had been passed at a meeting of the Board duly called, constituted and held. Every such resolution or counterpart shall be kept with the minutes of the meetings relevant to or referenced by the proceedings.

## **11. OFFICERS**

### **11.1 Executive Committee**

The Board shall annually (or more often as may be required) elect an Executive Committee consisting of the President, the Vice-President, the Secretary, and the Treasurer from among the Directors of the Board. With the exception of the office of President – any two such offices may, in the discretion of the Board, be held by the same person.

**11.1.1 Executive terms** – No person may hold the same office on the Executive for more than five consecutive one-year terms unless the Board votes unanimously that it is in the best interests of the organization for a person to hold the office for a further one-year term.

### **11.2 Other officers**

The Board may appoint such other officers and agents as it shall deem necessary that shall have the authority and shall perform such duties as may from time to time be prescribed by the Board.

### **11.3 Dismissal**

All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

### **11.4 Officer Vacancies**

If any offices become vacant, for any reason, the Board may elect or appoint an officer to fill the vacancy in a manner it deems fit.

### **11.5 Non-remunerated service**

All officers who are Directors shall serve without remuneration, except reimbursement for out-of-pocket expenses, unless otherwise approved by resolution of the Board. The Board may fix the remuneration, if any, to be paid to officers of the FSPCA who are not Directors.



**11.6 Officer roles and responsibilities**

**11.6.1 President** - The President shall be the chief executive officer of the company known as the FSPCA. The President shall preside at all meetings of the Board and of the Members of the FSPCA. The President shall sign all instruments which require the signature of the President and shall perform all duties incident to this office and shall have such other powers and duties as may from time to time as assigned by the Board. The President shall oversee the implementation of all directions and resolutions of the Board.

**11.6.2 Vice-President** - The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall sign all instruments which require the signature of the Vice-President and shall perform all duties incident to this office and shall have such other powers and duties as may from time to time be assigned by the Board.

**11.6.3 Secretary** - The Secretary shall act as secretary of all meetings of the Board and of the Members and shall keep a true and accurate record of all proceedings at any such meeting, shall give or cause to be given notice of all meetings for the Board and of the Members, shall ensure the custody of the Corporate Seal, which shall be delivered only when authorized by resolution of the Board to do so and only to such person or persons as may be named in the resolution, and shall have custody of the electronic minutes of the FSPCA and of other records of the FSPCA, including documents and registers referred to in Section 104 of the New Brunswick *Companies Act* and all letters written by or received by the Secretary on behalf of the FSPCA. The Secretary shall sign all instruments which require the signature of the Secretary and shall perform all duties incident to this office and shall have such other powers and duties as may from time to time be assigned by the Board.

**11.6.4 Treasurer** - The Treasurer shall have the custody of the funds and securities of the FSPCA and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the FSPCA in the books belonging to the FSPCA and shall deposit all monies, securities and other valuable effects in the name and to the credit of the FSPCA in such financial institution, or in the case of securities, in such registered dealer in securities, as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the FSPCA as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and the Board at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the FSPCA. The Treasurers shall sign all instruments which require the signature of the Treasurer and shall perform all duties incident to this office and shall have such other powers and duties as may from time to time be assigned by the Board.

**11.6.5 Past President** - The Past President position provides historical context and continuity to the organization and supports the role of the President, the Executive Committee, and the Board as an advisor. While the Past President may participate and chair committees, they do not

have voting rights on the Executive Committee or at the Board level. The Past President is elected by the Board following the AGM for a one-year term that must be renewed on an annual basis. Regardless, their term ends upon the election of a new President, however they may be asked to retain the position if the outgoing President decides not to serve as Past President. (This provision only applies to the current Past President and not other Past Presidents that may still be serving on the Board as directors).

**11.7 Delegation of authority**

In the case of the absence or inability to act of any member of the Executive or other officer of the FSPCA, the Board may delegate, by resolution, all or any of the powers of such officer to any other officer or to any Director for any time period deemed necessary by the Board.

**11.8 Termination of office**

Upon ceasing to hold office, all officers shall deliver to their successors in office all books, papers, files, monies, and all other property of the FSPCA which may be in their possession.

**12. CONFLICT OF INTEREST**

**12.1 Definitions**

For the purposes of this Article:

- (a) two persons are partners if they have lived together for at least one year and have a close personal relationship that is of primary importance in both persons' lives; and
- (b) two persons are relatives if they are related by blood, marriage or adoption.

**12.2 Interest in a Contract or Transaction**

A Director who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board, or a Director who has knowledge that a partner or a relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board shall:

- (a) declare to the Board the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is to be considered;
- (b) refrain from taking part in any discussion or vote related to the matter; and
- (c) withdraw from the meeting when the matter is being discussed if required to do so by a majority of Directors present at the meeting, or if the Director in his or her discretion wishes to do so.

**12.3 Effect of Disclosure**

A Director who has declared his or her interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the FSPCA, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director holding that office or of the fiduciary relationship established thereby.

**12.4 Failure to Declare**

Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by a resolution carried by two-thirds of the Directors present at the meeting, that a conflict of interest exists and in each such case the provisions of Articles 12.2(b) and (c) shall apply as if the Director had declared the interest.

**12.5 Business Dealings with the Society**

Directors shall inform the Secretary annually of direct or indirect business dealings with the Society. Such information shall be available to other Directors upon request.

**12.6 Other potential conflicts**

Where a Director has been invited to participate in other organizations or activities related to animal welfare or advocacy, the Director shall make it explicitly known that any views or opinions expressed during the course of those activities are not those of the FSPCA. Where the Director anticipates a conflict of interest, s/he shall inform the President and the provisions of Articles 12.2(b) and (c) may be invoked as needed.

**13. PROTECTION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**13.1 Indemnity**

Every Director or Officer of the FSPCA or other person who has undertaken or is about to undertake any liability on behalf of the FSPCA 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 FSPCA from and against:

(a) all costs, losses, 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 that person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by that person in or about the execution of the duties of the office held by that person;

(b) all other costs, losses, charges and expenses whatsoever, including travelling expenses, which the person sustains or incurs in or about or in relation to the affairs of the FSPCA except such costs, losses, charges or expenses as are occasioned by that person's own willful neglect or default.

**13.2 No Liability**

No Director or Officer for the time being of the FSPCA shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Employee of the FSPCA or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the FSPCA through the insufficient or deficiency of title to any property acquired by the FSPCA or for or on behalf of the FSPCA or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the FSPCA 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 of the FSPCA shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of duties of the person's respective office of trust or in relation thereto unless the same shall happen by or through the person's own act or through the person's own willful neglect or default.

**14. AUDITOR**

The Members may at each annual general meeting appoint an Auditor to audit the accounts of the FSPCA, to hold office until the next annual general meeting provided that the Board may fill any vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed from time to time by the Board.

**15. COMMITTEES**

**15.1 General**

The Board may from time to time constitute such committees as it deems necessary to assist the Board in carrying on the affairs of the FSPCA and shall prescribe their duties.

**15.2 President as member**

The President shall be an *ex officio* member of each such committee.

**15.3 Committee business**

Such committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority (more than half) of Members of each such committee shall constitute a quorum for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes. The Chair of a committee shall not vote, except on an equal division of votes, in which case the Chair shall have a casting or deciding vote.

**16. NOTICES**

**16.1 Method of notice**

Subject to the other provisions of the By-Laws, any notice to be given to any Member or Director or Auditor shall be served either personally or by email to such Member, Director or Auditor at the address of the Member, Director or Auditor as the same appears in the records of the FSPCA, or if no address is given therein, then to the last address of such Member, Director or Auditor known to the Secretary. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office or into a post office box. With respect to notice sent by email, it shall be sufficient to prove that the notice was properly addressed and sent.

**16.2 Signature**

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed be an electronic signature within the meaning of the New Brunswick *Electronic Transactions Act*.

**16.3 Calculation of notice period**

Where a given number of days' notice or notice extending over any period is required to be given, the day of delivery or sending 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.

**16.4 Officer's Certificate**

A certificate of the President, the Vice-President, the Treasurer or the Secretary or any other Officer of the FSPCA in office at the time of the making of the certificate as to facts in relation to the delivery or sending of any notice to any Member, Director or Auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, or Auditor, as the case may be.

**17. NOTES AND BILLS OF EXCHANGE**

All cheques, drafts or orders 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, whether or not Officers of the FSPCA, and in such manner as the Board may from time to time designate by resolution.

**18. DOCUMENTS**

**18.1 Signing Authority**

Contracts, documents or instruments in writing requiring the signature of the FSPCA may be signed by any two of the President, the Vice-President, the Secretary and the Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the FSPCA without any further authorization or formality. The board is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the FSPCA either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**18.2 Affixing of Corporate Seal**

The Corporate Seal may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by an Officer or Officers, person or persons, appointed as aforesaid by resolution of the Board.

**18.3 Included documents**

The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

**19. FISCAL YEAR**

The fiscal year of the FSPCA shall be the calendar year.



**20. CORPORATE SEAL**

The seal, an impression whereof is affixed below, shall be the Corporate Seal.



**21. ENACTMENT AND AMENDMENT OF BY-LAWS**

**21.1 Enactment**

The Board may make By-Laws not contrary to law or to the Letters Patent or to the New Brunswick *Companies Act* as to the conduct, in all other particulars, of the affairs of the FSPCA not otherwise provided for in the *Companies Act*. [Companies Act]

**21.2 By-laws for payment of Directors**

No By-Law for the payment of the Present or any Director is valid or shall be acted upon unless confirmed at an annual general meeting of the Members or a special general meeting of the Members duly called for that purpose. [Companies Act]

**21.3 Repeal and amendment**

The Board may repeal, amend or re-enact the By-Laws, but every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a special general meeting of the Members duly called for that purpose, has force only until the next annual general meeting of the Members, and in default of confirmation thereat ceases from that time to have force. [Companies Act]

**22. TRANSITIONAL**

Notwithstanding the other provisions of the By-Laws:

**22.1 Applicants for incorporation shall be Members**

The applicants for incorporation of the Company shall be Members of the Company, entitled to vote at general meetings of the Members and eligible to be elected as a Director, and shall hold membership in the Company until the second annual general meeting of the Members.

**22.2 First Directors & Quorum**

The applicants for incorporation shall be the first Directors whose terms of office on the Board shall continue until their successors are elected or appointed. The applicants for incorporation shall also constitute a quorum for the transaction of business at a general meeting of the Members and at a meeting of the Board.

**22.3 Honorary Life Membership upon dissolution**

A person who on dissolution of the FSPCA is an Honorary Life Member shall retain the awarded title.

**23. FINANCIAL LIBERTIES**

**23.1 Borrowing power**

The Board may and is hereby authorized from time to time to:

- (a) borrow money upon the Credit of the Company;
- (b) limit or increase the amount to be borrowed;
- (c) hypothecate, mortgage, charge or pledge all or any of the real and personal property, undertaking and rights of the Company to secure any money borrowed or any other liability of the Company.

**23.2 Board Delegation**

The Board may from time to time by resolution delegate the President together with the Treasurer or to any two officers of the Company all or any of the powers conferred on the Board by paragraph 1 of this By-Law by the extent thereof or such lesser extent as the Board may in any such resolution provide.

**23.3 Other borrowing authority**

The powers hereby confirmed shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purpose of the FSPCA possessed by its directors or officers independently of a borrowing By-Law.

ENACTED September 15, 2020.

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Daniel Greene  
President

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Suzanne Sypher  
Secretary

