

THE CALGARY ZOOLOGICAL SOCIETY

BY - LAWS

WHEREAS the Calgary Zoological Society (the "**Society**") is an incorporated society pursuant to the Act;

AND WHEREAS the Society wishes to adopt these By-laws to govern its affairs;

THEREFORE BE IT ENACTED as By-laws of the Society as follows:

ARTICLE 1 **NAME**

1.1 The name of the Society shall be "THE CALGARY ZOOLOGICAL SOCIETY".

ARTICLE 2 **INTERPRETATION**

2.1 In these By-laws and all other by-laws and resolutions of the Society, the following terms shall have the meanings set out below unless the context otherwise requires:

- (a) "**Act**" means the *Societies Act* (Alberta), together with the regulations prescribed thereunder, as amended from time to time and every statute that may be substituted therefore, and in the case of any such amendment and substitution, any reference in these By-laws to the Act shall be read as referring to the amended or substituted provisions therefor;
- (b) "**Annual General Meeting**" has the meaning ascribed thereto in Section 6.1 herein;
- (c) "**Auditors**" means such independent firm of chartered accountants as may, from time to time, be appointed by the Members as auditors of the Society in accordance with these By-laws;
- (d) "**Board**" shall mean the Board of Directors of the Society duly elected or otherwise appointed, in accordance with these By-laws;

- (e) "**Board Executives**" means the persons who are, from time to time in accordance with the terms of these By-laws, duly appointed Board Executives of the Society;
- (f) "**By-laws**" means the by-laws of the Society herein contained, as may be amended and/or restated in accordance with the terms and conditions set out herein;
- (g) "**City**" shall mean the City of Calgary;
- (h) "**CEO**" shall mean the Chief Executive Officer of the Society;
- (i) "**CFO**" shall mean the Chief Financial Officer of the Society;
- (j) "**Directors**" means the persons who are, from time to time in accordance with the terms of these By-laws, duly elected or appointed directors of the Society. No person who both works at the Zoo and whose remuneration is paid by the City of Calgary or by the Society, may be a Director;
- (k) "**Director Roster**" has the meaning ascribed thereto in Section 7.3 herein;
- (l) "**Disabled**" means the state of affairs applicable to a Director:
 - whose mental or physical state is such that he or she has been unable as a result of illness, disease, mental or physical disability or similar cause to fulfil his or her obligations to the Society for any consecutive three (3) month period or for any period of six (6) months (whether or not consecutive) in any consecutive twelve (12) month period; or
 - who is judged insane or incompetent to handle his or her own affairs or has been found to be a person of unsound mind by a court of competent jurisdiction or if no application is brought for such a declaration, who is certified by statutory declaration of two (2) duly qualified medical practitioners to be mentally incompetent;
- (m) "**Meeting of Members**" shall include the Annual General Meeting and/or a Special Meeting of the Members of the Society;
- (n) "**Member**" means a person or group of persons who have registered as a particular category of member and paid the associated fees for such category of membership, which category may or may not include voting rights, and who has not otherwise

ceased to be a Member or been expelled as a Member as contemplated by these By-laws;

- (o) "**Objects of the Society**" has the meaning ascribed thereto in Section 4.1 herein;
- (p) "**Officers**" mean the persons who are not Board Executives, and who are, from time to time in accordance with the terms of these By-laws, duly appointed officers of the Society;
- (q) "**Society**" shall mean The Calgary Zoological Society, a society incorporated pursuant to the Act and any successor thereto;
- (r) "**Special Meeting**" has the meaning ascribed thereto in Section 6.2 herein; and
- (s) "**Special Resolution**" means:

a resolution passed:

- i. at an Annual General Meeting or Special Meeting of which not less than twenty one (21) days' notice specifying the intention to propose the resolution has been duly given, and
- ii. by the vote of not less than seventy five (75%) percent of those Members present who, if entitled to do so, vote in accordance with these bylaws;

a resolution proposed and passed as a Special Resolution at an Annual General Meeting or Special Meeting of which less than twenty one (21) days' notice has been given, if all the Members entitled to attend and vote at the Annual General Meeting or Special Meeting so agree; or

a resolution consented to in writing by all the Members who would have been entitled at an Annual General Meeting or Special Meeting to vote on the resolution in person.

- (t) "**Voting Member**" means a Member who holds a category of membership that includes voting rights; and
- (u) "**Zoo**" shall include the zoological park within geographical boundaries of the City, including all buildings, wildlife and property located thereon, the botanical gardens; and such other properties and facilities as the Society may acquire an interest in.

- 2.2 Unless the context otherwise requires, words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts, societies and unincorporated organizations.
- 2.3 Each provision of these By-laws shall be deemed independent and severable and the invalidity or unenforceability in whole or in part of any provision of these By-laws shall not impair or affect in any manner the validity, enforceability or effect of the remaining provisions of these By-laws, and in such event, the other provisions of these By-laws shall continue in full force and effect as if such invalid provision of these By-laws had never been included herein.
- 2.4 Headings in these By-laws are for convenience only. They do not affect the interpretation of these By-laws.

ARTICLE 3 **REGISTERED OFFICE AND EXECUTIVE OFFICES**

- 3.1 The registered office of the Society shall be located in the City of Calgary, in the Province of Alberta.
- 3.2 The Directors of the Society may establish executive offices and other offices of the Society within Alberta from time to time.
- 3.3 All written notices required to be given to the Society shall be given by prepaid mail or courier addressed to the Society at its registered office.

ARTICLE 4 **OBJECTS**

- 4.1 The objects of the Society are as filed with the Registrar of Corporations for Alberta, as may be amended or altered from time to time (the "**Objects of the Society**"). Subject to applicable law, the Objects of the Society may be amended or altered by Special Resolution.

ARTICLE 5 **MEMBERSHIP**

- 5.1 Membership shall be available to any person, group of persons such as a family, corporation or other entity paying the required fees established by the Board from time to time.

- 5.2 The Board shall be entitled to establish persons eligible for, and categories of, membership in the Society, the annual membership fees applicable to each such eligible person and category of membership, if any, the rights and restrictions, including voting rights, applicable to each such eligible person and category of membership and the term of membership. For greater certainty, the Board may at its discretion set the annual membership fees for any or all persons eligible for, and categories of, membership in the Society at a nil amount if deemed appropriate by the Board.
- 5.3 Voting Members of the Society shall include those persons whose membership includes voting rights as established by the Board from time to time in accordance with Section 5.2 herein. Voting Members of the Society in good standing shall be entitled to notice of and to vote at any Meeting of Members of the Society, provided such Member has held a membership with voting rights for at least 30 days.
- 5.4 Any Member may be expelled from the membership of the Society for any reason that is deemed to be prejudicial to the best interests of the Society by a majority vote of the Board. Prior to the vote being taken, the person proposed for expulsion shall be afforded an opportunity to make representations in writing to the Board which shall be tabled at a regularly constituted meeting of the Board prior to any vote on expulsion.
- 5.5 Any Member may revoke his or her membership by providing written notice to the CEO of the Society, which shall be effective on the date of such notice and accordingly, will have no further privileges of membership from such date. In addition, the Society will not be obliged to refund any membership fees the Member had previously paid.
- 5.6 All written notices required to be given by the Society to a Member shall be given by personal delivery or prepaid commercial courier, prepaid mail, fax or other reliable electronic means addressed to the Member at the address last indicated on the Member's registration profile. Any notice given by personal delivery or commercial courier shall be conclusively deemed to have been given on the day of actual delivery and, if given by prepaid mail, when deposited in the mail or transmission is made, and, if given by fax or other electronic means, on the day of successful transmittal. Attendance of any Member or Director at any meeting thereof shall constitute a waiver of notice of such meeting by such Member or Director, as the case may be, except when the Member or Director attends a meeting for the express purpose of objecting, at

the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

- 5.7 No right or privilege of any Member is transferable to another person.
- 5.8 No Member is, in his individual capacity, liable for any debt or liability of the Society.

ARTICLE 6 **MEETINGS OF MEMBERS**

- 6.1 The Annual General Meeting of the Society shall be held within six (6) months following the preceding fiscal year-end of the Society, at such time, date and place in the City of Calgary as the Board may decide, to consider the reports of the previous year's activities, to elect Directors, to elect Auditors, to present audited year-end financial statements and to transact such other business as may be required and for the transaction of such business as may be properly brought before the meeting (the "**Annual General Meeting**"). Notice of the Annual General Meeting shall be provided in accordance with Section 6.3 herein of these By-laws.
- 6.2 Special Meetings of Members may be called at any time by:
 - (a) the Chair;
 - (b) a majority of the Board; or
 - (c) a minimum of five percent of Members in good standing of the Society,

and notice of such meeting shall be provided in accordance with Section 6.3 herein of these By-laws, provided, however, the notice of a Special Meeting shall specify in reasonable detail the reasons a Special Meeting of Members is being called, and the matters to be discussed or voted upon, and if applicable, the form of resolution to be proposed to members at the meeting, and no further matters other than those set out in such notice shall be raised or voted on at such a meeting. Special Meetings shall be held at such time, date and place in the City of Calgary as the person calling the meeting may decide.

- 6.3 Notice of the time, date, place and nature of business to be considered at a Meeting of Members shall be given in the manner hereinafter provided not less than twenty-one (21) days and not more than

seventy-five (75) days before the meeting, to each Member entitled to vote at the meeting and to the Directors listed in the Director Roster as of the day on which notice is given, and to the Auditors of the Society. Notice for a Meeting of Members shall be given to the Members and Directors by:

- (a) the publication of such notice in any publication or periodical, whether in hardcopy or electronic format, produced by the Society and remitted to all voting Members and Directors thereof; or
- (b) the publication of a notice specifying the time, date and place of any Meeting of Members in at least one newspaper broadly circulated in the City of Calgary on two (2) consecutive publication dates.

Such notices may incorporate information or documentation by reference to the extent it is not practical to include such information in the notice to Members.

- 6.4 Notwithstanding Section 6.3 herein, the Board may further establish, by resolution, procedures to give, deliver or send a notice or other document to the Members, Directors and the Auditors for a Meeting of Members by any means permitted under the laws governing the Society.
- 6.5 Notices for any Annual General Meeting shall specify the time, date and location at which the Annual General Meeting will be held and the nature of business to be conducted, and will include:
 - (a) the names of Directors who will be proposed for election to fill any vacancies or for re-election;
 - (b) the Auditors who will be proposed for appointment;
 - (c) audited financial statements for the most recently completed fiscal year ended, and the Auditors' report thereon; and
 - (d) a description of any other business that is to be properly brought before the Annual General Meeting.
- 6.6 The only persons entitled to attend a Meeting of Members shall be those entitled to vote thereat and such others who, although not entitled to vote thereat, are entitled or required to attend under these By-laws or

the Act. Any other person may be permitted to attend a Meeting of Members by the Chair of the meeting or with the consent of the meeting.

- 6.7 Fifteen Members in good standing shall constitute a quorum for the transaction of business of the Members at the Annual General Meeting or a Special Meeting. If at any such Annual General Meeting or Special Meeting a quorum is not present within thirty (30) minutes after the time for which the meeting has been called, that meeting shall be adjourned for a period of seven (7) days, to an adjourned meeting (the "**Adjourned Meeting**"). At the Adjourned Meeting, the Members present shall constitute a quorum for the purpose of carrying on the transaction of business of the Members of the Society.
- 6.8 At any Meeting of Members, the Chair shall act as chair of the meeting. In his or her absence, the Vice-Chair shall act as chair of the Meeting of Members, and in their absence, the Director chosen by a majority of Members present and that are in good standing shall act as chair of the Meeting of Members.
- 6.9 No voting by proxy shall be permitted at any meeting of Members.
- 6.10 At any Meeting of Members, every matter to be voted on shall be decided by a show of hands unless a ballot is required by the Chair or demanded by at least five (5) Voting Members present at the Meeting of Members. Every person entitled to vote shall have one (1) vote, whether by a show of hands or a ballot. After a vote by a show of hands has been taken, the Chair may still require, or any five (5) Voting Members present at the Meeting of Members may still demand, a ballot thereon. A declaration by the Chair that a resolution has, on a show of hands, been carried or not carried, and an entry to that effect in the minutes of the Meeting of Members, shall be conclusive evidence of the result of the vote, without proof as to the number or proportion of the votes recorded in favour of, or against, that resolution. If a ballot is required by the Chair of the meeting or demanded by Voting Members, a ballot upon the matter shall be taken in such manner as the Chair of the Meeting of Members shall direct.
- 6.11 Notwithstanding any other provision of this By-law, subject to the Act, if a meeting of Members is called the person(s) that called the meeting may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and any person participating in a meeting by such means is deemed to be present in-person at the meeting, and any person

participating by such means that is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

- 6.12 Unless otherwise required by the Act or these By-laws, every matter to be voted on at a Meeting of Members shall be decided by a majority of the votes cast on the matter. In the event of an equality of votes on any matter at a Meeting of Members either upon a show of hands or upon a ballot, the Chair of the meeting shall be entitled to a casting or second vote.
- 6.13 Notwithstanding anything herein to the contrary, a decision of the voting Members may also be effective if approved by a written resolution signed by all the voting Members and shall be as valid as if it had been passed at a Meeting of Members. The date on the resolution is the date it is passed.

ARTICLE 7 **NUMBER OF DIRECTORS**

- 7.1 The Board shall consist of such number of Directors as may be determined from time to time by resolution of the Board; provided that the minimum number of Directors shall be ten (10) and the maximum shall be twenty-five (25).
- 7.2 The Board shall establish the number of Directors to be elected at each Annual General Meeting, whose term shall be three (3) years as more specifically defined in Section 8.2 herein.
- 7.3 A Roster of those duly elected or appointed as Directors shall be kept current by the Secretary for the Society or his or her delegate (the "**Director Roster**"). The Director Roster shall provide the name and address of each Director, and, if provided by a Director, a facsimile number and electronic mail address thereof, and the dates on which each Director became or ceased to be a Director.

ARTICLE 8 **DIRECTORS – APPOINTMENT, TERMINATION & REMUNERATION**

- 8.1 The Board shall consist of eligible voting Members who are elected as Directors at an Annual General Meeting or appointed as provided for in these By-laws. For the purposes hereof, an eligible Member is one whose

membership includes voting rights and who has been a Member holding voting rights for at least thirty (30) days prior to the Annual General Meeting at which he or she may be elected or, if appointed in between Annual General Meetings, is a Member on the day he or she is appointed. In addition to the foregoing, no person shall be qualified to be a Director unless they are:

- (a) of the age of majority;
 - (b) not Disabled as defined herein;
 - (c) not an un-discharged bankrupt;
 - (d) an individual and not a corporation, association or other organization; and
 - (e) not an employee of the Society or The Calgary Zoo Foundation.
- 8.2 Except as set out in Sections 8.7 and 8.8 herein to the contrary, the term of office of a Director is three (3) years more or less, which shall be calculated commencing at the Annual General Meeting at which he or she is elected, and ceasing at the third (3rd) following Annual General Meeting thereafter; provided, however, that he or she may be re-elected subject to the provisions of Sections 8.3 and 8.4 herein.
- 8.3 No Director shall serve for more than three (3) consecutive terms; provided, however, that if a Director in his or her third (3rd) consecutive term is the Chair or the Vice-Chair, then he or she shall be eligible for re-election to the Board for a fourth (4th) term and shall be deemed nominated under this Article 8. He or she may remain thereon during such fourth (4th) term until he or she ceases to be the Chair or the Vice-Chair (in which case he or she may serve as Chair under this provision), following which he or she shall be ineligible for re-election to the Board for the period referred to in Section 8.4 herein.
- 8.4 A person, being a former Director and disqualified from so serving as aforesaid in Article 8.3 shall be eligible for re-election or appointment to the Board at the expiration of two (2) years from the date on which he or she was last a Director. However, he or she may be nominated for election prior to the expiration of the said two (2) year term.
- 8.5 The position as Director shall forthwith be vacated upon being advised by the Secretary on behalf of the Board that the individual's office as a Director is being terminated for any of the following reasons:

- (a) if the Director ceases to be qualified as provided for in Section 8.1 herein; or
- (b) if the Director is absent from either three (3) consecutive meetings of the Board or a Board committee (of which he or she is a member) or a majority of the meetings of the Board or Board committee meetings (of which he or she is a member) in any given fiscal year; provided that the absent Director shall not have his or her office vacated if, in the opinion of the Board, there are special circumstances of a temporary nature which justify the Director's absence; or
- (c) if the Director is convicted of an indictable offence under the *Criminal Code* (Canada); or
- (d) if the Director ceases for any reason to be a Voting Member; or
- (e) upon a majority vote pursuant to Section 6.12 herein, the Director is removed from office by the Members; or immediately upon the death or the effective date of a resignation of the Director.

8.6 A Director shall cease to be a Director of the Society upon the resignation of the Director by delivering notice in writing to the registered office of the Society (which shall become effective on the date it is received, or at the time specified in the letter of resignation, whichever is later).

A Director may be removed from office for any act or omission, which is deemed to be prejudicial to the best interests of the Society or is deemed to be inconsistent with his duties as a Director, by a majority vote of the Board at a meeting of the Board. Prior to the vote being taken, the Director shall be given at least 14 days notice in writing of the proposed removal stating the reasons therefore and shall be afforded an opportunity to make any representation at a regularly constituted meeting of the Board.

8.7 If a vacancy has arisen on the Board due to death, resignation, a vacation of position under Section 8.5 or 8.6 herein or if the Members fail to elect the minimum number of Directors, the Board may, from time to time, appoint persons to fill such vacancies. The person appointed must stand for election by the Members at the next Annual General Meeting.

- 8.8 The Board may, from time to time, appoint additional Directors who must stand for election by the Voting Members at the next Annual General Meeting.
- 8.9 As volunteers, Directors may not receive financial remuneration for their contributions and efforts to and on behalf of the Society, provided, however, the Directors shall during such time of service as a Director be entitled to be paid their reasonable out-of-pocket expenses properly incurred by them in respect of carrying out their duties and obligations set out herein and as otherwise as a Director of the Society.
- 8.10 No Director of the Society who by reason of his or her position could influence or affect in any manner the award or operation of an agreement by the Society, shall enter into any material agreement with or shall be in any way interested either personally or as a member of a firm or syndicate or other association whatsoever in any material agreement entered into by the Society; provided that the foregoing shall not apply to:
- (a) any person who, by reason only of his or her being a shareholder in an incorporated company which company has entered into agreement with the Society, unless such person, or his or her spouse, parents, children, brothers, and sisters, or any of them, hold greater than ten percent (10%) of the issued capital stock of such company; or
 - (b) any person who, by reason only of his or her expertise, special knowledge of professional qualifications, provides advice or renders services to the Society and enters into an oral or written agreement with the Society with respect thereto, if the nature and extent of such interest is disclosed to the Board, and following such disclosure, such agreement has been approved or ratified by the Board, and such Director did not vote in respect of such approval or ratification.

ARTICLE 9
BOARD OF DIRECTORS - POWERS

- 9.1 The Board shall:
- (a) set general and fundamental policy affecting the ongoing and future operations of the Society;

- (b) generally govern the affairs of the Society including making rules and regulations for the governing of the Society consistent with these By-laws;
- (c) hire, determine compensation, set terms of employment for, evaluate and provide feedback to, and terminate when deemed necessary, the CEO;
- (d) delegate authority to the CEO in respect of expenditures, financial commitments, signing authority and similar financial matters and general supervision of the business and affairs of the Society;
- (e) delegate authority to the CEO in respect of: (i) the appointment and removal of additional Officers and/or executives for the management of the Society; and (ii) the creation of additional Officer positions in addition to the CEO;
- (f) delegate authority to the CFO of specific duties as required by the Board from time to time;
- (g) recommend the audited financial statements to be presented to the Members at the Annual General Meeting;
- (h) approve the annual budgets for the Society, upon recommendation of the Committee responsible for finance matters;
- (i) recommend the Auditors for election by the Voting Members at the Annual General Meeting;
- (j) elect Board Executives in accordance with the terms and conditions of Article 11 herein;
- (k) establish committees and appoint persons to those committees as the Board considers appropriate in accordance with the terms and conditions of Article 13 herein;
- (l) be entitled to create other honorary positions or titles in and for the Society and appoint one or more persons thereto and establish all necessary terms and conditions at the time of creation, provided, however, such honorary position or title shall not be considered a Member of the Society; and

- (m) be entitled to establish terms of reference and additional policies and procedures not inconsistent with these By-laws.

ARTICLE 10
BOARD OF DIRECTORS - MEETINGS

- 10.1 Meetings of the Board shall be convened at the call of the Chair, Vice Chair, CEO or any four (4) Directors, to consider all matters referred to it for decision.
- 10.2 At any meeting of the Board, a majority of Directors shall constitute a quorum for the transaction of business.
- 10.3 A meeting of the Board may be held at such time, date and place as specified in the notice of the Board meeting. Any person attending the meeting may participate by means of any telephonic, electronic or other communication facility that permits all parties to communicate adequately during the meeting. If a Board meeting is called the person that called the meeting may determine that the meeting is held entirely by telephonic, electronic or other communication facility that permits all parties to communicate adequately during the meeting. A Director so participating in a meeting is deemed for the purposes of the Act to be present in-person at that meeting.
- 10.4 At least forty eight (48) hours prior notice in writing shall be given to each Director for each Board meeting along with the proposed agenda; provided, however, that in the event the Board establishes a regular date or dates or day or days in each calendar month and a regular place and time, no notices shall thereafter be required, and provided, however, that immediately following the Annual General Meeting of the Society, a Board meeting shall be held without notice, at which meeting the Board shall elect the Board Executives of the Society as set out in Section 11.1 herein. A Director may in any manner waive a notice of a meeting of Directors, and attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.
- 10.5 If there is no quorum within fifteen (15) minutes after the time for which the Board meeting has been called, the Board meeting shall stand adjourned to such time and place as may be determined by the Chair in accordance with the criteria set out in Section 10.4 herein and the

Directors present at such adjourned meeting shall constitute a quorum, the Board meeting shall be conducted, and its conclusions and resolutions shall be binding.

- 10.6 At all Board meetings, the Chair shall act as chair of Board meetings. In his or her absence, the Vice-Chair shall act as chair of Board meetings and in the absence of both, a Director chosen by those present shall act as chair of Board meetings.
- 10.7 Unless otherwise required by the Act or otherwise set out in these By-laws, at all meetings of the Board, every question shall be determined by a majority of votes. Each member of the Board shall have one (1) vote. In the event of a tie vote, the chair of the meeting as determined in accordance with Section 10.6 herein shall be entitled to a casting vote in addition to his or her original vote.
- 10.8 On any matter to be voted on at a properly constituted meeting of the Board, which is set out in the agenda delivered to the Directors prior to the Board meeting, the Chair may require a ballot. A ballot so required shall be taken in such manner as the Chair shall direct and each Director shall be entitled to one (1) vote.
- 10.9 Notwithstanding anything herein to the contrary, a decision of the Board may also be effective if approved by a written resolution approved in writing by all the Directors comprising the Board and shall be as valid as if it had been passed at a meeting of the Board or committee of the Board, provided, however, such resolution shall not be effective until seven (7) days of delivery of a copy of such resolution to all the Directors comprising the Board.

ARTICLE 11 **BOARD EXECUTIVES**

- 11.1 Board Executives include the Chair, Vice-Chair, Secretary and Treasurer, as well as any other offices the Board may create and elect, from time to time. Each Board executive shall be and remain, during his or her term of office, a Director of the Society. For greater certainty, Board Executives are not Officers of the Society, and shall act only as executives within the Board's governance functions and mandate.
- 11.2 Subject to the terms and conditions of Section 12.3(c) herein, after each Annual General Meeting of the Society, the Directors shall, from among their number, elect the Board Executives where required to fill any

vacancies who shall hold office until the conclusion of their term as set out in Section 11.3 herein.

- 11.3 Subject at all times to a Board Executive remaining a Director of the Society, the term of office for a Board Executive shall be two (2) years. From time to time, the Board may deem it to be in the best interests of the Society to request one or more of the Board Executives (other than the Chair or Vice-Chair) to serve for any number of successive two (2) year terms and for the Chair or Vice-Chair to serve for one additional term of up to two (2) years.
- 11.4 A Board Executive may resign from his or her position as a Board Executive of the Society at any time by delivering notice in writing to the registered office of the Society (which shall become effective on the date it is received or at the time specified in the letter of resignation, whichever is later).
- 11.5 In the event of a vacancy among the Board Executives, the Chair shall be empowered to appoint a replacement Board Executive from among the Directors, but it shall be necessary for the Board to ratify such appointment at the next Board meeting, failing which the appointment shall be forthwith vacated and the Board shall thereupon elect a replacement Board Executive from among the Directors.
- 11.6 Notwithstanding anything in this Article 11 to the contrary, any Board Executive failing to remain a Director during his or her term shall be deemed to be immediately removed as a Board Executive upon ceasing to be a Director.
- 11.7 The Directors may vote to remove any Board Executive from office prior to the end of his or her term at a properly constituted meeting of the Board.

ARTICLE 12 **BOARD EXECUTIVE - DUTIES**

- 12.1 Except as set out in Section 11.5 to the contrary, all Board Executives shall assume their duties immediately after their election or appointment and they shall continue in such office until they resign, or are removed, or until the conclusion of their term as set out in Section 11.3 herein.

12.2 The Chair:

- (a) shall endeavour to preside at all Meetings of Members and meetings of the Board;
- (b) shall be an *ex officio* member of every committee of the Society, but shall not have voting rights at committee meetings;
- (c) shall bring to the attention of the Board all matters of a material nature of which he or she is aware that are or are reasonably likely to affect the well-being of the Society or its operations;
- (d) may delegate special areas of governance responsibility to one or more Directors; and
- (e) shall perform such other duties as may be delegated to him or her by the Board.

12.3 The Vice-Chair shall:

- (a) be a member of the Society's Governance Committee, if any, and shall have voting rights at such Committee meetings;
- (b) assist and work with the Chair in the Chair's efforts to fulfill his or her responsibilities;
- (c) succeed the Chair at the end of the Chair's two (2) year term, unless the Board designates another individual to succeed the Chair; and
- (d) act as Chair at all meetings where the Chair would preside but cannot be present; and
- (e) perform such other duties as may be delegated to him or her by the Board.

12.4 The Secretary shall:

- (a) ensure that accurate minutes of the Meetings of Members and meetings of the Board and each committee of the Society are maintained in the official records of the Society;
- (b) oversee management activities which are focused on ensuring accurate membership records are maintained, and the

maintenance and filing of documents prescribed by the *Act* and by Canada Customs and Revenue Agency;

- (c) be responsible for the transmission of all notices on the direction of the Chair or as otherwise required pursuant to these By-laws; and
- (d) perform such other duties as may be delegated to him or her by the Board.

12.5 The Treasurer shall:

- (a) oversee management activities which are focused on the ensuring the preparation of accounting records, financial statements, and budgets; and
- (b) perform such other duties as may be delegated to him or her by the Board.

ARTICLE 13 **COMMITTEES**

13.1 The Board may from time to time appoint any committee as it deems necessary or appropriate, provided that the Board shall appoint one or more standing committees with responsibilities that include finance, risk, legal, governance, and human resources in such manner as approved by the Board in the respective Committee's charter and, subject to the Act, delegate powers as the Board shall see fit. The Board, at any time, may similarly withdraw such delegation. Each such committee shall be chaired by a Director. Any committee member may be removed by resolution of the Board.

13.2 The Board may, from time to time, appoint a committee comprised of Directors and volunteers, or any combination thereof, as it may deem necessary or appropriate, but the function of any such committee shall be advisory only and each such committee shall be chaired by a Director.

13.3 Unless otherwise determined by the Board, each committee established in accordance with these By-laws shall have the duties and exercise functions as determined by the Board, shall fix its quorum at no less than a majority of its Members, shall regulate its rules of procedure, and shall establish terms of reference, to be approved by the Board,

provided that in all such cases it is not inconsistent with these By-laws or such duties and functions determined by the Board.

- 13.4 The Board may appoint any person who is not a Member to any committee in an advisory capacity but such person shall not be entitled to vote.

ARTICLE 14 **CEO & CFO**

- 14.1 The Board shall appoint the CEO as an Officer of the Society. The CEO shall have responsibility for the general supervision of the business and affairs of the Society, subject to the direction of the Board. In addition, the CEO shall have the power to:

- (a) subject to the terms and conditions of Section 14.3 herein, appoint and remove, from time to time, any other Officers of the Society. All Officers shall be appointed for such term and delegated such duties and compensated on terms as determined by the CEO and shall hold office until their successors are appointed by the CEO; and
- (b) hire and remove additional management executive as the CEO considers appropriate and delegate designated duties thereto. Any such additional management executives are not, and shall not be, unless otherwise designated by the CEO, an Officer of the Society.

- 14.2 The individual appointed as the CEO shall remain the CEO until:

- (a) the delivery to the Board of the CEO's resignation in writing;
- (b) his or her death; or
- (c) upon a majority vote of the Board to remove the CEO.

- 14.3 The CEO shall appoint as an Officer of the Society a CFO. The CFO shall have such duties as delegated by the CEO and such other duties as are specifically required and delegated by the Board from time to time under specific Board direction.

- 14.4 For greater certainty, an individual may hold two (2) or more Officer positions.

ARTICLE 15
THE SEAL

- 15.1 The Board may adopt a seal as a Seal of the Society. The corporate seal of the Society shall bear the name of the Society and may bear such insignia as may be approved from time to time by the Board. The CFO of the Society shall be the custodian of the corporate seal and the CEO and the CFO shall be authorized to use the corporate seal, except when some other person(s) or additional person(s) has been designated for these purposes by the CEO.

ARTICLE 16
FINANCE

- 16.1 The fiscal year of the Society shall be determined by the Board from time to time; provided, however, that until such determination shall be made, the fiscal year of the Society shall commence on the first day of January in each year and terminate on the last day of December in the same year.
- 16.2 All money belonging to the Society shall be deposited in its name in a bank account at a branch of a Tier 1 Chartered Bank, Trust Company or Treasury Branch by any Officer or by any employee so designated by the CEO. Funds surplus to the day-to-day operation of the Society may be invested pursuant to the policies established, from time to time, by the Board.
- 16.3 In addition to the policies set out in Section 16.2 herein, the Board may establish further policies regarding the deposit of funds, restrictions on use of funds and other matters relating to the handling and management of funds that are specified for particular uses by the Society, provided such policies are not inconsistent with these By-laws.
- 16.4 The books, accounts and records of the Society shall be audited at least once each year by the Auditors who shall be duly qualified and elected for that purpose at the Annual General Meeting. A complete and proper report of the standing of the books for the previous year shall be presented at the Annual General Meeting of the Society by the Treasurer, or his or her delegate, and the CFO, or his or her delegate.

ARTICLE 17
THE KEEPING AND INSPECTION OF THE BOOKS AND RECORDS

- 17.1 The Secretary shall keep the original minute books of the Society at the Registered Office of the Society. This record contains minutes from all Meeting of Members and meetings of the Board, meetings of any standing committees of the Board and the Executive Committee.
- 17.2 Any Voting Member of the Society may request, in writing, the right to inspect the books, records, minutes of Board meetings and resolutions of the Board, which request shall specify the information which he or she requires and the reason for which the information is required and he or she shall be entitled to examine such books and records at the Registered Office of the Society as may pertain directly to the specified information requested, provided that the Board is satisfied in its sole discretion that the provision of such information is not prejudicial to the best interests of the Society. Each member of the Board shall at all times have access to such books and records.

ARTICLE 18
POWERS

- 18.1 In addition to any other power or authority the Society may have under applicable law or otherwise, to the full extent permitted under applicable law, the Society may without limitation:
- (a) borrow or raise or secure the payment of money in any manner it thinks fit, and in particular by issue of debentures, but in no case shall debentures be issued without a resolution of the Board confirmed by a Special Resolution of the Society;
 - (b) provide financial assistance, whether by loan, guarantee, endorsement, indemnification or otherwise to any person;
 - (c) Subject to any restriction in the Lease and Operating Agreement ("L&OA") between the City and the Society dated July 30 2018, as may be amended from time to time, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal property;
 - (d) Subject to any restriction in the L&OA between the City and the Society dated July 30 2018, as may be amended from time to

time, sell, purchase, lease and otherwise acquire and dispose of real and personal property;

- (e) solicit, receive, acquire and hold donations, gifts and bequests; and
- (f) undertake and execute any trusts which may be conducive to any of the Objects of the Society.

ARTICLE 19 **EXECUTION OF INSTRUMENTS**

- 19.1 All contracts, documents, cheques or other order for payment of moneys or instruments in writing of the Society (collectively, "**Instruments**") shall be executed by no less than two (2) Officers of the Society, and all Instruments in writing so signed shall be binding upon the Society without any further authorization or formality. Notwithstanding the foregoing, the CEO shall have power from time to time to designate any Officer or Officers or any person or persons on behalf of the Society either to sign Instruments in writing generally, or to sign specific Instruments in writing.

ARTICLE 20 **AMENDMENTS TO BY-LAWS**

- 20.1 These By-laws may be amended by resolution of the Board subject to ratification by a Special Resolution and the Corporate Registrar has approved and registered the ratified amendments.

ARTICLE 21 **DISSOLUTION**

- 21.1 In the event of the dissolution of the Society, any and all assets of the Society remaining after the payment or satisfaction of all just debts, obligations and liabilities of the Society (*including the satisfaction of obligations on the use or transfer of funds received by the Society from another person or organization*), together with all capital funds of the Society, including such capital funds specifically dedicated to Zoo projects, and general capital funds, shall be given to the City, provided that the City shall designate and use such funds for the continued operation and development of the Zoo or other Alberta wildlife conservation organizations if applicable.

- 21.2 Notwithstanding section 21.1, upon dissolution of the Society, the Society will distribute revenue derived from gaming activities (as described and required in the Gaming and Liquor Act, RSA 2000, c. G-1), to The City provided such distribution is authorized by the Gaming and Liquor Act.
- 21.3 Remaining assets (if any), not otherwise dealt with under Sections 21.1 and 21.2 shall be distributed to The City, subject to applicable law.

ARTICLE 22 **LIMITATION OF LIABILITY AND INSURANCE**

- 22.1 No Director or Officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or any employee or for any liability or expense sustained or incurred by the Society in the execution of the duties of his or her office, provided that nothing in these By-laws shall relieve any Director or Officer of any liability in contravention of any applicable statute.
- 22.2 Subject to the limitations contained in applicable statutes but without limiting the right of the Society to indemnify any person under any statute or otherwise, the Society shall indemnify a Director or Officer, a former Director or Officer, and may indemnify an individual who acts or acted at the Society's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal or administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity, if the individual:
- (a) acted honestly and in good faith with a view to the best interests of the Society, or as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Director's request; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

Subject to the limitations contained in any statute, the Society may purchase and maintain such insurance for the benefit of such persons

referred to in this section as the Board may from time to time determine.

ARTICLE 23
CONFLICT

- 23.1 In the event of any conflict between the provisions of these By-laws, on the one hand, and the Act on the other, the provisions of the Act shall govern.

ARTICLE 24
EFFECTIVE DATE AND REPEAL

- 24.1 These By-laws shall come into force upon the Special Resolution of the Members and further on the date of the approval of these By-laws by the Board and by the Registrar of Corporations for the Province of Alberta.
- 24.2 The by-laws of the Society heretofore enacted are repealed. The repeal of such by-laws shall be without prejudice to any action taken or right acquired or obligation incurred thereunder. All Directors, Officers and other persons acting under any repealed by-laws shall continue to act as if elected or appointed under the provisions of these By-laws. All resolutions with continuing effect of the Board, committees of the Board and Members shall continue in effect except to the extent of any inconsistency with these By-laws.

*Approved by the Board on XX, adopted by the Members on XX, and
registered by the Registrar on XX*