

Turtle Valley Donkey Refuge Society

Agenda AGM 2024



- 1) **Welcome to Everyone and Thank You for participating in our AGM.**
- 2) **Motion to Accept the Agenda as presented**
- 3) **Motion to Accept the Minutes for our 2023 Annual General Meeting as presented (see attachment)**
- 4) **Board Reports**
 - a) **President's Report – Shirley Mainprize**
 - b) **Vice President's Report – Rob Miller**
 - c) **Secretary's Report – Lisa Marshall**
 - d) **Grant Report – Bridget Ady**
 - e) **Treasurer's Report – Kris Tomson**
 - i) **2024 Budget**
- 5) **Motion to Accept 2024 Budget**
- 6) **Motion to Accept Financial Statements (see attached)**
- 7) **Election of Directors – 3 directors currently on the Board are at the end of their current term and are happy to renew their positions for another 2-year term (see attached biographies)**
- 8) **Motion to Appoint Accountants for Compilation Engagement Report - Clark Robinson Chartered Professional Accountants has provided this service for the past 2 years and the Board notes this process facilitates a thorough review of all income and expenditures and helps to ensure compliance with CRA rules and regulations.**
- 9) **Special Resolution – Amendment to Bylaws (attached document)**

BE IT RESOLVED as a special resolution that the Bylaws of the Society be amended to the attached following document, to take effect upon the electronic filing of a Bylaw Alteration Application with Societies BC. These updates to the Bylaws are being made to facilitate the succession plan of the Refuge and ensure future Members and Board Members are invested and dedicated to ensuring the well-being of the Donkeys and upholding the Purpose, Constitution and Mission of the Donkey Refuge.

Motion for Authorization of Special Resolution

BE IT RESOLVED as an ordinary resolution that the directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in giving effect to the following amended Bylaws.
- 10) **Motion to adjourn AGM**

**TURTLE VALLEY DONKEY REFUGE SOCIETY
2023 ANNUAL GENERAL MEETING
September 30, 2023
MEETING MINUTES**

A. Welcome to Members

On behalf of the Board of Directors, members were welcomed and thanked for participating in our second online Annual General Meeting. The meeting was originally scheduled to be held at the Refuge on September 9th, 2023 but due to the local wildfires it was decided to be held online. The Annual General Meeting documents were emailed to current and lifetime members and were also posted on our Facebook page on September 10, 2023.

B. Acceptance of Online Agenda (see attachment)

The membership responded to a Motion to Accept the Agenda as presented.

Motion 1 - Moved by Lisa Marshall and seconded by Robert Miller.

There were 15 'Yes' and 0 'No' votes received from members via email and telephone.

C. Acceptance of Minutes for 2022 Annual General Meeting (see attachment)

The membership responded to a Motion to Accept the 2022 AGM Minutes as presented.

Motion 2 - Moved by Bridget Ady and seconded by Kris Tomson.

There were 15 'Yes' and 0 'No' votes received from members via email and telephone.

D. Reports (see attachments)

1. President's Report - Shirley Mainprize

2. Vice President's Report - Bob Miller

3. Secretary's Report - Lisa Marshall

4. Grant Administrator's Report - Bridget Ady

**5. Treasurer's Report - Kris Tomson
- 2023 Budget**

E. 2022 Audited Financial Statements (see attachment)

The membership responded to a Motion to Accept the 2022 Audited Financial Statements as presented.

Motion 3 - Moved by Lisa Marshall and seconded by Bridget Ady.

There were 15 'Yes' and '0' No votes received from members via email and telephone.

TURTLE VALLEY DONKEY REFUGE SOCIETY
2023 ANNUAL GENERAL MEETING
September 30, 2023
MEETING MINUTES

F. Motion to adjourn online AGM

Meeting was adjourned at 3pm September 30, 2023.

Notes that were included in the AGM Agenda:

1. If you have any questions regarding the minutes from 2022, the audited financial statements or something else, please email Shirley at donkeyrefuge@gmail.com and the Board will answer as best we can.
2. Please vote using this link:
<https://us8.list-manage.com/survey?u=32034bbd3fb8316a2594dd5ad&id=8331a6ba46>

Turtle Valley Donkey Refuge Society Budget 2024

Revenues

Fundraising - non-event

Admission	23,000.00
Buy-A-Bale unreceipted	2,000.00
Directed Donations - Calendar Sponsorship	1,200.00
Directed Donations - Donkey Care & Comfort	50,000.00
Manure sales	400.00
Directed Donations - Barn Insulation	2,300.00
Directed Donations - New Tractor	32,500.00
Directed Donations - Veterinary Care	1,800.00
Directed Donations - Infirmary Supplies	11,000.00

Total Fundraising - non-event	123,000.00
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Shoppe Sales	35,000.00
Receipted Individual/Corporate Donations	250,000.00
Unreceipted Giving	40,000.00
Memberships	3,000.00
In Kind Donations Receipted	6,300.00
Raffle Ticket Sales	1,000.00
BC Gaming Grant	75,000.00
Fundraising/Grants/other	150,000.00

Total Income	683,300.00
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Cost of Goods Sold

Store Merchandise	13,000.00
Visitor Comfort	2,000.00
Total COGS	15,000.00

Gross Profit	668,300.00
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Expenses**Donkey and Farm Expenses**

Animal Care	58,000.00
Feed and Comfort Expenses	135,000.00
Total Donkey Expenses	<u>193,000.00</u>

Farm Expenses	25,000.00
Vehicle and Equipment Expenses	22,000.00
Total Farm and Vehicle Expenses	<u>47,000.00</u>

Total Donkey and Farm Expenses**240,000.00****Operating & Administrative Exp.**

Advertising and Promotion	3,500.00
Cleaning/refuse supplies	800.00
Garbage Disposal	100.00
Insurance Expense	13,400.00
Licence, Fees, and Dues	150.00
Mortgage Interest	20,500.00
Office supplies & services	4,000.00
Payroll Expenses	370,000.00
Postage and Delivery	1,350.00
Professional Fees	8,500.00
Service charges and interest	4,850.00
Software & Apps	4,200.00
Telephone & Internet Expense	7,500.00
Utilities	14,500.00

Total Operating & Administrative Exp.**453,350.00****Total Expense****693,350.00**

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Capital Expenditures:

Replacement Tractor	32,500.00
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Total Fundraising Donations and Grants 2024**635,800.00**

TURTLE VALLEY DONKEY REFUGE SOCIETY

Financial Information

December 31, 2023

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COMPILATION ENGAGEMENT REPORT

To the Members of Turtle Valley Donkey Refuge Society

On the basis of information provided by management, we have compiled the statement of financial position of Turtle Valley Donkey Refuge Society as at December 31, 2023, and the statements of changes in net assets, operations and cash flow for the year then ended, and Note 2, which describes the basis of accounting applied in the preparation of the compiled financial information ("financial information").

Management is responsible for the accompanying financial information, including the accuracy and completeness of the underlying information used to compile it and the selection of the basis of accounting.

We performed this engagement in accordance with Canadian Standard on Related Services (CSRS) 4200, *Compilation Engagements*, which requires us to comply with relevant ethical requirements. Our responsibility is to assist management in the preparation of the financial information.

We did not perform an audit engagement or a review engagement, nor were we required to perform procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an audit opinion or a review conclusion, or provide any form of assurance on the financial information.

Readers are cautioned that the financial information may not be appropriate for their purposes.



Clark, Robinson
Chartered Professional Accountants

Vernon, BC
July 25, 2024

TURTLE VALLEY DONKEY REFUGE SOCIETY
Statement of Financial Position
December 31, 2023

	2023	2022
ASSETS		
CURRENT		
Cash	\$ 764,920	\$ 241,946
Term deposits	-	184,461
Marketable securities	5,229	-
Sales tax receivable	12,011	8,458
Inventory	26,358	43,113
Restricted cash - gaming	116,246	1,109
	<u>924,764</u>	479,087
TANGIBLE CAPITAL ASSETS <i>(Note 3)</i>	<u>1,493,758</u>	1,231,043
	<u>\$2,418,522</u>	<u>\$ 1,710,130</u>
LIABILITIES AND NET ASSETS		
CURRENT		
Accounts payable	\$ 5,959	\$ 5,338
Government remittances payable	12,741	3,325
Deferred operating grants and donations <i>(Note 4)</i>	155,000	-
Current portion of long term debt <i>(Note 5)</i>	34,150	78,000
	<u>207,850</u>	86,663
LONG TERM DEBT <i>(Note 5)</i>	682,275	412,624
DEFERRED CONTRIBUTIONS <i>(Note 6)</i>	584,773	124,461
ADVANCES FROM RELATED PARTIES <i>(Note 7)</i>	-	353,595
	<u>1,474,898</u>	977,343
NET ASSETS	<u>943,624</u>	732,787
	<u>\$2,418,522</u>	<u>\$ 1,710,130</u>

TURTLE VALLEY DONKEY REFUGE SOCIETY
Statement of Changes in Net Assets
Year Ended December 31, 2023

	2023	2022
NET ASSETS - BEGINNING OF YEAR	\$ 732,787	\$ 696,056
EXCESS OF REVENUES OVER EXPENDITURES	210,837	36,731
NET ASSETS - END OF YEAR	\$ 943,624	\$ 732,787

TURTLE VALLEY DONKEY REFUGE SOCIETY
Statement of Operations
Year Ended December 31, 2023

	2023	2022
REVENUES		
Fundraising and donations	\$ 739,050	\$ 526,643
Grants - other	84,866	58,043
Grants - BC Gaming	75,000	53,000
Merchandise sales (net of costs)	10,909	20,228
Interest and sundry	6,198	485
Amortization of deferred capital contributions	4,978	-
Memberships	4,655	5,138
	<u>925,656</u>	<u>663,537</u>
DIRECT COSTS		
Direct wages	312,280	260,254
Animal care	179,140	155,919
Vehicle	17,704	22,194
Repairs and maintenance - buildings and fences	9,915	12,957
Facility costs	2,351	2,758
	<u>521,390</u>	<u>454,082</u>
NET REVENUE	<u>404,266</u>	<u>209,455</u>
EXPENDITURES		
Advertising and promotion	1,964	8,497
Amortization	51,507	45,030
Insurance	10,593	10,080
Interest and bank charges	8,059	6,784
Interest on long term debt	20,999	19,474
Office	23,658	20,182
Professional fees	3,854	3,725
Repairs and maintenance - equipment	21,513	4,947
Salaries and wages	54,539	45,453
Telephone and internet	7,341	4,701
Utilities	9,402	11,487
	<u>213,429</u>	<u>180,360</u>
EXCESS OF REVENUES OVER EXPENDITURES FROM OPERATIONS	<u>190,837</u>	<u>29,095</u>
OTHER INCOME		
Government assistance - CEBA loan forgiveness	20,000	-
Government assistance - COVID wage subsidies	-	7,636
	<u>20,000</u>	<u>7,636</u>
EXCESS OF REVENUES OVER EXPENDITURES	<u>\$ 210,837</u>	<u>\$ 36,731</u>

TURTLE VALLEY DONKEY REFUGE SOCIETY
Statement of Cash Flow
Year Ended December 31, 2023

	2023	2022
OPERATING ACTIVITIES		
Receipts from customers	\$ 1,560,968	\$ 742,634
Paid to suppliers and employees	(627,465)	(596,604)
Interest paid	(29,055)	(26,256)
Sales tax	(3,554)	(1,449)
Cash flow from operating activities	<u>900,894</u>	<u>118,325</u>
INVESTING ACTIVITIES		
Purchase of tangible capital assets	(314,222)	(46,854)
Marketable securities	(5,229)	-
Restricted cash - gaming	(115,137)	53,706
Cash flow from (used by) investing activities	<u>(434,588)</u>	<u>6,852</u>
FINANCING ACTIVITIES		
Advances to related parties	(353,595)	-
Proceeds from long term financing	303,595	-
Repayment of long term debt	(77,793)	(19,008)
Cash flow used by financing activities	<u>(127,793)</u>	<u>(19,008)</u>
INCREASE IN CASH FLOW	338,513	106,169
Cash - beginning of year	<u>426,407</u>	<u>320,238</u>
CASH - END OF YEAR	<u>\$ 764,920</u>	<u>\$ 426,407</u>
CASH CONSISTS OF:		
Cash	\$ 764,920	\$ 241,946
Term deposits	-	184,461
	<u>\$ 764,920</u>	<u>\$ 426,407</u>

TURTLE VALLEY DONKEY REFUGE SOCIETY
Notes to Financial Information
Year Ended December 31, 2023

1. NATURE OF OPERATIONS

The Turtle Valley Donkey Refuge Society is incorporated under the Society Act of British Columbia. The mission of the society is to provide a loving, healthy and safe, permanent home for donkeys who are neglected or abused, or, through no fault of their own, cannot be properly cared for in their present circumstance. The Society is a Registered Charity with Canada Revenue Agency.

2. BASIS OF ACCOUNTING

The basis of accounting applied in the preparation of the statement of financial position of Turtle Valley Donkey Refuge Society as at December 31, 2023, and the statements of changes in net assets, operations and cash flow for the year then ended is on the historical cost basis and reflects cash transactions with the addition of:

- accounts receivable
- inventory valued at cost
- tangible capital assets amortized over their estimated useful lives
- accounts payable and accrued liabilities
- restricted contributions are recognized as revenue in the year in which the related expenses are incurred

3. TANGIBLE CAPITAL ASSETS

	Cost	Accumulated amortization	2023 Net book value	2022 Net book value
Land	\$ 627,290	\$ -	\$ 627,290	\$ 627,290
Barns and farm buildings	720,114	55,347	664,767	426,495
Fencing	24,494	11,690	12,804	11,099
Furniture and fixtures	27,512	14,569	12,943	11,697
Generators	43,726	15,783	27,943	12,111
Irrigation system	58,065	32,550	25,515	31,894
Computer equipment	2,616	262	2,354	-
Security system	6,705	4,947	1,758	2,197
Small Buildings	39,008	4,496	34,512	35,950
Storage Buildings	96,675	44,195	52,480	58,311
Tractors and trailers	99,283	67,891	31,392	13,999
	\$ 1,745,488	\$ 251,730	\$ 1,493,758	\$ 1,231,043

TURTLE VALLEY DONKEY REFUGE SOCIETY
Notes to Financial Information
Year Ended December 31, 2023

4. DEFERRED OPERATING GRANTS AND DONATIONS

Deferred operating grants are recognized as revenue in the year in which the related expenses are incurred. As at December 31, 2023, the Society had the following operating grants and donations that will be recognized as revenue in 2024

	2023	2022
BC Gaming Grant	\$ 75,000	\$ -
Animal care donations	80,000	-
	\$ 155,000	\$ -

5. LONG TERM DEBT

	2023	2022
Salmon Arm Savings and Credit Union loan bearing interest at 4.99% per annum, repayable in monthly blended payments of \$746. The loan matures on May 1, 2027 and is secured by Registered first mortgage against specific real property.	\$ 412,830	\$ 430,624
Robert Miller and Shirley Mainprize, loan bearing interest at 3% per annum, repayable in monthly blended payments of \$2,000. The loan matures on November 20, 2026 and is secured by a promissory note payable.	303,595	-
Canada Emergency Business Account loan - paid out during the year	-	60,000
	716,425	490,624
Amounts payable within one year	(34,150)	(78,000)
	\$ 682,275	\$ 412,624

Robert Miller and Shirley Mainprize are founders and two of the directors of the Society.

TURTLE VALLEY DONKEY REFUGE SOCIETY
Notes to Financial Information
Year Ended December 31, 2023

6. DEFERRED CAPITAL CONTRIBUTIONS

The society receives grants and donations that are to be specifically used for capital projects. Those grants are recorded as Deferred Capital Contributions in the year of receipt and the amortized to income at the same amortization rate as the related capital assets.

	2023	2022
Opening balance	\$ 124,461	\$ 124,460
Donations received during the year	465,290	-
	589,751	124,460
Amortization of deferred capital contributions for the year	(4,978)	-
	\$ 584,773	\$ 124,460

7. ADVANCES FROM RELATED PARTIES

The advances from related parties were refinanced into a long term loan payable (see Note 5).

8. COMPARATIVE FIGURES

Some of the comparative figures have been reclassified to conform to the current year's presentation.

Director Biography Statements

Kris Tomson – Treasurer

I recently moved to the Kamloops area after living and working in Northern BC as a public servant for more than 10 years. I grew up on a hobby farm near the Refuge and spent most of my childhood around a variety of animals. Although I never pursued a life around animals they have always been a contributing factor into who I am. I completely enjoy the outdoors and my years spent with the donkeys since the inception of the Refuge. Although I've enjoyed my time informally working with and around the donkeys, I am very excited to have taken on a formal role in their care.

Lisa Marshall – Secretary

I became a Board Member in the Fall 2019 and have resided in Calgary, Alberta since 2021. When I met the donkeys at TVDR I was amazed by their kind and gentle souls and they immediately captured my heart. I found myself spending countless hours with them grooming, cuddling and rubbing those big beautiful ears and I quickly realized it was important to get more involved in assisting with their well-being.

Over the years I have enjoyed taking part in fundraising events, interacting with visitors including answering any question they may have and sharing our mission to provide lifelong care for the donkeys and the unique personalities of some of our four legged residents.

I have over 30 years of experience as a Procurement Specialist with strong organizational skills. Some of my skills include sourcing possible bidders, pre-qualifying contractors & vendors when necessary prior to going out for formal bids, obtaining quotations/proposal and evaluating & negotiating terms & conditions. Also I really enjoy working with numbers and pay close attention to detail. I am always ready for the tasks that are required with my role as Director/Secretary.

Being involved with a great group of individuals with one common goal has enriched my life more than I could have imagined and I look forward to continuing to serve and contribute to the refuge's success.

Bridget Ady – Granting

My lifelong love for donkeys led me to visit the Turtle Valley Donkey Refuge in its early days at the original farm, where I often brought friends and family to share in the joy of these incredible animals. Since retiring from the geological consultancy that I founded with my husband, Richard—also a dedicated supporter of the refuge—I have relocated permanently to the beautiful Shuswap from Canmore, Alberta.

In 2022, I was honored to join the Board of Directors, bringing with me extensive experience from serving on several animal welfare boards and a strong background in

grant writing. Since becoming a Director, I have nearly completed a two-year certificate in Animal-Assisted Wellness at Lakeland College, Alberta. My studies have focused on donkey care, behaviour, and the use of donkeys as therapy animals, and I hope to complete my practicum at the refuge. This education has deepened my understanding and love for donkeys and strengthened my commitment to their welfare.

I am eager to continue serving as a Director and grant writer for another two-year term, with a focus on fostering community engagement and building partnerships with businesses that support our mission. I am dedicated to promoting the well-being of our donkeys and raising awareness and understanding of these wonderful animals.

**SPECIAL RESOLUTION
OF
TURTLE VALLEY DONKEY REFUGE SOCIETY
(the "Society")**

Amendments to Bylaws

BE IT RESOLVED as a special resolution that the Bylaws of the Society be amended to the attached following document, to take effect upon the electronic filing of a Bylaw Alteration Application with Societies BC. These updates to the Bylaws are being made to facilitate the succession plan of the Refuge and ensure future Members and Board Members are invested and dedicated to ensuring the well-being of the Donkeys and upholding the Purpose, Constitution and Mission of the Donkey Refuge.

Authorization

BE IT RESOLVED as an ordinary resolution that the directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in giving effect to the following amended Bylaws.

NAME OF SOCIETY: **TURTLE VALLEY DONKEY REFUGE SOCIETY**

Incorporation Number: S0057625

Business Number: 82230 9001 BC0001

Filed Date and Time:

The name of the Society is TURTLE VALLEY DONKEY REFUGE SOCIETY

The purposes of the Society are:

- a. to establish and operate a safe and permanent sanctuary for abandoned, abused, neglected or unwanted donkeys;
- b. to provide protection, medical care and shelter to abandoned, abused, neglected or unwanted donkeys;
- c. to educate the general public on the appropriate and proper care of donkeys and to promote the prevention of cruelty to animals;
- d. to do all such things as are incidental or ancillary to the attainment of the above objects;
- e. to receive and accept donations, grants, contributions and gifts of any kind and every kind and nature whatsoever, whether by way of bequest, demise, gift, contribution or otherwise, and to apply such donations, grants, contributions and gifts in a manner consistent with the purposes of the Society;
- f. to acquire, hold, purchase, convert, lease, mortgage, sell or dispose of any real or personal asset of the Society; and to invest and re-invest any of the assets of the Society in investments which the directors in their discretion consider appropriate without limitation to investments in which trustees are authorized to invest trust funds.

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TURTLE VALLEY DONKEY REFUGE SOCIETY
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BYLAWS
OF
TURTLE VALLEY DONKEY REFUGE SOCIETY
(the "Society")

PART 1-INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- a. **"Board"** means the board of Directors of the Society from time to time;
- b. **"Bylaws"** means the bylaws of the Society as filed in the Office of the Registrar;
- c. **"Chair"** means a Person elected to the office of Chair in accordance with these Bylaws;
- d. **"Constitution"** means the constitution of the Society as filed in the Office of the Registrar;
- e. **"Directors"** mean the Directors of the Society for the time being and a Director means any one of them;
- f. **"Members"** means the applicants for incorporation of the Society and those Persons, who are at least nineteen (19) years of age, who have become non-voting, voting, or lifetime members in accordance with these Bylaws and, in any case, have not ceased to be members, and a "Member" means any one of them;
- g. **"Non-Voting Members"** means a Member who supports the mission of the Society but does not have the right to vote in governance matters or elections, and a "Non-Voting Member" means any one of them;
- h. **"Voting Members"** means a Member who meets the eligibility criteria and has been approved by the Directors to vote at the Annual General Meeting, and a "Voting Member" means any one of them;
- i. **"Lifetime Members"** means a Member who has been granted membership for life, often in recognition of significant contributions to the organization, and enjoys the rights of a Voting Member without the obligation of paying annual dues, and a "Lifetime Member" means any one of them;

- j. **"Societies Act"** means the *Societies Act* of the Province of British Columbia from time to time in force and all amendments to it;
- k. **"Registered Address"** of a member, means the Member's address as recorded in the Register of Members.

1.2 Societies Act Definitions

The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.

1.3 Plural and Gender

Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2—MEMBERSHIP

2.1 Grandfathering of Voting Rights for Existing Members Including Lifetime Members

Notwithstanding any other provision in these Bylaws, all Members including Lifetime Members in good standing prior to the date of amendment of these bylaws at a General Meeting of the Members shall retain their voting rights as previously granted. These voting rights shall continue for the duration of their membership unless otherwise terminated by resignation, removal, or disqualification under these bylaws as they existed prior to the date their amendment, in accordance with the *Societies Act*.

2.2 Admission to Membership

The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become Members, in accordance with these Bylaws and, in either case, have not ceased to be Members. An individual may apply to the Directors for membership in the Society and, upon approval, become a Member. Memberships are valid for one year from the date of purchase. To maintain good standing, members must renew their memberships by paying their membership dues within six (6) months of the expiration date. Renewals will be applied retroactively, starting from the original expiration date.

Any person applying for new membership or reinstating a membership where dues have remained unpaid for over six (6) months under the provisions set out in these Bylaws will, upon acceptance, be designated as a Non-Voting Member.

2.3 Compliance

Every Member must uphold the Constitution and comply with these Bylaws.

2.4 Duration of Non-Voting Membership

A Non-Voting Member must remain in good standing for a period of three (3) consecutive

years after which time they may apply to the Directors to become Voting Members.

2.5 Criteria for Good Standing

A Member is considered to be in good standing if:

- (i) They have fulfilled all membership obligations, including payment of dues pursuant to section 2.2 of these bylaws.
- (ii) They have not engaged in conduct detrimental to the Society or its mission, as determined at the sole discretion by the Board.

2.6 Application for Voting Status

- a) Non-voting Members shall be informed of their eligibility for transition to voting status at the end of their third year of membership.
- b) After completing three (3) years in good standing pursuant to section 2.5 of these Bylaws, a Non-Voting Member may submit a written request to the Board of Directors to be considered for voting membership.
- c) The request to transition to Voting Member status must outline the Member's contributions to the Society and demonstrate their commitment to its objectives.
- d) A Non-Voting Member in good standing who does not apply to become a Voting Member may continue as a Non-Voting Member upon payment of the annual dues.

2.7 Board Approval

The Board will review the application for voting membership and may, at their absolute discretion, grant voting status based on the Member's involvement, contributions, and alignment with the Society's values. The Board's decision will be communicated in writing to the Member within thirty (30) days of the review, and may or may not be accompanied by reasons therefor.

2.8 Dues

The amount of the first annual membership dues must be determined by the Directors and after that the annual membership dues must be determined at the Annual General Meeting of the Society.

2.9 Cessation of Membership

A person ceases to be a Member of Society

- a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society,
- b) on his or her death or, in the case of a corporation, on dissolution,
- c) on being expelled, or

- d) on having become a Member not in good standing.

2.10 Expulsion of a Member

- a. A Member may be expelled by a special resolution of the Members passed at a general meeting.
- b. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- c. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3—MEETINGS OF MEMBERS

3.1 Time and Place of General Meeting

General meetings of the Society must be held at the time and place, in accordance with the *Societies Act*, that the Directors decide.

3.2 General Meeting

Every general meeting, other than an Annual General Meeting, is a general meeting.

3.3 Calling of a General Meeting

The Directors may, when they think fit, convene a general meeting.

3.4 Notice of General Meeting

Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.

3.5 Omission of Notice

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

3.6 Annual General Meeting

The first Annual General Meeting of the Society must be held not more than 15 months after the date of incorporation and after that an Annual General Meeting must be held at least once in every calendar year.

PART 4–PROCEEDINGS OF GENERAL MEETING

4.1 Special Business

Special business is:

- a. all business at a general meeting except the adoption of rules of order, and
- b. all businesses conducted at an Annual General Meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) consideration of the financial statements;
 - (iii) consideration of the report of the Directors;
 - (iv) consideration of the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting:

4.2 Requirement of Quorum

No business, other than the election of a chair and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.

4.3 Quorum

A quorum is three Members present, or a greater number that the Members may determine at a general meeting.

4.4 Loss of Quorum

If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.5 Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.

4.6 Chair

Subject to Bylaw 4.7, the President of the Society, the Vice-President or, in absence or both, one of the other Directors present, must preside as Chair of a general meeting

4.7 Alternate Chair

If at a general meeting

- a) there is no President, Vice-President or other Directors present within 15 minutes after the time appointed for holding the meeting, or
- b) the President and all the other Directors present are unwilling to act as the Chair,

the Members present must choose one of their numbers to be the Chair.

4.8 Adjournment

A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.9 Notice of Adjournment

When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

4.10 When Notice Not Required

Except as provided in this Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.11 Motions Need Not be Seconded

A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

4.12 No Casting Vote

In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the proposed resolution does not pass.

4.13 Entitlement to Vote

A Member in good standing present at a meeting of Members is entitled to one vote.

4.14 Decisions by Show of Hands, Voice Vote or Secret Ballot

Voting will be by show of hands or voice vote recorded by the secretary of the meeting, unless proxy votes are to be recorded and except that, at the request of any two (2) Members present at the meeting, a secret vote by written ballot will be required.

4.15 Voting by Proxy

- a.) Voting by proxy is permitted, provided that the proxy has previously been appointed in writing signed by the Member appointing the proxy. A permanent proxy entitling a Member to vote at other than one meeting and any adjournment of that meeting is void.
- b.) Any individual who is a Member and who is not younger than the age of majority in British Columbia may act as proxy holder.
- c.) A proxy and the power of attorney or other authority, if any, under which it is signed or a notarially-certified copy thereof shall be deposited at the address of the Society or at such other place as is specified for that purpose in the notice calling the meeting not less than 48 hours before the time for holding the meeting at which the Member named in the proxy progress to vote or shall be deposited with the Chair prior to the commencement of the meeting. In the addition to any other method of depositing proxies provided for in these Bylaws the Board may from time to time make regulations:
 - (i) permitting the depositing of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held;
 - (ii) providing for particulars of those proxies to be tete-copied or sent in writing to the Society or any agent of the Society before a meeting or an adjourned meeting for the purpose of receiving those particulars; and
 - (iii) providing that those proxies so deposited may be voted as though the proxies themselves were produced to the Chair of the meeting or of the adjourned meeting as required by this Bylaw.

Votes given in accordance with proxies and particulars of proxies so deposited shall be valid and counted.

- d.) A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death, bankruptcy or incapacity of the Member or revocation of the proxy or of the authority under which the proxy was executed, provided that prior to the meeting no notice in writing of the death, bankruptcy, incapacity or revocation as aforesaid shall have been received at the address of the Society or by the Chair of the meeting or of the adjourned meeting at which the vote was given.

4.16 Form of Proxy

Unless in the circumstances the *Societies Act* requires any other form of proxy, a proxy appointing a proxy holder shall be in the following form, or in any other form that the Board shall approve:

Turtle Valley Donkey Refuge Society

The undersigned hereby appoints _____
of _____ (or failing him _____)
_____ of _____) as proxyholder for the
undersigned to attend at and vote for and on behalf of the
undersigned at the general meeting of the Society to be held on the
_____ day of _____, 20____, and at any
adjournment of that meeting.

Signed this _____ day of _____, 20____.

(Signature of Member)

4.17 Corporate Member

A corporate Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes with respect to a meeting of the Society.

PART 5-DIRECTORS AND BOARD POSITIONS

5.1 Powers of Directors

The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to

- a. all laws affecting the Society,
- b. these Bylaws, and
- c. rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in general meeting.

5.2 Rules

A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

5.3 Number & Composition of Directors

The number of Directors must be 5 or greater number determined from time to time at a general meeting. For so long as the Society is operated on land owned or occupied by a Member or Members, then that Member (or one of them if more than one owns the land) must be a Director of the Society; provided that if such person is unable or unwilling to act to continue to act as Director, then he, she or they may appoint a person to act as a Director in their place.

5.4 Management of Property and Affairs

The property and affairs of the Society will be managed by the Board of Directors.

5.5 Qualification of Directors

To be eligible for election to the Society's Board of Directors, candidates must meet the following criteria:

- a) Be a Voting Member in good standing of the Society.
- b) Demonstrate a commitment to the Society's mission and objectives by actively supporting the welfare of donkeys through:
 - (i) Volunteering: Candidates must have volunteered for at least 40 hours in the Society's programs, such as working at the donkey refuge, participating in outreach or education efforts, or assisting with fundraising events. The number of volunteer hours required may be adjusted from time to time by a majority vote of the Directors.
 - (ii) Demonstrated Knowledge of Donkeys: Candidates should have a solid understanding of donkey care, behaviour, and welfare. This may include:
 - Previous experience working with or caring for donkeys.
 - Participation in educational workshops, seminars, or training on donkey health and management.
 - Advocacy for donkey welfare through public speaking, writing, or involvement in animal welfare campaigns.
- c) Possess skills or experience beneficial to the Board's governance (e.g., financial expertise, legal knowledge, fundraising experience, or experience in animal welfare).
- d) Be in compliance with any applicable legal or regulatory requirements, such as being free from conflicts of interest, and qualified in accordance with the Societies Act.
- e) In exceptional circumstances, the Board of Directors may, by majority vote, waive any or all of the above criteria to appoint a Director deemed to be of outstanding merit.

5.6 Terms of Office

- a.) For purposes of calculating the term of office, the first year of such term shall be deemed to terminate at the close of each Annual General Meeting of the Society.
- b.) Elected Directors shall be elected by an ordinary resolution of the Members at a general meeting and shall take office commencing at the close of such meeting.
- c.) The term of office of elected Directors shall normally be two (2) years. For purposes of calculating the duration of an elected Director's term of office, the term shall be deemed to commence at the close of the general meeting in which such Director was elected. If the Director was elected at a general meeting, for the purposes of calculating the term of office, such term shall be deemed to have expired at the close of the Annual General Meeting next following such general meeting.
- d.) In elections where there are more candidates than vacant positions for Directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- e.) No Member shall vote for more Directors than the number of vacant positions for elected Directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- f.) Every Director shall retire from office at the close of the Annual General Meeting in the year in which his or her term expires.

5.7 Ceasing to be a Director

A person will automatically cease to be a Director:

- a.) upon the date which is the later of the date of delivering his or her resignation in writing to the secretary of the Society or to the address of the Society and the effective date of the resignation stated herein; or
- b.) upon the date such person is no longer a Member; or
- c.) upon his or her removal; and
- d.) upon his or her death or upon becoming permanently incapacitated.

5.8 Vacancy

The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.

5.9 Actions not Invalid

An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

5.10 Removal of Director

The Members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

5.11 Reimbursement of Directors' Expenses

A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

PART 6—PROCEEDINGS OF DIRECTORS

6.1 Meeting Place

The Directors may meet together at the places they think fit to conduct business, and adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.2 Quorum of Directors

The Directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the Directors then in office.

6.3 Chair

The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice- President must act as Chair, but if neither is present, the Directors present may choose one of their numbers to be the Chair at the meeting.

6.4 Calling of Meetings

A Director may at any time, and the Secretary on the request of a Director must, convene a meeting of the Directors.

6.5 Notice

For the purposes of the first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

6.6 Motions need not be Seconded

No resolutions proposed at a meeting of the Board need to be seconded.

6.7 Passing Resolutions

Any issue at a meeting of the Board which is not required by these Bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

6.8 No Casting Vote

The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she will not be permitted to vote again to break the tie and the resolution being voted on will be deemed to have failed.

6.9 Waiver of Notice by Absent Director

A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a Waiver of Notice, which may be by letter, telegram, or any form of electronic communication, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- a. a notice of meeting of Directors is not required to be sent to that Director, and
- b. any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Director is present, are valid and effective.

6.10 Majority

Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.

6.11 Resolution in Writing

A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

PART 7 – COMMITTEES

7.1 Delegation to Committees

The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.

7.2 Terms of Reference and Rules

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the board held after it has been done, or at such other time or times

as the Board may determine.

7.3 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

7.4 Chair

A Committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting, the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their numbers to be the Chair of the meeting.

PART 8– DUTIES OF BOARD POSITIONS

8.1 Election of Board Positions

At the first meeting of the Board, the Board will elect the Board Positions. All Board Positions must be Directors. The Board will elect a Chair, together with such other Board Positions as are required in accordance with these Bylaws, who will hold office until the first meeting of the Board held after the next following Annual General Meeting.

8.2 Secretary and Treasurer Required

The Board will appoint a secretary and treasurer and may appoint and remove such other Board Positions of the Society, as it deems necessary and determine the duties, responsibilities and term, if any, of all Board Positions.

8.3 Removal of Board Positions

A person may be removed as a Board Position by a resolution passed at a meeting of the Board by a majority of not less than two-thirds of the Directors present.

8.4 Replacement

Should the Chair or any other Board Position for any reason not be able to complete his or her term, the Board will remove such Board Position from his or her office and will elect a replacement without delay.

8.5 Duties of Chair

The Chair will supervise the other Board Positions in the execution of their duties and will preside at all meetings of the Society and of the Board.

8.6 Duties of Secretary

The Secretary must do the following:

- a.) conduct the correspondence of the Society;
- b.) issue notices of meetings of the Society and Directors;
- c.) keep minutes of all meetings of the Society and Directors;
- d.) have custody of all records and documents of the Society except those required to be kept by the Treasurer;
- e.) maintain the register of Members.

8.7 Duties of Treasurer

The Treasurer must:

- a.) keep the financial records, including books of account, necessary to comply with the *Societies Act*, and
- b.) render financial statements to the Director, Members and other when required.

8.8 Secretary-Treasurer

The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.

8.9 Absence of Secretary at Meeting

In the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

PART 9—EXECUTION OF INSTRUMENTS

9.1 No Seal

The Society will not have a seal.

9.2 Execution of Instruments

Contracts, documents of instruments in writing requiring the signature of the Society may be signed by:

- a.) the Chair, together with the Secretary or the Treasurer, or
- b.) any two (2) Directors

provided, however, that if there is more than one authorized signatory for the Society those authorized signatories shall not be related by marriage or common-law relationship, and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality. The Board will have power from

time to time by Board Resolution to appoint any Board Position or Board Positions, or any person or persons, on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

PART 10-BORROWING

10.1 Powers of Directors

In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

10.2 Issuance of Debentures

A debenture must not be issued without the authorization of a specific resolution.

10.3 Restrictions on Borrowing Powers

The Members may, by specific resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual General Meeting.

PART 11-AUDITOR

11.1 Application of Part

This Part applies only if the Society is required or has resolved to have an auditor.

11.2 First auditor

The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.

11.3 Appointment of Auditor at Annual General Meeting

At each Annual General Meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.

11.4 Removal of Auditor

An auditor may be removed by ordinary resolution.

11.5 Notice of Appointment

An auditor must be promptly informed in writing of the auditor's appointment or removal.

11.6 Restrictions on Appointment

A Director or employee of the Society must not be its auditor.

11.7 Attendance at Annual General Meetings

The auditor may attend general meetings.

PART 12-NOTICES TO MEMBERS

12.1 Method of Giving Notice

A notice may be given to a Member, either personally or by mail, facsimile, electronic mail or delivery or first class or registered mail to the Member at the Member's Registered Address.

12.2 When Notice Deemed to have been Received

A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. Any notice delivered either personally, by deliver, facsimile, electronic mail or by first class or registered mail will be deemed to have been given on the day it was delivered or sent.

12.3 When Notice Required

Notice of a general meeting must be given to:

- a.) every Member shown on the register of Members on the day notice is given, and
- b.) the auditor, if Part 11 applies.

No other person is entitled to receive a notice of general meeting.

PART 13-BYLAWS

13.1 Copy to Member

On being admitted to membership, each Member is entitled to, and the Society must give the Member without charge upon request, a copy of the Constitution and Bylaws of the Society. Such copy may be provided electronically.

13.2 Amendment by Special Resolution

These Bylaws must not be altered or added to except by special resolution.

PART 14-MISCELLANEOUS

14.1 Inspection of Records

The documents, including the books of account, of the Society and the minutes of meetings of the Society and the Board will be open to the inspection of the Directors. The minutes of any meeting of the Society will be open to the inspection of Members in good standing upon reasonable notice to the keeper of such documents but the Members will not be entitled or have the right to inspect any other documents of the Society.

14.2 Participation in Meetings

Any meeting of the Society, the Board or any committee, may also be held, or any Member, Director or committee member may participate in any meeting of the Society, the Board or any committee, by telephone or video conference call or similar communication equipment as long as all Members, Directors or persons participating in the meeting can hear and respond to one another. All such Members, Directors or persons so participating in any such meeting will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice-vote recorded by the secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

14.3 Rules Governing Notice, Board Resolutions and Ordinary Resolutions

The rules governing when notice is deemed to have given set out in these Bylaws will apply *mutatis mutandis* to determine when a Board Resolution will be deemed to have been submitted to all of the Directors and when an Ordinary Resolution will be deemed to have been submitted to all of the Members.

14.4 Right to become Member of other Society

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

14.5 Not a Reporting Society

Subject to an order of the Registrar pursuant to the *Societies Act* stating that the Society is a "reporting Society" as defined under the *Societies Act*, the Society is not a "reporting Society".

14.6 Branch Societies

The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the Society, that the Society confers.

PART 15-OTHER PROVISIONS

15.1 The activities of the Society will be carried on without purpose of gain for its Members and any income, profits or other accretions to the Society shall be used solely in the promoting and objectives of the Society. This provision was previously unalterable.

- 15.2** The purposes of the Society shall be carried out on a charitable basis and in accordance with the laws of Canada as amended from time to time including any laws that apply to and govern the conduct and affairs of a registered under the *Income Tax Act*(Canada). This provision was previously unalterable.
- 15.3** Upon winding-up or dissolution of the Society, the property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator (if any), and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to such "qualified donees" as defined by the *Income Tax Act*(Canada) as are designated by the Board. Any of such property remaining which had originally been received for specific purposes will, wherever possible, be distributed to "qualified donees" as defined by the *Income Tax Act*(Canada) carrying on work of a similar nature to such specific purposes. This provision was previously unalterable.