

THE CALGARY ZOOLOGICAL SOCIETY

SPECIAL RESOLUTION

Repeal of Bylaws and Adoption of New Bylaws

Be it resolved as a special resolution of the Members of The Calgary Zoological Society (the “Society”) that:

1. The Bylaws (the “**New Bylaws**”), the form of which are attached hereto as Appendix “1”, are hereby approved.
2. Upon and subject to the New Bylaws having become effective in accordance with the *Societies Act* (Alberta), the New Bylaws be adopted by the Society.
3. Upon and subject to the New Bylaws having become effective in accordance with the *Societies Act* (Alberta), all previously approved Bylaws of the Society be rescinded and replaced in their entirety with the New Bylaws.
4. Any Trustee or Officer of the Society be and is hereby authorized and directed, for and on behalf of the Society, to execute, deliver and or file with any applicable registry all such other documents and instruments, and to carry out such other acts or things, as are necessary, useful or advisable to give effect to the New Bylaws and these resolutions.

MOVED by _____, *SECONDED* by _____ .

Appendix 1
(please refer to the attached Society Bylaws)