BYLAWS

NOVA SCOTIA SOCIETY FOR THE PREVENTION OF CRUELTY

A society continued pursuant to the provisions of the *Animal Protection Act*, S.N.S. 2008, c. 33, as amended

---

Amended April 2021

Table of Contents

1. GENERAL

1.1 Definitions

In these Bylaws:

(a) "**Act**" means the Animal Protection Act, S.N.S. 2008, c. 33, as may be amended from time to time.

(b) "**Annual General Meeting**" or "**AGM**" means the annual meeting of the Members prescribed by section 8.1 of these Bylaws.

(c) "**Board**" means the Board of Directors of the Society.

(d) "**Bylaws**" means these Bylaws and all amendments thereto.

(e) "**Chief Executive Officer**" or "**CEO**" means Chief Executive Officer employed by the Society.

(f) "**Director**" means a member of the Board as identified in section 3.2 of these Bylaws and elected or appointed in accordance with these Bylaws.

(g) "**Executive Committee**" means the committee of the Board authorized by section 9.1 of these Bylaws.

(h) "**Extraordinary General Meeting**" means a special meeting of the Members which may be called in accordance with section 8.2 of these Bylaws.

(i) "**Friends of the SPCA Committee**" or "**FSC**" means a Friends of the SPCA Committee established in a community within an SPCA Region accordance with section 5.2 of these Bylaws.

(j) "**FSC Member**" is defined in section 5.3(b) of these Bylaws.

(k) "**Head Office**" means the head office of the Society located in Halifax Regional Municipality, as determined by the Board.

(l) "**Meeting of Members**" means an AGM and/or an Extraordinary General Meeting.

(m) "**Member**" means a member admitted to the membership of the Society in accordance with these Bylaws and in good standing.

(n) "**Officer**" means the Chair, Vice Chair, and Treasurer as appointed pursuant to these Bylaws.

(o) "**Society**" or "**SPCA**" means the Nova Scotia Society for the Prevention of Cruelty, as continued under the Act.

(p) "**SPCA Region**" means a region of the Province of Nova Scotia in which the SPCA operates, as shown in Appendix A and as may be established and changed by the Board in accordance with section 5.1 these Bylaws.

(q) "**Regional Director**" means a Director elected to represent an SPCA Region in accordance with these Bylaws.

(r) "**written**" and "**in writing**" includes communication in printing, lithography and other modes of representing or reproducing words in visible form that is delivered by regular mail, fax, electronic mail, or in person to the last known address of the addressee.

1.2 Interpretation

Words importing the singular include the plural and vice versa, words importing a male person include a female person and a corporation and vice versa, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. The headings used in these Bylaws are for convenience of reference only.

1.3 Governing Law and Severability

(a) The laws of the Province of Nova Scotia shall govern the Society.

(b) These Bylaws are intended to comply with the laws of the Province of Nova Scotia and the Income Tax Act, R.S.C. 1985, c. 1 (5th Supp.) as amended or any successor legislation thereto.

(c) If any provision of these Bylaws is found to be invalid or offensive to any applicable law, it shall be severed and the remainder of the Bylaws shall remain valid.

2. MEMBERSHIP

2.1 Classes of Members

There shall be three classes of Members of the Society:

(a) Supporting Members – Members who meet the eligibility requirements set out in section 2.2(a);

(b) Honorary Lifetime Members – Members appointed by the Board from time to time, on the basis of merit, by a majority vote at any regular meeting of the Board at which two-thirds of the Directors are present; and

(c) Patron Members – the Lieutenant Governor of Nova Scotia and the Premier of Nova Scotia may be patron members of the Society.

2.2 Eligibility and Admission

(a) Any person that upholds the objects of the Society, contributes to support the Society, and who has paid the annual fee as determined by the Board from time to time shall be eligible for membership in the Society as a Supporting Member.

(b) The Board may discount or waive the annual fee to be paid by a Supporting Member at its discretion in circumstances where it considers there to be a financial barrier to membership.

(c) Memberships for Supporting Members shall expire December 31st of the year of purchase. Memberships purchased between September and December of a given year will expire on December 31st of the following year.

(d) Membership in the Society shall cease upon (i) death of a Member; (ii) resignation of a Member by notice in writing to the Society; (iii) cancellation of a membership by the Board pursuant to section 1(e); or (iv) a Member ceasing to qualify for membership in accordance with these Bylaws. Membership in the Society shall not be transferable.

(e) The Board may cancel the membership of a Member by a motion passed by a two-thirds majority vote of the Directors present and voting at any meeting of the Board. The Member shall be notified not less than seven (7) calendar days before the Board meeting at which the motion for cancellation will be considered and shall be provided with a brief written statement as to the reasons for the proposed cancellation. The Member shall be given an opportunity to be heard at the Board meeting before the resolution for cancellation is voted upon.

(f) The names, addresses, and phone numbers (unless unlisted) of all current Members shall be kept on file as a Register of Members at the Society's Head Office.

(g) There shall be no limit to the number of persons who may be Members.

3. BOARD OF DIRECTORS

3.1 Powers and Duties of Directors

(a) The Directors shall manage, or supervise the management of, the affairs and business of the Society and are authorized to exercise all such powers and do all such acts and things as the Society may exercise and do, subject to the provisions of all laws affecting the Society and these Bylaws. Without limiting the generality of the foregoing, the Directors shall establish policies, rules, and regulations to carry out the obligations and powers of the Society under the Act and may appoint a CEO and delegate powers and duties to a CEO in accordance with these Bylaws.

(b) In exercising the powers and performing the functions of a Director, each Director shall act honestly and in good faith and in the best interests of the Society as a whole and shall exercise the care, diligence, and skill of a reasonably prudent person.

3.2 Composition of Board

The Board shall consist of up to:

(a) Eight (8) Directors at Large;

(b) Six (6) Regional Directors, comprised of one (1) Regional Director for each SPCA Region;

(c) Two (2) Directors appointed by the Minister of Agriculture who are employed in civil service of the Province;

(d) One (1) Director who is a member the Nova Scotia Veterinary Medical Association; and

(e) One (1) Director who is a member of a Mi'kmaw community in Nova Scotia.

3.3 Election of Directors

(a) To qualify for the position of Director, an individual must:

(i) be a Member;

(ii) be over the age of majority;

(iii) not be under the employ of the Society; and

(iv) meet such other criteria as determined by the Board from time to time.

(b) To fill vacancies on the Board individuals shall be nominated, or appointed in the case of Directors referenced in section 3.2(c), for the Director positions set out in section 3.2 as follows:

(i) Directors at Large – the Board shall nominate individuals for election as Directors at Large;

(ii) Regional Directors – FSCs may recommend to the Board individuals for the position of Regional Director in accordance with section 5.6 and any such recommendations shall be considered by the Board in nominating individuals for election as Regional Directors;

(iii) Directors referenced in section 3.2(c) – the Minister of Agriculture shall appoint individuals who are employed in the civil service of the Province to fill the Director positions referenced in section 3.2(c); and

(iv) Directors referenced in section 3.2(d) – the Nova Scotia Veterinary Medical Association shall recommend to the Board an individual from its membership and such recommendation shall be considered by the Board in nominating an individual for election.

(c) Members shall elect, and in the case of Directors referenced in section 3.2(c), confirm appointment of, Directors at a Meeting of the Members.

(d) Elections shall be determined by a majority of votes cast by Members present and entitled to vote at a Meeting of Members.

3.4 Term for Directors

(a) The term of office for Directors shall be three (3) years and each Director may serve a maximum of two (2) consecutive terms. In addition, the Chair may stay on the Board for an additional two (2) year term in the position of Past Chair, upon completion of their term as Chair**.** Notwithstanding the foregoing, the term of office for Directors elected or appointed prior to an amendment to the term of office in these Bylaws shall be determined by resolution of the Board in considering the term of office in effect prior to such amendment.

(b) In the event a Director assumes the position of Chair in the last year of their second three (3) year term, that Director shall be permitted to serve as Chair for two (2) consecutive years, without violating the requirement of maximum service stated in subsection (a) of this clause.

(c) If the Society fails to hold an AGM in accordance with the Act and these Bylaws, the Directors who would have retired had the AGM been held as required will be deemed to have been elected or appointed as Directors on the last day on which the AGM could have been held and they may hold office until other Directors are appointed or elected in their place.

3.5 Ineligibility and Removal of Directors

(a) Any Director may be removed for cause as a Director and Member of the Society upon resolution passed by a two-thirds majority vote of the Directors present and voting at any ordinary or special meeting of the Board.

(b) Cause as referred to in section 3.5(a) is intended to mean a Director who, in the opinion of the Board, (i) is no longer supportive of the objects of the Society or is so critical of the Society and/or the work being performed by the Society as to have become an adversary to the Society or (ii) has failed to attend two (2) consecutive meetings or three (3) meetings in a calendar year without providing advance notice and sufficient reason to the Board.

3.6 Interim Appointment

In the event that a Director resigns or is removed from his/her office, his/her office as a Director shall be vacated. Such vacancy may be filled on an interim basis by the Board from among the Members until the next Meeting of the Members.

4. OFFICERS

4.1 Officers

The Board shall appoint individual Directors as Officers to the following offices:

(a) Chair

The duties of the Chair shall include:

(i) Representing the SPCA to government and municipal officials;
(ii) Representing the SPCA at community functions;
(iii) Ensuring that Directors are aware of and fulfill their governance responsibilities;
(iv) In collaboration with the CEO, acting as the official spokesperson for the Society when speaking to the media or the public in accordance with any policy approved by the Board;
(v) Establishing or proposing the establishment of committees of the Board and assigning tasks and delegating responsibilities to Board committees and/or Board Members;
(vi) Effectively chairing all Executive Committee meetings, Board meetings, and Meetings of the Members;
(vii) Serving as an ex-officio member of all Board committees, except that of a nominating committee, if he/she is a candidate for any office;
(viii) Signing official documents in accordance with these Bylaws and any policies or resolutions approved by the Board;
(ix) Preparing the agenda for each Board meeting with the assistance of the Executive Committee; and

(x) Performing all other duties as are incumbent upon the Chair to ensure that all Directors, employees, agents, Members, and others associated with the Society act in the best interests of the Society and that the objects of the Society are being carried out.

(b) Vice Chair

The duties of the Vice Chair shall include:

(i) Assisting the Chair with preparing agendas for all Board meetings and Meetings of the Members;
(ii) Recording accurate minutes of the proceedings of all Board meetings and Meetings of Members;
(iii) Collecting, compiling, and distributing reports and other material that requires Board review prior to meetings;
(iv) Relaying messages to the Board from internal and external sources; and
(v) Succeeding the Chair in case of a vacancy in that office and performing the duties of the Chair in the case of absence.

(c) Treasurer

The duties of the Treasurer shall include:

(i) Ensuring that financial records, including books of account of the Society, are maintained;
(ii) Assisting and giving direction in analyzing and offering solutions to strengthen the financial position of the Society;
(iii) Reviewing stewardship that investments are being managed appropriately with fair returns at minimal risk;
(iv) Assisting and giving direction in providing strategic and non-monetary plans to improve the organization;
(v) Identifying opportunities for cost savings and suggesting purchases that will have long-term savings;
(vi) Assisting with negotiations of contracts and tenders; and
(vii) Reporting to and educating the Board on other financial issues.

The Treasurer shall have no right, authority, or obligation to determine any specific Society investment or to select or terminate any Society investment advisor.

(d) Past Chair

The Past Chair shall be a non-voting member of the Board and any Board committees on which they sit. The duties of the Past Chair shall include:

(i) Serving as counsel to the current Chair;
(ii) Serving on the Nominating Committee; and
(iii) Performing all other duties incidental to the office.

5. FRIENDS OF THE SPCA COMMITTEES

5.1 SPCA Regions

The Province shall be divided into six (6) governance regions ("**SPCA Regions**") as shown in Appendix A, as may be determined by the Board from time to time, for the purposes of the election of Regional Directors. Subsequent changes to the boundaries of SPCA Regions will require approval of a resolution by two-thirds of the Directors.

5.2 Establishment of FSCs

(a) Any group of three (3) or more Members in good standing may apply to the Board to establish an FSC in a community.

(b) The Board may approve the establishment of an FSC by resolution approved by two-thirds of Directors. In determining whether to approve the establishment of a new FSC, the Board shall consider the needs of the FSC's community, the attainment of the objects of the Society, and the existence of other FSCs within the SPCA Region.

5.3 FSC Composition

(a) Each FSC shall be comprised of at least three (3) Members residing in the community in which the FSC is active ("**FSC Member**").

(b) Any Member in good standing may join an FSC at any time.

(c) Each FSC shall elect an FSC Chair and Vice Chair and may elect an FSC Secretary from amongst its FSC Members for one (1) year terms at a meeting of the FSC Members.

(d) An FSC Member may be removed from an FSC by the Board in accordance with the process set out for the removal of Members in section 2.2(e) if, in the opinion of the Board, the FSC Member is no longer supportive of the objects of the Society or is so critical of the Society and/or the work being performed by the Society as to have become an adversary to the Society.

5.4 Meetings of FSCs

(a) An FSC shall meet on a schedule it deems proper, but shall hold an annual meeting open to all community members not less than once per year.

(b) Quorum for an FSC meeting shall be three (3) FSC Members in attendance at such meeting.

(c) Decisions of will be determined by a majority of votes of its FSC Members present at a meeting. The FSC Chair or delegate chair of an FSC meeting may vote on all motions, and in the case of a tie, vote again to break a tie.

(d) An FSC shall keep minutes of all meetings and shall submit the minutes to its Regional Director, the CEO, or his/her designate and shall report to the Board as the Board may require.

5.5 Duties of FSCs

The duties of an FSC shall include the following:

(a) Carrying out its activities to align with the values and strategic goals of the Society in accordance with terms of reference that may be developed by the Board from time to time;

(b) Contributing to the financial viability of the Society by organizing local fundraising initiatives and supporting the Society's fundraising goals to help the Society fulfill its mission;

(c) Promoting the Society and providing information to Members and community members on the objects of the Society;

(d) Providing advice and assistance to its Regional Director and recommending solutions and actions to the Board through its Regional Director, as needed; and

(e) Being familiar with, and at all times, complying with the Act, these Bylaws, the Society Code of Conduct, and all policies and directives issued by the Society.

The duties of an FSC may include the following:

(a) Participating in the identification and recommendation of a Regional Director in accordance with section 5.6;

(b) Providing advice on volunteer development in its community to the Board and SPCA employees and assisting with the recruitment of volunteers;

(c) Providing advice on and assistance with special event planning in its community;

(d) Improving animal welfare through organizing and participating in public education and advocacy campaigns in its community;

(e) Designating one FSC Member to sit on a Board committee established to advise the SPCA on development and communications matters;

(f) Providing input and advice on budgets and program development within its SPCA Region; and

(g) Recommending and participating in initiatives for facility planning and improvements.

5.6 Recommendation of Regional Directors

(a) To assist the Board in selecting a nominee for a vacancy in the position of Regional Director in an SPCA Region, the FSCs within such SPCA Region may recommend to the Board an individual to represent its SPCA Region as a Regional Director. If two or more FSCs located within an SPCA Region cannot agree on one individual to recommend, then each FSC shall present its recommendation to the Board. Final decisions on nominations for Regional Directors shall be made by the Board, considering any recommendations received from FSCs. Nominees for Regional Directors shall be presented by the Board to Members for election at a Meeting of the Members.

(b) If the FSCs within an SPCA Region do not participate in the selection of a nominee for Regional Director, the Board shall proceed with its own process to identify candidates and nominate a Member who is resident in the SPCA Region for election at a Meeting of the Members.

(c) In the case the appointment of an interim Regional Director by the Board in accordance with section 3.6, the Board shall consider any recommendations received from FSCs before appointing an interim Regional Director.

6. CHIEF EXECUTIVE OFFICER

(a) The Board may determine the staffing needs of the Society and may appoint, evaluate, supervise, and remove a CEO. A CEO appointed by the Board is an employee of the Society and not a Director.

(b) The Board may define the duties, responsibilities, remuneration, and privileges of the CEO, who shall take direction from and report to the Board at each meeting of the Board. Without limiting the generality of the foregoing, the CEO shall:

(i) be responsible for carrying out the day-to-day administration of the affairs of the Society, including, overseeing the implementation of the policies of the Society as established by the Board; hiring and suspending or terminating the employment of all other employees and consultants; coordinating, directing, and supervising the activities of all employees and consultants in accordance with policies, rules, and regulations the Board may establish; and assisting the Friends of the SPCA Committees;
(ii) advise the Board and its committees;
(iii) attend, but not vote at, meetings of the Board and its committees, including the Executive Committee;
(iv) as appropriate, assist the Chair or his/her delegate in developing agendas for Board and committee meetings and Meetings of the Members, and ;
(v) be responsible for presenting an annual budget for consideration and approval by the Board and implementing the approved budget;
(vi) have custody of the common seal of the Society;
(vii) issue notices of all Board meetings, Meetings of the Members, and as appropriate, committee meetings;
(viii) have custody of all records and documents of the Society, including the financial records and books of account of the Society;
(ix) maintain a register of Members of the Society;
(x) maintain a current copy of the Bylaws of the Society, the Society Code of Conduct, any policies, rules, and regulations of the Society, and the Act; and
(xi) ensure that the Society makes all reports and filings required under the Act.

7. BOARD MEETINGS

7.1 Board Meetings

(a) The Board shall meet as regularly as necessary to meet its legal and organizational responsibilities.

(b) Quorum for the transaction of business at any meeting of the Board shall consist of 50% plus one (1) of the Directors.

(c) Directors may participate in a Board meeting by means of telephone conference or similar communications equipment, which allows all persons participating in the meeting to hear each other in real time, and such participation shall constitute presence in person at such meeting for the purpose of meeting the quorum requirements set out in this section.

7.2 Notice of Board Meetings

(a) Notice of a Board meeting must be given to all Directors in accordance with this section for the business transacted at the meeting to be validly conducted.

(b) Notice of any Board meeting shall be sent or given in writing no less than fifteen (15) days prior to the commencement of such meeting.

(c) Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any Director, will not invalidate the proceedings at that meeting.

(d) Any Director may waive the notice requirements set out in this section for any reason, including in the case of a meeting called to deal with urgent business. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.3 Conduct of Business

(a) The order of business at all Board meetings shall be determined by the Chair with assistance from the Vice Chair or designate and the CEO when the meeting agenda is prepared.

(b) The Chair or his/her designate shall preside over meetings of the Board.

(c) The business at all Board meetings shall be conducted using a consensus model whereby any motions are put forward following discussion of the issue at hand. Any Director may put forward a motion. All motions must be seconded and approved by a majority vote in accordance with section 7.4.

(d) Any new business shall be submitted to the Chair or Vice Chair or designate prior to the Board meeting. Any new business shall come before the meeting at the discretion of the Chair or his/her designate.

(e) In the event of a meeting required to deal with urgent business, the Chair may call a meeting and discuss new business within a twenty four (24) hour window.

(f) The most current edition of Robert's Rules of Order shall be the authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Board.

7.4 Voting

(a) Each Director shall have one vote on each motion arising at any Board meeting.

(b) Unless otherwise specified within these Bylaws, all motions made at Board meetings shall be decided by a majority of the votes of the Directors.

(c) Voting by proxy is not permitted.

(d) The chair of any meeting of the Board may vote on all motions, and in the case of a tie, vote again to break a tie.

7.5 Action Without Meeting

Notwithstanding anything contained in these Bylaws, a resolution in writing, signed by not less than two-thirds of the Directors, shall be as valid as if it had passed at a meeting of Directors. For the purposes of this Section a signature may be sent to the Secretary by regular mail, personal delivery, fax, or electronic mail.

8. MEETINGS OF MEMBERS

8.1 Annual General Meetings

AGMs of the Society will be held not later than April 30th of each year for the election of Directors, hearing of reports, and for the transaction of such other business as may be properly brought before such a meeting.

8.2 Extraordinary General Meetings

An Extraordinary General Meeting of the Society may be called by the Chair at any time and shall be called by the Chair if requested in writing by at least Twenty Five Percent (25%) of the Members or Fifty Percent (50%) of the Directors.

8.3 Notice of Meetings

(a) The Society shall provide Members with a minimum of two weeks' notice of a Meeting of the Members, specifying the place, day, and hour of the meeting, by posting an advertisement in a medium widely accessible (i.e. the Society's website or provincial newspaper) and/or by providing written notice to each Member.

(b) Accidental omission to give notice of a meeting to, or the non-receipt of notice of a Meeting of Members by any Member will not invalidate the proceedings at that meeting.

8.4 Quorum

All Members present at a Meeting of Members shall constitute quorum for the transaction of business at such meeting, provided that the notice requirements in section 8.3 have been complied with.

8.5 Conduct of Business

(a) The order of business at a Meeting of Members shall be determined by the Chair with assistance from the Vice Chair or designate and CEO when the meeting agenda is prepared.

(b) The Chair or his/her designate shall preside over Meetings of Members.

(c) The business at a Meeting of Members shall be conducted using a consensus model whereby any motions are put forward following discussion of the issue at hand.

(d) The most current edition of Robert's Rules of Order shall be the authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Board.

8.6 Voting

(a) Each Member who is sixteen (16) years of age or older shall have one vote on each motion arising at a Meeting of Members.

(b) A majority of votes entitled to be cast by Members present in person at a Meeting of Members shall be necessary for the adoption of any motion.

(c) Voting by proxy is not permitted.

9. BOARD COMMITTEES

9.1 Executive Committee

(a) The Officers are designated as the Executive Committee of the Board.

(b) Executive Committee meetings shall, where appropriate, include the CEO. A majority of the members of the Executive Committee present shall constitute a quorum permitting the transaction of business at such meetings.

(c) The Executive Committee shall exercise any of the Board's powers that are delegated to it by the Board, except it shall not:

  (i) approve any merger, consolidation, sale or lease of substantially all of the assets of the Society;
  (ii) appoint Officers or auditors in accordance with other provisions of these Bylaws;
  (iii) adopt the Society's budget; or
  (iv) amend, repeal, or act contrary to any resolution of the Board.

(d) The Executive Committee shall report to the Board on any actions taken.

9.2 Other Committees

The Board, when necessary, may strike any and all necessary committees to effectively execute the objects of the Society. A Director shall chair such committees and shall appoint committee members and fill vacancies from among the Directors, Members, members of the community, and SPCA employees. A majority of the members of such committee present shall constitute a quorum for the transaction of business. SPCA employees shall be non-voting members of any committees.

10. AUDITORS

The Board shall appoint Auditors for the Society to audit the Society's books on a yearly basis, and the results of the audit so conducted shall be reported to those present at the AGM.

11. FINANCIAL AFFAIRS

11.1 Fiscal Year

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

11.2 Legacies, Bequests, Donations, and Gifts

The Society shall, to the greatest extent possible and subject to applicable laws, respect the wishes of any person making a legacy, bequest, donation or gift to the Society who expresses an intention or direction as to the use of such legacy, bequest, donation or gift.

11.3 Expenditures

(a) The CEO and his/her designates may make expenditures to carry out the activities of the SPCA that are contained in a budget approved by the Board. Any unbudgeted expenditures shall be approved by way of a two-thirds majority vote of the Directors, provided, however, that the Board may, from time to time, pass a resolution establishing thresholds for unbudgeted expenditures that may be made by the CEO and his/her designate without prior approval from the Board.

(b) Board approval consisting of a two-thirds majority vote of the Directors shall be required to cash any investments held by the SPCA that exceed fifty thousand dollars ($50,000.00) as a lump sum or that cumulatively exceeds such amount in a fiscal year.

(c) The Board may establish other financial internal controls.

11.4 Powers to Borrow

The Board on behalf of the Society may from time to time:

(a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as it thinks fit;

(b) issue bonds, debentures, and other debt obligations either outright or as security for any liability or obligation of the Society or any other person; and

(c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

11.5 Real Estate

All real property received or acquired by the Society shall be registered in the name of the Society.

11.6 Execution of Documents

All contractual documents to be executed by the Society including deeds, mortgages, leases, promissory notes or other instruments, shall be executed by two Officers or one Officer and the CEO on behalf of the Society, unless otherwise determined by resolution of the Board.

12. LIABILITY AND INDEMNITY

12.1 Limitation of Liability

(a) The Directors, Officers, employees, and agents of the Society shall not be liable to the Society or to any other Director or Officer for any mistake of judgment, negligence, or otherwise, except for his or her individual wilful misconduct or except if he or she fails to act in good faith with a view to the interests of the Society and with that degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances in like positions.

(b) No Director, Officer, employee, or agent shall be liable out of his or her personal assets for any obligation or liability incurred by the Society. The Society alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of the Society.

12.2 Indemnification

The Society shall indemnify and hold harmless every person who has been, is now, or is in the future a Director or Officer of the Society and his or her heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, that he, she or they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which he or she is or they are made a party by reason of being or having been a Director or Officer of the Society, including an action brought by the Society if:

(a) he or she acted honestly and in good faith with a view to the best interests of the Society; and

(b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.

12.3 Insurance

The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director or Officer of the Society or any other entity, his or her heirs and personal representatives, against any liability incurred by him or her as such Director or Officer.

13. SEAL

Deeds, mortgages, and other documents and papers which are executed under the seal of the Society shall bear the imprint of the corporate seal of the Society, but the absence of such seal from such documents and papers shall not affect their validity.

14. POWER TO AMEND

These Bylaws may be amended or repealed by a resolution passed by two-thirds of a majority of the Board at any meeting of the Board.

RESOLVED: That the foregoing By-laws of the Society be adopted and passed by the Board.

MOVED by Colleen Fraser;

SECONDED by Mike Hurley;

MOTION PASSED, with 8 Directors of the Board voting on April 13, 2021;

DIRECTORS: Carolyn Pierce
Danny Ellis
Leah McDonald
Cayla Lamont
Alexandra Bauld
Ben McIsaac
Virginia Jones (Abstained)
Jessie Irving (Abstained)
Laura Buckland (Abstained)

We hereby certify that the foregoing resolution was passed in accordance with the former bylaws of the Society by the approval of 11 Board members present and voting.

Virginia Jones, Chair

Alexandra Bauld, Treasurer

Elizabeth Murphy, CEO

Appendix A – SPCA REGIONS

Region #1 - Yarmouth Region

- District of Clare
- District of Yarmouth
- District of Argyle
- District of Barrington
- District of Shelburne
- Region of Queens Municipality
- Wild Cat 12 First Nation
- Ponhook Lake First Nation
- Town of Lockeport
- Town of Shelburne
- Town of Clarke's Harbour
- Yarmouth 33 First Nation
- Town of Yarmouth

Region #2 - Kings Region

- District of Digby
- County of Annapolis
- County of Kings
- District of West Hants
- Bear River First Nation
- Town of Digby
- Town of Annapolis Royal
- Town of Bridgetown
- Town of Middleton
- Town of Berwick
- Town of Kentville
- Town of Wolfville
- Cambridge 32 First Nation
- Gloosecap 35 First Nation
- Town of Hantsport
- Town of Windsor

Region #3 – HRM & Lunenburg Region

- District of Lunenburg
- District of Chester
- Halifax Regional Municipality
- Sheet Harbour 36 First Nation
- Beaver Lake 17 First Nation
- Cole Harbour First Nation
- Gold River 21 First Nation
- New Ross 20 First Nation
- Pennal First Nation
- Town of Mahone Bay
- Town of Lunenburg
- Town of Bridgewater

Region #4 - Colchester & Cumberland Region

- District of East Hants
- County of Colchester
- County of Cumberland
- Shubenacadie
- Town of Stewiacke
- Indian Brook First Nation
- Town of Truro
- Millbrook First Nation
- Town of Parrsboro
- Town of Amherst
- Town of Springhill
- Town of Oxford

Region #5 – Pictou & Antigonish Region

- County of Pictou
- District of St. Mary's
- District of Guysborough
- County of Antigonish
- Pomquet & Afton
- Town of Antigonish
- Merigomish Harbour
- Town of Trenton
- Fisher's Grant First Nation
- Town of Pictou
- Town of Westville
- Town of Stellarton
- Town of New Glasgow
- Town of Mulgrave

Region #6 - Cape Breton Region

- County of Richmond
- Cape Breton Regional Municipality
- County of Victoria
- County of Inverness
- Town of Porthawkesbury
- Chappal Island First Nation
- Wagmatcook First Nation
- Whycocomagh First Nation
- Eskasoni First Nation
- Membertou First Nation