



THE CALGARY ZOOLOGICAL SOCIETY

B Y - L A W S

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BY - L A W S

ARTICLE 1 **NAME**

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

ARTICLE 2 **INTERPRETATION**

- 2.01 "Board" shall mean the Board of Trustees duly elected by the Members of the Society or otherwise appointed, all as provided for in these By-laws.
- 2.02 "City" shall mean the City of Calgary.
- 2.03 "President" shall mean the President and Chief Executive Officer of the Society and the Zoo.
- 2.04 "Special Resolution" means a resolution passed by a majority of not less than three quarters of such Members entitled to vote, as they are present in person a meeting of the Members.
- 2.05 "Meeting of Members" shall include the Annual General Meeting and a Special Meeting of the Members of the Society, at which only Voting Members shall be entitled to vote.
- 2.06 "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.
- 2.07 "Officers" mean certain Trustees who hold the following positions:
- Chair;
 - Immediate Past Chair;
 - Vice-Chair;
 - Secretary-Treasurer;
- or such further officers as the Board may, from time to time, determine.
- 2.08 "Society" shall mean THE CALGARY ZOOLOGICAL SOCIETY.

- 2.09 "Trustee" shall mean a member of the Board provided that 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 Trustee.
- 2.10 "Voting Member" means a Member who holds a category of membership that includes voting rights.
- 2.11 "Zoo" shall include the zoological park located on St. George's Island within the City, including all buildings, wildlife and property located thereon, the botanical gardens; the Wildlife Conservation Centre (Ranch); and such other properties and facilities as the Zoo may acquire an interest in.
- 2.12 The masculine shall include the feminine and vice versa, and where applicable, either or both shall include the neuter.
- 2.13 All written notices required to be given by the Society to a Member shall be given if by prepaid mail, courier, fax or other reliable electronic means addressed to the Member at the address last indicated on the Member's registration profile. 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 3 **HEAD OFFICE**

- 3.01 The registered office of the Society shall be located in the City of Calgary, in the Province of Alberta.

ARTICLE 4 **MEMBERSHIP**

- 4.01 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.
- 4.02 The Board shall, from time to time, establish categories of membership in the Society, the annual membership fees applicable to each such category of membership and the rights and restrictions, including voting rights applicable to each such category of membership.
- 4.03 A voting Member of the Society shall be entitled to notice of and to vote at any Meeting of Members of the Society.
- 4.04 The Board may also, in its discretion, create other honorary positions or titles and appoint one or more persons thereto. The Board shall establish all necessary terms

and conditions at the time of creation and such honorary position or title may not, in any event, include the right to vote.

- 4.05 Any Member may be expelled from membership for any reason which 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 given 14 days notice in writing of the proposed expulsion and shall be afforded an opportunity to make any representations at a regularly constituted meeting of the Board.

ARTICLE 5 **MEETINGS OF MEMBERS**

- 5.01 The Annual General Meeting of the Society shall be held within four months following the preceding fiscal year-end of the Society at such time and place in the City of Calgary as the Board may decide, to consider the reports of the previous year's activities, to elect Trustees and to transact such business as may be required.

- 5.02 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,

on written notice to the Secretary-Treasurer and such notice shall specify in detail, the reasons a Special Meeting of Members is being called, and the matters to be discussed or voted upon at the meeting. No matters other than those set out in such notice shall be raised at such a meeting.

Notwithstanding anything to the contrary, at any Special Meeting called in accordance with these By-laws at which a motion to do any act or make any decision is made, advance notice of the particular wording of the motion must be provided to the Secretary-Treasurer at least 60 days prior to the date of the proposed meeting.

- 5.03 Notice of the time and place of a Meeting of Members shall be given not less than 21 days and not more than 75 days before the meeting, to each Member entitled to vote at the meeting and to the auditor of the Society as follows:
- a) by publication of such notice in any publication or periodical produced by the Society and remitted to all voting Members thereof; or
 - b) by the publication of a notice specifying the time, date and place of any Meeting of Members in at least one newspaper circulated in the City of Calgary on two consecutive publication dates.

- 5.04 The Board may establish, by resolution, procedures to give, deliver or send a notice or other document to the Members and the auditor by any means permitted under the laws governing the Society.
- 5.05 The board may fix in advance a record date preceding the date of any Meeting of Members by not more than 60 days and not less than 21 days for the determination of the Members entitled to notice of the meeting, provided that any such record date is specified in the notice of meeting. If no record date is so fixed, the record date for the determination of the Members entitled to notice of the meeting shall be the close of business on the day immediately preceding the day on which the notice is given.
- 5.06 For each and every Special Meeting held as a result of a requisition as provided for in section 5.02 above, the notice required shall be in the same form as that described in Section 5.03 a) or 5.03 b) and such notice shall include the reasons for the request of meeting and any motion, as quoted from the written notice received by the Secretary-Treasurer.
- 5.07 Notices for any Annual General Meeting shall specify the 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 trustees who will be proposed for election;
 - b) the auditor who will be proposed for appointment;
 - c) audited consolidated 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 properly brought before the Annual General Meeting or any subsequent meeting that is reconvened if the Annual General Meeting is adjourned.
- 5.08 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 the articles 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.
- 5.09 Fifteen Members in good standing shall constitute a quorum at the Annual General Meeting or a Special Meeting. In the event that no quorum is present at the time appointed for the meeting, the meeting, if convened upon the requisition of the Members, shall be dissolved; or in any other case, the Members present shall constitute a quorum.
- 5.10 At any Meeting of Members, the Chair shall act as chair of the meeting. In his absence, the Vice-Chair shall act as chair of the Meeting of Members, and in their absence, the Immediate Past Chair shall act as chair of the Meeting.
- 5.11 No voting by proxy shall be permitted at any meeting of the Members.

5.12 At any Meeting of Members, every matter requiring a decision shall be decided by a show of hands unless a ballot is required by the Chair or demanded by at least five Voting Members in person at the Meeting of Members. Every person entitled to vote shall have one 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 Voting Members in person 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, 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 shall direct.

5.13 Unless otherwise required by the Act or the articles, every matter 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.

ARTICLE 6 **NUMBER OF TRUSTEES**

6.01 The Board shall consist of such number of Trustees as may be determined from time to time, by resolution of the Board; provided that the minimum number of Trustees shall be 10 and the maximum shall be 25.

6.02 The Board shall establish the number of Trustees to be elected at each Annual General Meeting, whose term shall be three years as more specifically defined in Article 7.02.

6.03 In the event the Board fails to establish the number of Trustees to be elected at an Annual General Meeting, the number of Trustees to be so elected shall be the same number as were elected at the Annual General Meeting held at the date closest to three years prior to the next ensuing Annual General Meeting.

ARTICLE 7 **TRUSTEES – APPOINTMENT, TERMINATION & REMUNERATION**

7.01 The Board shall consist of eligible Members who are elected as Trustees at an Annual General Meeting or appointed as provided for in these By-laws.

- 7.02 The term of office of a Trustee is three years more or less, which shall be calculated commencing at the Annual General Meeting at which he or she is elected, or the date he or she is appointed, and ceasing at the third following Annual General Meeting; provided, however, that he or she may be re-elected subject to the provisions of Articles 7.03 and 7.04 hereafter.
- 7.03 No Trustee shall serve for more than three consecutive terms; provided, however, that if a Trustee in his or her third 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 term and shall be deemed nominated under Article 7. He or she may remain thereon until he or she ceases to be the Chair, the Vice-Chair or the Immediate Past Chair, following which he or she shall be ineligible for re-election to the Board for the period referred to in Article 7.04.
- 7.04 A person, being a former Trustee and disqualified from so serving as aforesaid in Article 7.03 shall be eligible for re-election or appointment to the Board at the expiration of two years from the date on which he or she was last a Trustee. However, he or she may be nominated for election prior to the expiration of the said two-year term.
- 7.05 The position as Trustee shall forthwith be vacated upon being advised by the Board that the individual's office as a Trustee is being terminated for any of the following reasons:
- a) being habitually absent without excuse;
 - b) ceasing for any reason to be a Voting Member; or
 - c) upon a majority vote under Article 7.07,
- or immediately upon the death or resignation of the Trustee.
- 7.06 A Trustee 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 Trustee, by a majority vote of the Board at a meeting of the Board. Prior to the vote being taken, the Trustee 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.
- 7.07 If a vacancy has arisen on the Board due to death, resignation, a vacation of position under Article 7.05 or 7.06 or if the Members fail to elect the minimum number of Trustees, the Board may appoint persons to fill such vacancies. The person appointed must stand for election by the Members at the next Annual General Meeting but, between the time of his or her appointment and the next Annual General Meeting, he shall have all the powers and responsibilities of a duly elected Trustee.

- 7.08 The Board may, from time to time, appoint additional Trustees who must stand for election by the Voting Members at the next Annual General Meeting and between the time of their appointment and the next Annual General Meeting, they shall have all the powers and responsibilities of a duly elected Trustee.
- 7.09 As volunteers, Trustees may not receive financial remuneration for their contributions and efforts to and on behalf of the Society.

ARTICLE 8 **BOARD OF TRUSTEES - POWERS**

- 8.01 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 President;
 - d) delegate authority to the President in respect of expenditures, financial commitments, signing authority and similar;
 - e) recommend the audited financial statements for approval to the Members at the Annual General Meeting;
 - f) approve the annual budgets for the Society, upon recommendation of the Finance and Legal Committee;
 - g) recommend the auditors for approval by the Members at the Annual General Meeting; and
 - h) establish committees and appoint persons to those committees as the Board considers appropriate.

ARTICLE 9 **BOARD OF TRUSTEES - MEETINGS**

- 9.01 Meetings of the Board shall be convened at the call of the Chair, Vice Chair, President or any two Trustees, to consider all matters referred to it for decision.
- 9.02 At any meeting of the Board, six Trustees shall constitute a quorum for the transaction of business.
- 9.03 A meeting of the Board may be conducted by way of attendance in person, by conference call, video conference or by other reliable electronic means.
- 9.04 Reasonable notice, which will normally be at least 48 hours, in writing shall be given to each Trustee of each Board meeting and 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 Officers of the Society.

- 9.05 If there is no quorum within 15 minutes after the time for which the meeting has been called, the meeting shall stand adjourned to such time and place as may be determined by the Chair in accordance with the criteria set out in Article 9.04 and the Trustees present shall constitute a quorum, the meeting shall be conducted, and its conclusions and resolutions are binding.
- 9.06 One-third of the Trustees may, in writing, demand a meeting of the Board by delivering to the Secretary-Treasurer notice of such demand. Upon receipt of such demand, the Chair shall convene such meeting not later than 21 days from the date of receipt of such demand.
- 9.07 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, the Immediate Past Chair shall act as chair of Board meetings.
- 9.08 Unless otherwise provided for in law or the Society's articles, by-laws or other Board approved governing documents, at all meetings of the Board, every question shall be determined by a majority of votes by show of hands, unless a ballot is required. In the event of a tie vote, the chair of the meeting shall be entitled to a casting vote in addition to his or her original vote.
- 9.09 On any question proposed for consideration at a meeting of the Board, which is set out in the agenda delivered to the Trustees prior to the meeting, and whether or not a show of hands has been taken thereon, any Trustee entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chair shall direct and each Trustee shall be entitled to one vote.
- 9.10 A resolution in writing, signed by all the Trustees entitled to vote on that resolution at a meeting of the Board or a committee of the Board, is as valid as if it had been passed at a meeting of the Board or committee of the Board.

ARTICLE 10 **BOARD EXECUTIVES**

- 10.01 Board executives include the Chair, Vice-Chair and Secretary-Treasurer, as well as any others 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 Trustee in good standing of the Society.

10.02 The term of office for a Board executive shall be two 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 to serve for a second two-year term.

10.03 In the event of a vacancy among the Board executives, the Chair shall be empowered to appoint a replacement Board executive from among the Trustees, 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 Trustees.

BOARD EXECUTIVE - DUTIES

10.04 All Board executives shall assume their duties immediately after their election or appointment and they shall continue in such office until they resign, or become disqualified to hold office, or until the Board, at the first meeting thereof after the Annual General Meeting, elects new Board executives.

10.05 The Chair:

- a) shall endeavour to preside at all meetings of the Society and of its Board;
- b) shall be an *ex officio* member of every Committee, but shall not have voting rights at Committee meetings;
- c) shall cause to be brought to the attention of the Board all matters of a material nature that are or are reasonably likely to affect the well-being of the Society or its operations; and
- d) may delegate special areas of responsibility to the Trustees.

10.06 The Vice-Chair :

- a) shall Chair the Society's Governance Committee;
- b) shall be an *ex officio* member of every Board committee, but shall not have voting rights at such committee meetings;
- c) shall succeed the Chair at the end of the Chair's two year term; and
- d) shall act as Chair at all functions where the Chair would preside but cannot be present.

10.07 The Secretary-Treasurer shall:

- a) ensure that accurate Minutes of the meetings of the Society, the Board and each committee are maintained in the official records of the Society;
- b) oversee management activities which are focused on ensuring accurate membership records are maintained; documents prescribed by the *Societies Act* and by Canada Customs and Revenue Agency are maintained and filed; accounting records, financial statements, budgets are prepared
- c) be responsible for the transmission of all notices on the direction of the Chair; and
- d) perform such other duties as may be delegated to him by the Board.

ARTICLE 11
COMMITTEES

- 11.01 The Trustees shall appoint from among their number, at least the following Board committees:
- a) a Finance & Legal Committee;
 - b) a Governance Committee;
 - c) a Human Resources Committee; and
 - d) a Fundraising Committee.
- 11.02 The Board may appoint a committee of Trustees and may delegate to such committee, any of the powers of the Board except those, which under the Act, a committee of Trustees has no authority to exercise.
- 11.03 The Board may, from time to time, appoint a committee comprised of Trustees or volunteers or any combination thereof, as it may deem advisable, but the function of any such committee shall be advisory only and each such committee shall be chaired by a Trustee.
- 11.04 Unless otherwise determined by the Board, each committee shall have the duties and exercise functions as determined by the Board and shall have the power to fix its quorum at no less than a majority of its Members and to regulate its procedure.
- 11.05 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 12
PRESIDENT

- 12.01 The Board shall appoint an officer as the President and Chief Executive Officer (“President”). The President 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 President shall have the power to appoint division or business unit directors, as the President considers appropriate. Any such division or business unit director is not, and shall not be, unless otherwise designated by the Board, officer of the Society.

ARTICLE 13
THE SEAL

- 13.01 The corporate seal shall bear the name of the Society and may bear such insignia as may be approved from time to time by the board.

ARTICLE 14
FINANCE

- 14.01 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.

- 14.02 All money belonging to the Society shall be deposited in its name in a bank account at a branch of a Chartered Bank, Trust Company or Treasury Branch by any Officer or by any employee so designated by the Board. 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. No cheque or other order for the payment of moneys shall be valid unless signed in accordance with the resolution of the Board made from time to time.

The Society shall establish 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.

- 14.03 The financial statements of the Society shall be audited at least once a year by a duly qualified Auditor elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous years shall be submitted by such Auditor at the Annual General Meeting of the Society for approval.

- 14.04 Any Voting Member of the Society may request, in writing, the right to inspect the books, records and Minutes of Board meetings, which request shall specify the information which he requires and the reason for which the information is required and he shall be entitled to examine such books and records as may pertain directly to the specified information requested; provided that the Board is satisfied that the provision of such information is not prejudicial to the best interests of the Society.

- 14.05 For the purposes of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, but in no case shall debentures or charges on real or personal property be issued or made without the sanction of a Special Resolution of the Society.

ARTICLE 15
AMENDMENTS TO BY-LAWS

- 15.01 The By-laws may be amended by Resolution of the Board subject to ratification by a Special Resolution of the Society at the next Annual General Meeting and the Corporate Registrar has approved and registered the ratified amendments.
- 15.02 The notice specifying the intention to propose a resolution for the amendment of the By-laws as a Special Resolution shall be given in the same manner as the notice of the Annual General Meeting as set forth in Article 5.03; provided that the entire contents of the proposed amendment must be published in and as a part of the notice.

ARTICLE 16
WINDING UP OR DISSOLUTION

- 16.01 Upon winding up of the Society, the accumulated funds held by the Society which are directly attributable to revenues from Zoo operations, together with capital funds specifically dedicated to Zoo projects, as distinct from 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.
- 16.02 Notwithstanding 16.01, upon winding up 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 a charitable organization.

ARTICLE 17
LIMITATION OF LIABILITY AND INSURANCE

- 17.01 No Trustee or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Trustee 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 Trustee or officer of any liability in contravention of any applicable statute.
- 17.02 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 Trustee or officer, a former Trustee or officer, and may indemnify an individual who acts or acted at the Society's request as a Trustee 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 Trustee or officer or in a similar capacity at the Trustee'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 18
EFFECTIVE DATE AND REPEAL

18.01 This by-law shall come into force upon the date of the approval of the by-law by the Board.

18.02 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 Trustees, officers and other persons acting under any repealed by-law shall continue to act as if elected or appointed under the provisions of this by-law. 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 this by-law.

Approved by the Board and effective as of the 30th day of September, 2013; ratified by shareholders at the Annual General Meeting April 28, 2014