

Bylaws of The Pack Project Inc.

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SECTION 1 – GENERAL

1.1 Definitions

- a. All terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- b. “Act” means *The Non-Profit Corporations Act, 1995*, including the Regulations made pursuant to the Act, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporations shall be read as referring to the amended provisions;
- c. “the Corporation” means The Pack Project Inc.;
- d. “articles” means the original or restated articles of incorporation or articles of amendment, continuance, reorganization, or revival of the Corporation;
- e. “board” means the board of directors of the Corporation and “director” means a member of the board;
- f. “special resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast by members on that resolution.

1.2 Execution of Documents

Contracts, obligations, and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which the person or persons shall execute the document being signed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.3 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

SECTION 2 – PURPOSES OF THE CORPORATION

The activities of the corporation are restricted to the following:

- a. To promote the welfare of animals for the benefit of the public by:
 - i. Rescuing stray, abandoned, abused or surrendered dogs;
 - ii. Operating an animal adoption program; and
 - iii. Operating a donation and distribution center.
- b. To advance humane education for youth by delivering presentations with a focus on dog bite prevention, preparation for having a dog as a pet, compassionate and respectful care and handling of dogs, and providing positive interactions between dogs and youth.
- c. To promote health by offering the public greater interactions with dogs to provide them with comfort, relief of stress, distraction from pain, depression, and isolation, and ultimately enhancing their quality of life.

The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.

SECTION 3 - FISCAL YEAR END

The fiscal year of the Corporation shall end on the 31st day of December in each year.

SECTION 4 – MEMBERSHIP

4.1 Conditions of Membership

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation.

4.2 Termination of Membership

A membership in the Corporation is not transferable and is terminated when:

- a. the member dies or resigns;
- b. the member is expelled in accordance with Section 4.03 below or his or her membership is otherwise terminated in accordance with the articles or bylaws;
- c. the member's term of membership expires;
- d. the member resigns by delivering a letter of resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation letter;

- e. the Corporation is liquidated and dissolved pursuant to the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

4.3 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the chair of the board, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair of the board, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair of the board, the chair of the board, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision, and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal except as allowed under the Act.

SECTION 5 – MEETINGS OF MEMBERS

5.1 Notice of Meetings of Members

Notice of the time and place of a meeting of members shall be sent, no less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting, including directors, and to the auditor. Notice of meetings may be served by mail, telephone, or electronic media.

5.2 Frequency of Meetings

- a. At least one meeting of members shall be held in each calendar year at a time and place to be fixed by the directors.
- b. The directors may at any time call a special meeting of members but shall do so upon the written request of at least 50% of members.

5.3 Quorum and Conduct of Meetings

- a. A quorum of members is present at a meeting of members, regardless of the number of persons actually present at the meeting, if the members entitled to cast a majority of the total number of votes at a meeting of members are present in person or represented by proxy.
- b. In the event that the chair of the board is absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- c. The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

5.4 Voting

- a. Each member shall have one (1) vote on all questions put forward.
- b. At all meetings of members, every question shall be decided by a majority of the votes cast on the question. Voting shall be by show of hands except where a ballot is demanded by a member either before or after a vote by show of hands. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 6 – DIRECTORS

6.1 General

- a. The directors shall manage the activities and affairs of the Corporation.
- b. The directors of the corporation shall consist of a Chair, Secretary, Treasurer and at least 2 other regular members that are not officers or employees of the Corporation.
- c. A director is required to be a member of the Corporation.
- d. No director shall be a salaried employee of the Corporation.

6.2 Election and Term

- a. Subject to the articles, the members will elect the directors at the annual meeting of members.
- b. The term of office of a director shall be 1 year. Directors hold office until the conclusion of the meeting at which their successors are elected.
- c. Where there is a vacancy on the board of directors and:
 - i. Where there is a quorum of directors, the remaining directors may exercise all the powers of the directors or may fill the vacancy until the next annual meeting; or
 - ii. Where there is not a quorum of directors, the remaining directors shall call a general membership meeting for the purpose of electing members to fill any vacancies.
- d. The members may, by ordinary resolution at a meeting called for that purpose, remove any director(s) from office.

6.3 Ceasing to Hold Office

A director of the Corporation ceases to hold office when he or she:

- a. dies or resigns;
- b. is removed in accordance with Section 6.02 (d) and section 96 of the Act;
- c. becomes disqualified pursuant to the Act.

6.4 Remuneration of Directors

Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such. However it is provided that a director may be reimbursed for reasonable expenses incurred in performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

SECTION 7 – MEETINGS OF DIRECTORS

7.1 Notice of Meetings of Directors

- a. Notice of regular meetings of the Board shall be in writing not less than five (5) days prior to the meeting. Notice may be served by mail or electronic media.
- b. Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- c. Emergency/special meetings may be called at the discretion of the Chair and do not require a notice period.

7.2 Frequency of Meetings

The board may appoint a day, or days, in any month, or months, for regular meetings of the board at a place and hour to be named in advance.

7.3 Quorum and Conduct of Meetings

- a. The quorum at board meetings shall be the majority of the board.
- b. The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

7.4 Voting

- a. Each Director present shall have one (1) vote on all questions put forward.
- b. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. Voting shall be by show of hands. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 8 – OFFICERS

8.1 Officers and Descriptions of Offices

Unless otherwise specified by the board, if officers are appointed, the offices of the Corporation shall have the following duties and powers associated with their positions:

1. Chair of the Board - The chair of the board shall be a director. The chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.

2. Vice-Chair of the Board - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
3. President – The president, if one is appointed, shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
4. Secretary – The secretary shall attend and be the secretary of all meetings of the board, members, and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, the minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
5. Treasurer - The treasurer, if appointed, shall maintain the financial records of the Corporation and other such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement require or as the board or president requires of them. The board may, from time to time vary, add to, or limit, the powers and duties of any officer.

8.2 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

1. the officer's successor being appointed;
2. the officer's resignation;
3. such officer ceasing to be a director (if a necessary qualification of appointment); or
4. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 9 – FINANCIAL DISCLOSURE

- a. The directors shall place before the members at every annual meeting;
 - i. Financial statements for the year ended not more than 4 months before the annual meeting;
 - ii. The report of the auditor, if any;
 - iii. The report of the person conducting a review of the financial statements of the corporation, if any; and
 - iv. Any further information respecting the financial of the corporation.
- b. The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.

- c. No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- d. The Corporation shall send to the "Director, Corporations - ISC", a copy of its annual financial statement not more than 30 days after the annual meeting.
- e. At each annual meeting, the Corporation shall appoint an auditor to review the financial statement unless, under certain circumstances, the members waive this requirement.

SECTION 10 – AMENDMENTS TO BYLAWS

- a. The directors may by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
- b. The directors shall submit a bylaw, or an amendment to repeal a bylaw, to the next meeting of members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- c. A bylaw, an amendment, or a repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the members.
- d. If a bylaw, an amendment, or a repeal of bylaw is rejected by the members, or is not submitted to the next meeting of members, the bylaw, amendment, or repeal thereof ceases to be effective and no subsequent bylaw, amendment, or repeal having substantially the same purpose or effect shall be effective until confirmed, or confirmed as amended, by the members.

SECTION 11 – LIQUIDATION AND DISSOLUTION

The remaining property of the corporation shall, in the course of liquidation and dissolution, be transferred to a charitable corporation or registered charity that promotes the health and welfare of animals, as agreed upon by the board of directors. In the event a suitable organization cannot be found or agreed upon, the property shall be transferred to the Regina Humane Society Inc.

SECTION 12 – EFFECTIVE DATE

CERTIFIED to be the bylaws of The Pack Project Inc. as enacted by the directors of the Corporation by resolution on the ___ day of _____, 20__ __ and confirmed by the members of the Corporation by ordinary resolution on the ___ day of _____, 20_____.

Dated as of the _ _ day of _____, 20_____.

Director

Director