



CONSTITUTION OF OTTAWA STRAY CAT RESCUE

Adopted on February 4th 2012

Last Amended
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1. Name and Objectives

- a. The name of the organization shall be Ottawa Stray Cat Rescue (hereinafter called OSCATR).
- b. OSCATR shall be carried on without the purpose of gain for its board members, and any profits or other accretions to OSCATR shall be used in furtherance of its purpose. OSCATR's purpose is to address the stray cat population of the National Capital Region (Ottawa and surrounding areas). They will achieve their aim by the following objectives:
 - i. To rescue for the care, treatment and re-homing, where possible, of unwanted, homeless, stray, injured and sick felines and to spay/neuter, vaccinate and release with volunteer monitoring for those that cannot be re-homed
 - ii. OSCATR shall take in only as many animals as it has space and resources for, ensuring that the animals that are taken in are provided with adequate shelter and food, and necessary veterinary care (to maintain quality of life).
 - iii. To educate the public regarding the correct care of felines and the importance of sterilizing the felines in their care.
 - iv. To co-operate with and to establish working arrangements with any kindred associations or organizations.
 - v. Euthanasia should be used only with felines that are too sick or too injured to recover or who are deemed too dangerous and unstable to allow them to live a quality life.
 - vi. Euthanasia should never be used as a means of population control, or as a means of saving money where veterinary treatment would provide a good quality of life outcome for that animal.

2. Membership

- a. OSCATR shall be a non-membership organization and shall be governed by a Board of Directors as set forth below.

3. Board of Directors

- a. The affairs of OSCATR shall be managed by a Board of Directors which will have the full responsibility for the management and organization of OSCATR. Without limiting the powers of the Board, its responsibilities shall include:

- i. The use of the funds of OSCATR as necessary in payment of costs and expenses in carrying out the objective of OSCATR.
 - ii. Keeping the public and volunteers of OSCATR aware of the objectives and work of OSCATR by all suitable means, including the issuing and distribution of publicity, advertising matter and newsletters.
 - iii. Doing all such lawful acts and things as in the opinion of the Board may be incidental or conducive to the attainment of any of OSCATR's objectives.
- b. Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, 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.
- c. The term of office of OSCATR's Board of Directors shall be for life, unless terminated under one of the reasons set forth in section 3(e)
- d. The Board of Directors shall be elected annually by the incumbent directors. Each director shall serve until his or her successor is duly elected and qualified. Any changes to the Board of Directors shall be effective at the end of the meeting wherein the change was voted upon.
- e. No person shall be permitted to stand for an Executive position on the Committee, until they have been volunteers with the organization for a period of no less than one year. It is expected that people wishing to stand for a position on the board will have read and understood the rules of the Constitution and support the aims and objectives of OSCATR as laid down in the Constitution.
- f. A Board member shall cease to hold that position if:
 - i. They are convicted of a criminal offense
 - ii. Are deemed incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - iii. They cease for whatever reason to be a member in good standing of OSCATR
 - iv. They resign from the board in writing
 - v. They are absent without notice for two consecutive meetings
 - vi. A resolution for their removal from the Board passed by a majority vote of the remaining board members in a meeting called for the removal of said officer.
- g. The Board shall elect from the current volunteers the informal coordinator positions and any other such title as the Board deems fit in order to run OSCATR.

All positions within OSCATR are to be filled with volunteers. OSCATR will not employ any individual.

- h. In addition to the Board OSCATR may, at an Annual General Meeting, elect such Honorary Officers as is considered appropriate (or this may be left up to the Board to decide). Such Honorary Officers should include an Accountant, a Legal Advisor and Veterinarian.
- i. The affairs of OSCATR shall be conducted in accordance with the provisions of the Constitution of OSCATR.
- j. Meetings of the Board of Directors shall occur at least four times a year and shall be convened by the Secretary or President giving Board Members at least seven days' notice unless it is deemed an emergency meeting.
- k. The quorum for Board meetings is at least three members of the Board of Directors. No business of OSCATR can be conducted unless a quorum is present at the start of and throughout such a meeting.
- l. Voting at Board meetings shall be by majority vote of all Board members present and voting on the question. If there is a tied vote the President of the meeting shall have a second or casting vote. The Board can make and modify rules, policies, and procedures about matters relevant to OSCATR. No rule may be made which is inconsistent with this Constitution.
- m. Minutes must be kept of the proceedings at meetings of the Board.

4. Officers

- a. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and an elected Board Member. All of whom shall reside within the National Capital Region or surrounding area within the city of Ottawa.
- b. It shall be the duty of the President and Vice President:
 - i. To accept overall responsibility for the control and supervision of the affairs of OSCATR.
 - ii. To be OSCATR leader and chief spokesperson.
 - iii. To act as Chairperson at all meetings of OSCATR. At any meeting of the Board of Directors ruling on any question of order, procedure or interpretation of OSCATR's rules shall be accepted as final.
- c. It shall be the duty of the Secretary;
 - i. To issue all notices of meetings.
 - ii. To keep minutes of all OSCATR Board Meetings and to distribute a copy of all such minutes to each Board Member.
 - iii. To conduct correspondence as directed by the Board

- iv. To forward all relevant correspondence to relevant interested parties
- d. It shall be the duty of the Treasurer:
 - i. To collect all monies paid to OSCATR and issue receipts.
 - ii. To deposit all monies received promptly into OSCATR's bank accounts.
 - iii. To pay all accounts received and due for payment as passed at a Board Meeting.
 - iv. To prepare for all Board Members for Board Meetings a written financial statement which shall show the accounts paid and monies received since the previous Board Meeting, and the current balance of OSCATR's bank accounts and investments accounts.
 - v. To keep full accounts of all monies received and paid out.
 - vi. To have receipt books, bank deposit books, cheque books and all account books available at each Board Meeting or at any time for the Honorary Accountant.
 - vii. To present at the Annual General Meeting a duly reviewed or audited statement of income and expenditures, and a balance sheet showing assets, liabilities and accumulated funds.
- e. It shall be the duty of each Board Member:
 - i. To accept responsibility for researching, planning, undertaking or supervising specific activities as required.
 - ii. To keep the Board fully briefed on individual assigned areas of responsibility.
 - iii. To promote the care and protection of all animals.
 - iv. To promote the education of all people in the care and welfare of all animals
 - v. To uphold the Rules of this Constitution to the best of their ability.
- f. It shall be the role of the Honorary Officers Legal Advisor and Veterinarian to assist OSCATR when requested. Honorary Officers will not have voting rights unless they are members in good standing of OSCATR.
- g. It shall be the responsibility of the Accountant:
 - i. To examine the accounts of OSCATR at any time.
 - ii. To review or audit OSCATR's accounts including the statement of income and expenditures and the balance sheet prior to presentation to the Annual General Meeting.

5. Annual General Meetings

- a. The Board shall call an Annual General Meeting once each year.
- b. Only Board members of OSCATR can vote at a General Meeting. A quorum for transacting business is at least 50% of the members.
- c. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the President shall determine.
- d. The President must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- e. If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the Members present in person at that time shall constitute the quorum for that meeting.
- f. People who are not Board Members of OSCATR are entitled to attend General Meetings, but have no voting rights.
- g. The Secretary or other person specially appointed by the Board shall keep a full record of the business undertaken at a General Meeting.
- h. At least thirty days' notice shall be given of a General Meeting and it will be suitably advertised.
- i. The business of the Annual General Meeting shall include:
 - i. Receiving a report from the President of OSCATR's activities over the previous year.
 - ii. Receiving a report and presentation of the previous financial year's accounts from the Treasurer on the finances of OSCATR.
 - iii. Conducting nominations for vacant positions of the Board of OSCATR, according to requirements set out in Section 5, if applicable.

6. Financial

- a. OSCATR is a voluntary organization and relies totally on donations of time, money and fund-raising events.
- b. OSCATR's financial year shall commence on the 1st day of January and end on the 31st day of December commencing in 2019
- c. All money received on account of OSCATR shall be deposited by the signing officer(s) to the credit of OSCATR at its bank within a reasonable time of receipt.
- d. No board member shall incur any liability for OSCATR without a prior consent of the Board

- e. The payment of all accounts rendered to OSCATR may be made by cheque, signed jointly by two of the three authorized signing authorities. The Treasurer shall report to the Board on these expenditures.
- f. A statement of Income and Expenditure for each period of one year ending fiscal year end and a Balance Sheet setting out assets and liabilities as at that date, shall be compiled, duly reviewed or audited and circulated to members at the Annual General Meeting
- g. The Treasurer shall maintain an operating budget for the fiscal year and submit to the Board for approval.
- h. OSCATR may from time to time invest and reinvest in such securities and upon such terms as it shall think fit, the whole or any part of its funds which shall not be required for the immediate business of OSCATR.
- i. Private gain prohibited:
 - i. Any income, benefit, or advantage must be used to advance the charitable purposes of OSCATR.
 - ii. No volunteer of OSCATR, or anyone associated with a volunteer, is allowed to take part in, or influence any decision made by OSCATR in respect of payments to, or on behalf of, the volunteer or associated person of any income, or advantage. All volunteers who may be interested or concerned directly or indirectly shall disclose the nature and extent of the interest to the Board.
 - iii. Any payment made to a volunteer of OSCATR will only be authorized if
 1. It is for goods or services rendered and approved by the Board as necessary for the achievement of the aim and objectives set forth in this constitution.
 2. It is for reasonable and proper rent that has been approved by the Board as necessary for the achievement of the aim and objectives set for in this constitution;
 3. Reasonable and relative to payments that would be made between unrelated parties.
 - iv. Any payment made to a Board member will only be authorized if:
 1. It is deemed reasonable and proper out-of-pocket expenses incurred in connection with their attendance to any matter affecting OSCATR.

7. Non-Monetary Donations

- a. All non-monetary donations shall be accepted based on value and purpose at the discretion of the OSCATR volunteers.
- b. If a surplus of non-monetary donations exists:
 - i. OSCATR shall offer said donations to other animal rescue in need of said donations; or
 - ii. If the donation is brand new or in similar condition as new; can be used in fundraising activities to generate monetary income for OSCATR.
 - iii. If in the opinion of the fundraising coordinator the donations given are not up to industry standards, or otherwise unusable by their opinion the fundraising coordinator has the authority to dispose of said donations in a manner congruent with the City of Ottawa's disposal by laws.

8. Amendment of the Constitution

- a. The Bylaws may be amended by a majority vote of the Board of Directors
- b. Amendments to the Articles of Incorporation shall be proposed by the Officers of OSCATR and approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with the Bylaws of OSCATR.

9. Dissolution

- a. OSCATR may be dissolved at any time by the written consent of not less than 2/3 of the Board of Directors. In the event of the dissolution of OSCATR, other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the assets nor property of OSCATR, nor proceeds thereof, shall be distributed to any directors of OSCATR
- b. Upon the dissolution of OSCATR any property remaining on the liquidation of OSCATR after discharge of liabilities shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act. The qualified donees are to have similar objectives to OSCATR.

Adoption of the Constitution

As of the signing date this constitution shall take effect, with the persons whose signature appears at the bottom of this document being Members of the Board.

This constitution was adopted February 4th 2012, amended on Jan 09th 2021 by the persons whose signatures appear below.

Dave Smythe – President

Katie Jones – Vice President

Linda Marcoux – Treasurer

Charlene Morris – Secretary

Carmel Bourgeois - Director

