

# **CAT ACTION TEAM – BYLAWS**

## **Bylaw No. 1 – Name**

1.1 The name of the Company shall be “Cat Action Team Inc.”

## **Bylaw No. 2 – Purposes and Objects**

2.01 The purposes and objects of the Company are as follows:

- a) to reduce the at-large cat population through non-lethal control;
- b) to stabilize feral cat populations;
- c) to promote responsible pet ownership and compassion for feral cats in the community
- d) to remove lost or abandoned cats from the street with the purpose of returning them to owners or of adopting them to a suitable home; and
- e) to educate Prince Edward Island residents about the importance of neutering pets and controlling the population of cats.

## **Bylaw No. 3 - Head Office**

The address of the charity shall be:

Cat Action Team Inc.  
P.O. Box 2193 Station Central  
Charlottetown, PEI  
C1A 8B9

## **Bylaw No. 4 - Members**

4.01 Membership shall consist of General members.

4.02 All members in good standing are entitled to vote and to be elected to the Board of Directors at the Annual General Meeting and Special Members Meetings, if they were a member as of December 31st of the previous year. A member in good standing is further defined as:

- i) a member that has paid their membership dues
- ii) a member that is of sound mind
- iii) a member that has not been convicted of any criminal offence
- iv) a member that has not confessed to a criminal offence regardless of conviction
- v) a member that has not had animals removed from their care by the PEI Humane Society or equivalent on or off PEI

4.03 Members may withdraw their membership by submitting notification in writing to the Secretary of the Corporation

## **Bylaw No. 5 - Directors**

5.01 A board of directors of not less than four (4) and not more than seven (7) members shall manage the business of the charity. If the number of board members falls below 4 members, i.e. three (3) board members or less, a Special Members Meeting must be called to allow the members to appoint/elect new board members to complete the term of the board member (s) who have vacated the board.

5.02 Directors are elected for a term of two (2) years. Directors may only serve two (2) consecutive terms. After serving 2 consecutive terms, a sabbatical of 2 years must be taken by the member from the Board of Directors. If a director resigns during his/her second two-year term, that individual will not be eligible to run for the board until four years after the start date of his/her second term, i.e. the individual will be treated as if he/she has served a full second term.

5.03 At an Annual General Meeting or Special Members Meeting, where quorum is met, the Board members will be elected by the membership based on a "yes" or "no" vote for each individual director. Any potential board member must receive greater than 50% "yes" votes from the membership. If a potential board member receives 50% or less "yes" votes, that individual will not be elected to the board of directors. Every board member must be voted onto the board with more than 50% approval from the membership. There will be no election of board members by acclamation.

5.04 The office of director shall be automatically vacated:

a) if/when the director delivers a written (hand-written or electronic) resignation to the Secretary of Record of the Board of Directors

b) if she is found by a court to be of unsound mind;

c) if at a Special Members Meeting, a resolution is passed by the majority of the membership. A quorum of 2/3 of the membership must vote either in person or by proxy, that the director be removed from the Board of Directors. A vote of 50% plus one (1) will be required for such action.

d) death

e) if the director is convicted of any criminal offence

f) admission of a criminal offence regardless of conviction

g) if a director has missed two (2) consecutive Board meetings without just cause

h) if a director has had animals removed from their care by the PEI Humane Society or equivalent on or off PEI

5.05 If a member of the Board of Directors resigns from the Board twice (2) without just cause, that member will not be allowed to seek re-election to the Board again in the future.

5.06 The directors shall have the power to authorize expenditures on behalf of the Corporation from time to time. The directors shall have the power to make expenditures for the purpose of furthering the "Objects of the Corporation" as stated in Bylaw 2. All expenditures must be pre-authorized by the Board of Directors, with the exception of emergency veterinary care, which requires approval by only two (2) members of the executive. All expenditures not pre-authorized will not be paid for by the Corporation. Expenditures for the services of lawyers, auditors and/or other professionals, not including veterinary clinics, must be pre-approved by the membership either at an Annual General Meeting, a Special Members Meeting or by an online membership vote.

5.07 The Board of Directors shall take such steps as they may deem requisite to enable the Charity to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations for the purpose of furthering the Objects of the Charity.

5.08 The Board of Directors may provide for the creation of committees comprised of those members of the Corporation. The committee members shall exercise such duties as may from time to time be authorized by the Board of Directors. Any committee member may be removed by a vote of a majority of the directors. The committee members shall not be entitled to attend such meetings except upon invitation by the Board of Directors. The committee members, when invited to attend meetings of the Board of Directors, shall not be entitled to vote thereat.

#### **Bylaw No. 6 - Meetings of Directors**

6.01 Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that seven (7) clear days notice of such meeting shall be given other than by mail to each director. Each director, other than the Chairperson, is authorized to exercise one (1) vote. The Chairperson will exercise a vote only in the case of a tie vote. Quorum for a Board of Directors meeting will be three (3) or more directors present.

6.02 The directors shall not receive any remuneration for their services.

6.03 A resigning director must provide a resignation in writing to the Secretary of record of CAT. The resignation shall not be official until all members of the Board of Directors are made aware of the resignation.

6.04 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation shall from time to time and at all times, be indemnified and saved harmless, from and against;

a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the director, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or about the execution of the duties of the office or in respect of any such liability

b) all other costs, charges and expenses which the director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the director's own wilful neglect or default.

#### **Bylaw No. 7 - Executive Committee**

7.01 There shall be an executive committee composed of four (4) directors, Chairperson, Vice-Chairperson, Secretary and Treasurer who shall be appointed by the Board of Directors. The executive committee shall exercise such powers as are authorized by the Board of Directors. Any executive committee member may be removed by a majority vote of the Board of Directors. Executive committee members shall receive no remuneration for serving. The same person may hold any two offices. All executive positions shall be held for one (1) year. The director may reapply for the same position or another position following the next AGM.

7.02 Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours' notice of such meeting shall be given to each member of the committee. Three (3) members of such committee shall constitute a quorum.

7.03 The minutes of the Board of Directors and the minutes of the committee meetings shall be available, upon request, to the general membership of the Corporation.

7.04 All officers shall be directors of the Corporation.

7.05 The Chairperson shall be elected by the Board of Directors. Officers other than the Chairperson shall be appointed by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the members.

7.06 The officers of the Corporation shall hold office for two (2) years from the date of the appointment or election. Officers may hold executive positions for one (1) year. After the following AGM, officers may be reappointed by the Board of Directors to executive positions at the first Board of Directors meeting following the AGM. Officers shall be subject to removal by resolution of the Board of Directors or by two-thirds (2/3) of the membership of the Corporation.

7.07 The Chairperson shall be the chief executive officer of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors and the Annual General Meeting. If the Chairperson is unable to attend the Annual General Meeting, he/she may appoint another board member to chair the meeting. The Chairperson is not required to preside over or be present for Chapter Meetings or Special Membership Meetings. The Chairperson shall have the general and active management of the affairs of the Corporation.

7.08 The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson.

7.09 The Treasurer shall have the custody of the funds of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies in the name and to the credit of the Corporation in such chartered bank or trust company. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chairperson and the directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall ensure that proper records are kept of all fundraising activities including retaining ticket stubs, as is required by the Canada Revenue Agency.

7.10 The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or Chairperson, under whose supervision he/she shall be. If the Secretary is unable to attend a meeting or perform his/her duties, the Secretary may request that another board member act as Secretary in his/her absence.

7.11 Two officers shall sign contracts, documents or any instruments in writing requiring the signature of the Corporation, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

7.12 Any of the Chairperson, Vice-Chairperson, Treasurer and Secretary are authorized to sign cheques. Two signatures are required for all cheques.

## **Bylaw No. 8 - Meetings of Members**

8.01 The Corporation shall hold an Annual General Meeting within three (3) months after the end of each fiscal year as determined by the Board of Directors. Such meeting shall receive the reports of the executive

on the affairs of the Corporation, a balance sheet and account of income and expenditures and a financial report all for the preceding year and shall elect a new executive and transact business.

8.02 Notice of any meeting shall be given to the members in writing by mail or by email. Non- receipt of such notice by any member shall not invalidate the proceedings at any meeting of the Corporation. Thirty (30) days' notice shall be given for the Annual General Meeting. All other meetings require a minimum of forty-eight (48) hours' notice.

8.03 Each member shall be entitled to one vote at meetings of the membership.

8.04 The quorum required for any Special Membership meeting as well as the Annual General Meeting shall be 25% of the general membership that are entitled to vote. No board members are required for quorum at Special Members Meetings. A minimum of one (1) board member is required for the quorum at the Annual General Meeting, either the Chairperson or another board member that has been appointed by the Chairperson to chair the AGM. Informational meetings and/or Chapter meetings where no official business is decided are excluded from the quorum requirement.

8.05 Each member present at a meeting shall have the right to exercise one vote. A member that is eligible to vote may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. The proxy holder must be a member of the corporation. The signed proxy shall be made known to the attendance keeper prior to the start of the meeting.

8.06 A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

#### **Bylaw No. 9 (Amended April 13, 2025)**

9.01 At each Annual General Meeting, the members will appoint an individual who is NOT a member of the organization and otherwise has no interest in the organization, to review the financial statements on an annual basis. The appointed person shall have accounting qualifications that are acceptable to the members. A report of their financial review will be provided at the following Annual General Meeting.

The books and records of the Corporation after the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officers or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

#### **Bylaw No. 10 - Books and Records**

10.01 The directors shall see that all necessary books and records of the Charity required by the bylaws of the Charity or by any applicable statute or law are regularly and properly kept.

10.02 Each member of the Board of Directors shall at all times have access to all books and records of the Corporation, upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.

10.03 All conduct with respect to viewing of books and records by the Board of Directors shall be conducted according to Roberts Rules.

#### **Bylaw No. 11 – Fiscal Year End**

The fiscal year end of the Charity shall be December 31<sup>st</sup> each year.

**Bylaw No. 12 - Amendments to Bylaws**

12.01 Any bylaw may be repealed or amended by a bylaw passed by a majority vote of 50% plus one (1), of the members represented either in person or by proxy at an Annual General Meeting or at a Special Members Meeting. One month's notice must be given specifying the intention to propose the repeal or amendment of the bylaw(s). A quorum of 2/3 of the membership will be required in order to take such action.

**Bylaw No. 13 - Dissolution and Winding Up**

13.01 The net profit of the Corporation shall be expended in the operation of the Corporation and in the event of a winding up or dissolution of the Corporation, there shall not be any distribution of any kind among members, but the funds of the Corporation shall be applied to some one or more charitable organizations within the community agreed to by the membership.

**Bylaw No. 14 – Interpretations**

15.01 In these bylaws and all resolutions of the Corporation, unless a contrary intention is expressed, words importing the singular number only shall include the plural word and vice-versa; words importing the masculine gender shall include the feminine and neuter genders and vice-versa.