

THE KAMLOOPS WILDLIFE PARK SOCIETY

BYLAWS

PART 1 - INTERPRETATION

1.1 Definitions

In these Bylaws and all other Bylaws of the Society, unless the context otherwise requires:

- (a) “**Act**” means the British Columbia *Society Act* and any regulations made under the *Society Act*, as amended from time to time;
- (b) “**Board**” means the board of directors of the Society as that board may be established under Part 8 of the Bylaws;
- (c) “**Directors**” means the directors of the Society for the time being;
- (d) “**Member**” means a person who is a member of the Society as provided for herein, and “Members” means some or all of the Members as the context requires;
- (e) “**Society**” means The Kamloops Wildlife Park Society; and
- (f) “**Special Resolution**” means a resolution passed at a general meeting by at least 3/4 of the votes cast by such Members of the Society, being entitled to vote at such meetings.

1.2 Society Act Definitions

Unless expressly defined herein, all capitalized terms herein shall have the meaning ascribed them in the Act.

PART 2 - MEMBERSHIP AND RIGHTS

2.1 Membership Generally

A Member in good standing shall be a Member who has not resigned, been suspended or expelled from membership in the Society.

2.2 Voting Rights

Each Member in good standing is entitled to one vote at any meeting of Members.

2.3 Duties of Members

Every Member must uphold the Constitution of the Society and comply with these Bylaws.

2.4 Membership Standing

All members are in good standing except upon failure of any member to pay any annual membership fee, subscription or debt owing by the Member to the Society. Such Member is not in good standing so long as the debt remains unpaid.

PART 3 - ADMISSION TO MEMBERSHIP

3.1 Membership Application

Upon the submission of the membership application to the Directors in the prescribed form accompanied by the annual membership fee, which fee is to be determined by the Directors from time to time, any adult person that is not an employee of the Society will become a Member of the Society upon acceptance of the applicant as a Member by the Directors.

For greater clarity, employees of the Society shall not be admitted as Members.

3.2 Non-Transferable

The interest of a Member in the Society is non-transferable.

3.3 Termination of Membership

Any Member will cease to be a Member:

- (a) Resignation - on delivery of his or her resignation to the President of the Society by hand, or by mailing, delivering, emailing or faxing it to the address of the Society or;
- (b) Death - upon his or her death;
- (c) Expulsion - upon being expelled in accordance with these Bylaws; or
- (d) Not in Good Standing - if the Member is not in good standing.

3.4 Expulsion

- (a) The Directors of the Society may expel any Member by a Special Resolution passed at a meeting of Members; or
- (b) where the Directors have reason to believe that a Member (the "Defaulting Member") has:

(ii) caused harm and/or damage to the Society or the property of the Society; or

(iii) failed to comply with the Society's Constitution or these Bylaws; then

the Directors of the Society may, at the Directors' sole discretion, expel such Defaulting Member by a resolution passed by a majority vote of the Directors at a meeting of Directors.

3.5 Member to be Informed

Before a Member is expelled under Bylaw 3.4, the Society must:

(a) send to the Member written notice of the proposed expulsion, including reasons; and

(b) give the Member a reasonable opportunity to make representations to the Society respecting the proposed discipline or expulsion

PART 4 - MEETINGS OF MEMBERS

4.1 Annual General Meeting

Subject to the provisions of the Act, each Annual General Meeting shall be held:

(a) once in every calendar year after the holding of the last preceding Annual General Meeting; and

(b) on such day in each year and at such time and place, within the Province of British Columbia, as the Board may determine.

4.2 Extraordinary Meetings

Any general meeting other than an Annual General Meeting is an extraordinary meeting.

4.3 Calling and Requisitioning Extraordinary Meetings

The Directors may, whenever they think fit, convene an extraordinary meeting. Members may requisition an extraordinary meeting in accordance with the Act.

4.4 Notice of Annual General Meeting

Written notice shall be delivered to each Member of the Annual General Meeting or of an extraordinary meeting at least 7 full calendar days before the date of such meeting.

4.5 Waiver of Notice

The Members may waive notice of a meeting of Members by unanimous consent in writing.

4.6 Omission of Notice

The accidental omission to give notice of any meeting of Members, any irregularity in the notice of any meeting of Members or the non-receipt of any notice by any Member or Members or by the auditor of the Society (if any) shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

4.7 Entitlement to Attend Meetings

Only Members, Directors and the Society's auditor and/or lawyer may attend meetings of Members provided, however, that the Directors may invite non-Members to attend meetings of Members for specific business items.

PART 5 - PROCEEDINGS AT MEMBERS' MEETINGS

5.1 Chair of the Meeting

The President of the Board, the Vice-President, or in the absence of both, one of the other Directors or the lawyer of the Society present, shall preside as Chair of a general meeting.

5.2 Quorum

A quorum at any meeting of Members shall be not less than nine (9) Members in good standing and entitled to vote. No business shall be transacted at any meeting of Members unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members (or within 30 minutes after the time appointed for the meeting) then the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Bylaw 4.4 with regard to notice shall apply to such adjournment.

5.3 Minutes

Minutes of all meetings of Members shall be kept by the Secretary (or his or her nominee) and signed by the Chair. The minutes may be inspected during office hours by any Member of the Society at the registered office of the Society upon giving reasonable notice to the Secretary (or his or her nominee).

5.4 Annual General Meeting Agenda

The agenda of the Annual General Meeting shall include at least the following items:

- (a) approval of the minutes from the previous annual meeting and any special meetings held since the previous annual meeting;
- (b) report of the Treasurer or appointed external accountant of the Society, including presentation of the annual financial statements of the Society;
- (c) election of Directors;
- (d) report of the General Manager (if any);
- (e) appointment of the auditor (if any); and
- (f) other business, if any.

PART 6 - VOTING AT MEMBERS' MEETINGS

6.1 Voting

Unless provided otherwise in the Act or these Bylaws:

- (a) every question submitted at a meeting of Members shall be decided in the first instance by a show of hands unless a secret ballot is requested by the majority of Members present.
- (b) in the case of an equality of votes, the vote shall be determined as defeated unless the Chair has not voted on the matter subject to the tie, in which case the Chair shall have a casting vote.

6.2 Entitlement to Vote

No person shall be entitled to vote at any meeting of Members unless he or she is a Member entitled to vote pursuant to the provisions of Bylaw 2.2.

6.3 Simple Majority

At all meetings of Members every resolution put to the vote at a meeting of Members shall be decided by a simple majority of the votes duly cast on the resolution except those items that require a Special Resolution pursuant to the Act or these Bylaws.

6.4 Proxy Voting

Voting by proxy shall not be permitted.

PART 7 - BOARD OF DIRECTORS

7.1 Directors

- (a) The number of Directors shall not exceed fourteen (14) and shall not be less than three (3).
- (b) The Board shall be responsible for conducting the affairs of the Society and may exercise all such powers and do all such acts and things as may be exercised or done by the Society that are not by these Bylaws or the Act expressly directed or required to be done by others, or in some other manner, and may from time to time, by majority vote, pass resolutions relating in any way to the Society or to the conduct of its affairs. No act or proceeding of the Board is invalid by reason only of there being vacancies among the Directors.
- (c) A Director must at all times be a member in good standing of the Society.
- (d) The Board shall include one representative from the City of Kamloops, and such representative shall not be elected by the Members at the Annual General Meeting
- (e) The Board shall include the office of Past President and the office of Past President shall not be elected by the Members at the Annual General Meeting.

7.2 Term of Directors

The term of a Director elected at the Annual General Meeting shall be for a term of two (2) years and shall expire at the conclusion of the second Annual General Meeting after such Director was elected to office.

7.3 Election of Directors

- (a) Nominations for the position of a Director of the Society to be voted on at an Annual General Meeting must be made by submitting the prescribed nomination form to the Board no less than 14 days prior to each Annual General Meeting. Only those persons nominated by way of the above mentioned prescribed nomination form and time frame may be elected by the Members at the Annual General Meeting.
- (b) The Board of Directors of the Society that are up for election at the Annual General Meeting shall be elected at the Annual General Meeting by a majority vote of the Members and such vote shall be by a show of hands unless a secret ballot is requested by the majority of the Members present.

7.4 Vacancy

The Directors may at any time and from time to time appoint a qualified person to act as a Director to fill any vacancies caused by the resignation, removal or termination of appointed Directors. A Director so appointed will hold office only until the conclusion of the next Annual General Meeting of the Society but is eligible for election by the Members at that Next Annual General Meeting.

7.5 Power of Board if a Vacancy

Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

7.6 Termination of Office

The office of any Director shall automatically be terminated if any of the following events occur:

- (a) the Director's term of office expires in accordance with Bylaw 7.2;
- (b) the Director is removed from office in accordance with Bylaw 7.7;
- (c) the Director becomes bankrupt, suspends payment of his or her debts generally or compounds with his or her creditors;
- (d) the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (e) the Director is convicted of an indictable offence: or
- (f) the Director resigns from his or her office by notice in writing to the Society. Any such resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later.

7.7 Removal of Directors

- (a) The Members may, by resolution passed by a Special Resolution of the votes cast at a meeting of Members of which notice specifying the intention to pass such resolution has been given in accordance with these Bylaws, remove any Director before the expiration of his or her term of office. Upon the passage of such a resolution, the Directors will then appoint any person to serve in place of the removed Director to hold such office until the next Annual General Meeting of the Members.
- (b) A Director must make reasonable efforts to attend meetings of Directors. The Directors, by a majority vote, may remove any Director who fails to attend three (3) consecutive Director meetings where such failure to attend is without just cause.

7.8 Remuneration

No Director shall be paid or remunerated for serving as a Director but may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties as a Director of the Society.

PART 8 - MEETINGS OF THE BOARD

8.1 Place of Meeting

The Board may meet together at the times and places for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit.

8.2 Holding of Meetings

The President may at any time, or his or her nominee shall, at the request of any Director, convene a meeting of the Board.

8.3 Notice

Notice of each meeting of the Board, or of any committees of the Board, shall specify the time and place of the meeting, and may be mailed, postage prepaid, addressed to each of the Directors (or committee members) at his or her registered address or may be given to each Director (or committee member) either personally, by facsimile or email or by leaving it at his or her usual business or residential address. Notices shall be given at least two clear days or if communicated orally 4-hours notice before the time appointed for holding the meeting or such lesser time as may be reasonable under the circumstances; provided always that a Director (or committee member) may in any manner and at any time waive notice of a meeting of Directors (or a committee), and attendance of a Director (or committee member) at a meeting of Directors (or a committee) shall constitute a waiver of notice of the meeting except where a Director (or a committee member) attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Accidental omission to give notice of a meeting of Directors to or the non-receipt of notice by any Director shall not invalidate the proceedings of that meeting.

8.4 Telephone Meetings

The Board (or a committee) may hold meetings by means of conference telephone or any other communication facility whereby all Directors (or committee members) participating in the meeting can hear each other and make themselves heard (a "Telephone Meeting"), provided that all the Directors (or committee members) consent to the holding of a Telephone Meeting. Such consent may be made generally or in respect of a particular meeting. A Director

(or committee member) participating in a meeting in accordance with this Bylaw 8.4 shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum for the meeting and shall be entitled to speak and vote at the meeting.

8.5 Quorum

50% of the Directors holding office shall form a quorum for the transaction of business at any meeting of the Board and, notwithstanding any vacancy among the Directors, a quorum of Directors, as defined above, may exercise all the powers of the Board.

8.6 Voting

Each voting Director shall have one vote. Questions and matters arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the President shall have a deciding or casting vote.

8.7 Written Resolutions

A resolution in writing signed by all the voting Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Such resolution may be in one or more counterparts, all of which together shall be deemed to constitute one instrument.

8.8 Acts Valid

All acts done at any meeting of Directors or by any persons acting as Directors shall, notwithstanding that it may afterwards be discovered that there was some defect in the election or appointment of any such Directors or persons acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act as a Director.

8.9 Regulations

The Directors may by resolution make such rules and regulations for the conduct of their affairs and of the affairs of the Society as they deem necessary or desirable, provided that such rules and regulations are not inconsistent with these Bylaws or the Act.

8.10 Entitlement to Attend Meetings

The Directors may, at the Director's discretion, invite non-Members to attend meetings of Directors for specific business items.

PART 9 - CONFLICT OF INTERESTS OF THE BOARD

9.1 Conflict of Interests of the Board

Subject to the provisions of the Act, A Director who has a direct or indirect material interest in:

- (a) a contract or transaction, or a proposed contract or transaction of the Society; or
- (b) a matter that is or is to be the subject of consideration by the Board if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the Society;

must:

- (a) disclose fully and promptly to the other Directors the nature and extent of the Director's interest;
- (b) abstain from voting on a Director's resolution or consenting to a consent resolution of the Directors in respect of the contract, transaction or matter referred to in sections a) and b) above;
- (c) leave the Directors' meeting, if any, when the contract, transaction or matter is discussed or voted on, unless asked by the other directors to be present to provide information; and
- (d) refrain from any action intended to influence the discussion or vote.

9.2 Recording Conflict of Interest

- (a) A disclosure under Bylaw 9.1(a) above must be evidenced in at least one of the following records:
- (b) The minutes of a meeting of directors; or
- (c) A consent resolution of directors.

PART 10 - OFFICERS AND COMMITTEES

10.1 Officers

The Board must, on an annual basis and by a majority vote, appoint a President, 1st Vice President, 2nd Vice President, Treasurer, Secretary and Past President.

The Board may, from time to time and by a majority vote, terminate any such appointment. The above mentioned officers must be directors. The President shall hold office for no more than three (3) consecutive years.

10.2 Duties of Officers

- (a) The President shall preside at all meetings of the Society and of the Directors. The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- (b) The 1st Vice President shall:
 - i. carry out the duties of the president during their absence,
 - ii. ensure that notices of the meetings of the Society are sent to the members and directors, and
 - iii. ensure the safe custody of all records and documents of the Society.
- (c) The 2nd Vice President shall carry out the duties of the president during the absence of the president and the 1st Vice President.
- (d) The Treasurer shall be responsible to:
 - iii. represent the financial interest of the Society members;
 - iv. inform the Board and members of the Society's financial status at general meetings of the members and as determined from time to time by the Board;
 - v. ensure that the Society maintains financial records including books of account, as are necessary to comply with the Act, and
 - vi. monitor financial policies and programs of the Society.
- (e) The Secretary shall be responsible to insure that minutes of all meetings and approved policy of the Society and the Board are kept and available to the Board.

10.3 Committees of Directors

The Board may establish any committees of Directors that they consider in the best interests of the Society and may delegate to such committees any of the powers of the Board. Any committee so appointed may, subject to a resolution of the Board and these Bylaws, meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

10.4 Powers of Committees

Every committee constituted by the Board shall have the authorities, powers and discretion which may be delegated to it and shall act in accordance with any requirements, including reporting, which the Board may impose upon such committee.

10.5 Removal of Committee Members

The Board may, by resolution, at any time remove any person appointed to any committee by the Board.

10.6 Meetings of Committees

The members of a committee may meet and adjourn as they think fit.

PART 11 - REGISTERS

11.1 Register of Members

The Secretary shall keep, or cause to be kept, a register on which the names of the Members are listed together with the following particulars:

- (a) the full name and resident address of each such Member;
- (b) the date on which the Member was admitted as a Member;
- (c) the date on which any Member ceased to be a Member;
- (d) the dates on which any Member was suspended or reinstated to full membership privileges following a suspension; and
- (e) any other information required by the Act.

11.2 Register of Directors

The Secretary shall keep, or cause to be kept, a register in which the names of the Directors are listed, together with the following particulars:

- (a) the full name and resident address of each Director and the category of directorship held;
- (b) the date upon which each Director was appointed as a Director;
- (c) the date on which a Director ceased to be a Director; and
- (d) any other information required from time to time by the Directors or the Act.

PART 12 - BORROWING POWERS. AND SIGNATORIES

12.1 Borrowing Powers

Subject to the Act, the Directors may, by resolution, cause the Society to borrow such sums of money on such terms and on such security as the Directors may determine and as specified in the resolution of the Directors, provided always that the Society shall not issue any debentures except in accordance with the Act.

12.2 Charge on Property

To raise or secure the payment of any sum of money borrowed by the Society in accordance with Bylaw 11.1, the Board may mortgage, pledge, hypothecate and charge all or any part of the property of the Society.

12.3 Signatories of the Society

The persons entitled to sign documents on behalf of the Society shall be any two of the following offices:

- (a) President;
- (b) Treasurer;
- (c) 1st Vice President;
- (d) General Manager.

PART 13 - INDEMNIFICATION AND LIABILITY OF DIRECTORS

13.1 Director's Liability

Subject to the Act, no Director of the Society shall be liable for:

- (e) the acts, omissions or defaults of any other Director;
- (f) any loss or expense incurred by the Society by reason of the insufficiency or deficiency of title of any property acquired for or on behalf of the Society;
- (g) the insufficiency or deficiency of any security in or upon which any of the money of the Society shall be invested;
- (h) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the money, securities or other property of the Society shall be deposited;

- (i) any loss occasioned by any error of judgment or oversight on the Director's part; or
- (j) any other loss, damage or misfortune which occurs in the execution of the duties of the office of Director or in relation thereto unless such loss, damage or misfortune happened through the Director's own dishonesty or willful misconduct.

13.2 Indemnification

Subject to the requirements of the Act, the Society shall indemnify each Director or former Director of the Society and his or her heirs and personal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by such Director in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director of the Society, including an action brought by the Society, if:

- (a) the Director acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding, the Director had reasonable grounds for believing that his or her conduct was lawful.

ACCOUNTING RECORDS

14.1 Accounting Records

The accounting records of the Society shall be kept at the head office of the Society.

14.2 Inspection of Books and Records

The books and records of the Society may be inspected by any Member at the offices of the Society upon giving reasonable notice to the Secretary.

PART 15 - WINDING UP

15.1 Winding Up

In the event of the winding up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears or salaries or wages, and after the payment of any debt, of the Society, shall be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that shall be designated by the Members of the Society at the time of the winding up or dissolution of the Society, and if effect cannot be given to the aforesaid provisions, such funds shall be given, transferred and distributed to such organizations that are determined by the members of the Society to be registered charities pursuant to the provisions of the Income tax Act which have purposes similar to those of the Society. This Provision was previously unalterable.

Revised on this 27th day of November, 2018.