

**Proposed amendments to the By-Laws of the NBSPCA**  
**Approved by the Board of Directors 12 April 2017**  
**Recommended for approval at the Annual General Meeting on May 7, 2017**

By-Law No. 2, Section 4:

Section 4 - The Board of Directors may appoint as Director up to three additional members of this Society for the purpose of maintaining geographical and linguistic representation from across the province, or for the purpose of obtaining special expertise. Directors so appointed shall have all the powers and privileges of Directors mentioned in Section 1 heretofore. They shall serve terms expiring immediately following the Annual General Meeting held in the second year following the date of their appointment.

*(Specifies the term of co-opted Board members; not covered in the present by-laws. These are two-year terms expiring on the date of the Annual General Meeting.)*

By-Law No. 7, Section 1:

Section 0 - Should any officer of the society, or any member of the Board of directors, or any member of the Executive, resign or otherwise relinquish office during the tenure of his/her appointment, the Board of directors shall have power to appoint a replacement who shall have the full duties and powers of the officer or member replaced. The term of such a director or officer shall expire on the date on which the term of the director or officer so replaced would have expired.

*(Clarifies the term of officers and board members at large replacing resigned members. Such directors may, of course, be nominated for election to further terms, by the Board or the Membership respectively.)*

By-Law No. 9:

Section 1 - Payment - Signing authority over all financial and investment accounts, and authority to authorize or approve electronic transfers or other forms of payment, requires two signatures. One signature, to be referred to as authorization authority, shall normally be performed by the Office Manager for amounts less than \$500 and can be delegated for any amount to a member of the executive by the Treasurer. The other required signature, to be referred as approval authority, shall normally be executed by the Executive Director (ED) and may be delegated to the Chief in the ED's absence.

*(Clarifies who may authorize payments and financial transfers.)*

By-Law No. 11, Section 3, Paragraph (b):

(b) The period of the Annual Membership shall extend from the date on which the annual fee is paid to the day following the next Annual General Meeting of the Society. Should the annual fee be paid on the date of the Annual General Meeting, annual membership will lapse one day prior to the Annual General Meeting held the following calendar year.

*(Clarifies the period of a valid annual membership, especially the now-ambiguous issue of memberships sold on the day of the Annual General Meeting)*