

BYE-LAWS
of
THE BERMUDA ZOOLOGICAL SOCIETY

1. INTERPRETATION

- (1) In these Bye-Laws, unless the context otherwise requires –
 - (a) “Executive Committee” means the executive committee for the time being of the Society;
 - (b) “Financial Year” means the financial year for the time being of the Society;
 - (c) “Members” means the persons who are for the time being members of the Society pursuant to these Bye-Laws and cognate expressions shall be construed accordingly;
 - (d) “President”, “Vice-President”, “Treasurer” and “Secretary” mean the officers of the Society for the time being having those respective titles;
 - (e) “Society” means the Bermuda Zoological Society, incorporated on 11 August 1999, pursuant to the Bermuda Zoological Society Act 1999;
 - (f) “these Bye-Laws” means these Bye-Laws in their present form or as from time to time amended.
- (2) The Executive Committee shall be the arbiter with respect to the interpretation of these Bye-Laws or any provision thereof and its decision in the matter shall be binding on all Members.

2. MEMBERSHIP

- (1) There shall be four classes of Members, as follows:
 - (a) Junior Members, being persons who are full-time students or under the age of sixteen years;
 - (b) Full Members, being persons who are admitted as such by the Executive Committee;
 - (c) Honorary Members, being persons upon whom the Executive Committee determines to confer membership in the Society; and
 - (d) Ex-Officio Members, including those persons who are appointed as members of the Executive Committee in accordance with Bye-Law 3(2).
- (2) Every Member shall be entitled to attend and vote at general meetings of the Society.
- (3) The Executive Committee shall have the power to establish the rules for the time being governing the several classes of Membership, including the rights (other than voting rights)

attaching respectively thereto, and to create sub-classes thereof on such terms and conditions as it sees fit.

3. MANAGEMENT

- (1) The Society shall be managed by an Executive Committee of such number, being not more than fifteen, as Members may determine in general meeting. The Members may authorise the Executive Committee to fill any vacancies, including casual vacancies, as determined by needs of the Society.
- (2) One member of the Executive Committee shall be the Principal Curator of the Bermuda Aquarium, Museum & Zoo. In addition, the Executive Committee shall invite a representative of an appropriate Government department to join the Committee. The other members of the Executive Committee shall be elected from among the Members at the annual general meeting of the Society.
- (3) The officers of the Society shall include a President and a Vice-President, both of whom must be members of the Executive Committee, and a Secretary and a Treasurer, who may but need not be members of the Executive Committee. Such officers shall be appointed by the Executive Committee as soon as practicable after each annual general meeting or, as the case may be, a vacancy arising. In addition, the Executive Committee may appoint any person, whether or not a member of the Executive Committee, to hold such office as the Executive Committee may from time to time determine.
- (4) Members of the Executive Committee shall serve as such until the next annual general meeting following their election or appointment unless their term of office is sooner terminated by reason of their death or resignation or removal by a simple majority vote of the other members of the Executive Committee.
- (5) No person shall serve as President for more than five consecutive years
- (6) The Executive Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the motion shall be deemed to have been lost. The President or, in his absence, the Vice-President shall preside as chairman at every meeting of the Executive Committee. In the absence of both of them, the members present shall choose one of their number to be chairman of the meeting.
- (7) A quorum at any meeting of the Executive Committee shall be five Executive Committee members present in person or by proxy. Any Executive Committee member may, by notice in writing to the Secretary, appoint another Executive Committee member to represent him and to vote on his behalf at any meeting of the Executive Committee, provided that any Executive Committee member so appointed shall not vote on behalf of the Executive Committee member who appointed him if the Executive Committee member who appointed him is also present at that meeting, and provided further that any Executive Committee member so appointed may vote on his own behalf as well as on behalf of the Executive Committee member who appointed him.
- (8) It shall be the duty of the Treasurer to be the custodian of the Society's funds and financial records. The Treasurer shall, at the annual general meeting, present a statement of the Society's receipts and disbursements during the immediately preceding Financial Year, audited by the

auditors for the time being of the Society, together with a statement, also so audited, of the assets and liabilities of the Society as at the end of that Financial Year.

- (9) It shall be the duty of the Secretary to keep minutes of all proceedings at meetings of the Executive Committee and of the Society. In the absence of the Secretary at any meeting, the chairman of the meeting shall appoint another person to act as secretary to the meeting. In addition, the Secretary shall conduct all necessary correspondence on behalf of the Society and maintain or cause to be maintained in proper form all records of the Society.

4. DUES

- (1) The amounts of any dues payable by Members shall be fixed by the Executive Committee from time to time.
- (2) All such dues shall be payable on or before the date fixed for payment by the Executive Committee. The membership of any Member whose dues remain unpaid for three calendar months after having been notified in writing of the default by the Treasurer shall automatically terminate unless, having regard to any special circumstances, the Executive Committee shall otherwise determine.

5. FINANCIAL YEAR

The Financial Year shall, unless otherwise determined by the Executive Committee at any time or from time to time, begin on the 1st April and end on the 31st March of the following year.

6. SUB-COMMITTEES

The Executive Committee may delegate any of its powers, authorities and discretions to sub-committees, consisting of such person or persons (but including at least one member of the Executive Committee) as it thinks fit. Any sub-committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations or restrictions which may be imposed on it by the Executive Committee. Any such sub-committee may be designated by reference to its principal function, including, but not limited to:

Governance
Education
Research and Conservation
Volunteers
Membership

7. GENERAL MEETINGS OF THE SOCIETY

- (1) The annual general meeting of the Society shall be held once in every calendar year, notice of which shall appear in the daily paper three weeks prior to the AGM. The Executive Committee may or, at the written request of not less than twenty-five Members, the President shall convene general meetings other than annual general meetings, which shall be called special general meetings.
- (2) Any general meeting shall be called by not less than fourteen days notice in writing. Such notice may be given by mail or by advertisement in a local daily or weekly newspaper. The notice shall specify the business to be transacted at the meeting.

- (3) At any general meeting of the Society, twenty-five Members present in person or by proxy shall be a quorum.
- (4) At any general meeting, a resolution put to the vote of the meeting shall be decided on by a show of hands except with respect to a contested election of members of the Executive Committee which shall be conducted by secret ballot. Except as otherwise provided herein, any question proposed for consideration at any general meeting shall be decided on by a simple majority of votes cast. In the case of an equality of votes, the motion shall be deemed to have been lost. Attendance and voting by proxy shall be permitted.
- (5) An instrument appointing a proxy shall be in writing in substantially the following form or such other form as the chairman of the meeting shall accept:

Proxy
Bermuda Zoological Society (the "Society")

I/We, *[insert names here]*, being a Member of the Society, HEREBY APPOINT *[name]* of *[address]* or failing him, *[name]* of *[address]* or failing him the chairman of the meeting to be my/our proxy to vote for me/us at the meeting of the Members to be held on *[date]* and at any adjournment thereof. *[Any restrictions on voting to be inserted here.]*

Signed this *[date]*

Member(s)

- (6) The instrument appointing a proxy must be received by the Society at its administrative offices or at such other place or in such manner as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting at which the person named in the instrument appointing a proxy proposes to vote, and an instrument appointing a proxy which is not received in the manner so prescribed shall be invalid
- (7) The decision of the chairman of any general meeting as to the validity of any appointment of a proxy shall be final

8. ELECTIONS: EXECUTIVE COMMITTEE

- (1) Nominations for election as a member of the Executive Committee shall be submitted in writing to the Secretary, signed by the proposer and seconder. The persons so nominated shall confirm in writing to the Secretary their willingness to serve at least two weeks prior to the annual general meeting at which the election is to be held. Such nominations shall be reviewed by a Governance Committee for presentation at the annual general meeting.
- (2) In any such election, those candidates corresponding in number to the number of vacancies fixed by the Members who receive the greatest number of votes shall be elected.

- (3) Any Executive Committee member who has failed to attend in person 50% or more of the Executive Committee meetings held during the immediately preceding financial year shall not be eligible for re-election to the Executive Committee without the prior approval of the President, in consultation with the Governance Committee.

9. AUDITOR

The Members at each annual general meeting shall appoint one or more auditors to hold office until the close of the next annual general meeting. The Executive Committee may fill any casual vacancy in the office of auditor.

10. WINDING UP

In the event of winding up, the property of the Society shall, after the discharge of all of its liabilities, be paid and transferred to a body corporate, association or trust having objects or purposes corresponding to, or substantially the same as, those of the Society as determined at a general meeting of the Society.

11. AMENDMENT OF THE BYE-LAWS

The Executive Committee may amend these Bye-Laws but any such amendment shall be submitted to a general meeting of the Society, and shall become operative only to such extent as it is approved by the affirmative vote of not less than two-thirds of the Members present and voting at the meeting.

12. OPERATION

These Bye-Laws shall become operative immediately upon the enactment of The Bermuda Zoological Society Act 1999.