



**BOARD OF MANAGEMENT  
OF THE TORONTO ZOO**

**PROCEDURAL BY-LAW**

**BY-LAW No. 1-2012**

**Approved by the Board of Management on 2012-02-02**

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**BOARD OF MANAGEMENT OF THE TORONTO ZOO****PROCEDURAL BY-LAW**

**To govern the proceedings of the Board of Management of the Toronto Zoo  
and the conduct and management of its affairs.**

The Board of Management of the Toronto Zoo HEREBY ENACTS as follows:

**A. GENERAL****1. Definitions**

In this By-law,

“**Board**” means the Board of Management of the Toronto Zoo;

“**CEO**” means the person appointed by the Board as Chief Executive Officer;

“**Chair**” means the Chair of the Board;

“**City**” means the City of Toronto;

“**Committee**” means any committee established by the Board;

“**First Meeting**” means after a municipal election, the first meeting of the new Board following its appointment by Council. In other years, the first meeting of the Board in the calendar year.

“**Member**” means a member of the Board;

“**Secretary**” means the person appointed by the Board as Secretary;

“**Vice-Chair**” means the Vice-Chair of the Board;

“**Zoo**” means the Toronto Zoo;

Refer to the City of Toronto’s Procedures By-law for definitions of meeting procedure terms.

**2. Head Office**

The head office of the Board shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Board of Management may from time to time determine.

**3. Corporate Seal**

The seal of the Board shall be in the form impressed on the signature page of this By-law. This seal will be affixed under the signature of the signing officers authorized by the Board to all contracts, documents or other instruments requiring the seal.

**4. Auditor**

The auditor for the Board shall be the Auditor for the City.

**B. MEMBERS OF THE BOARD****5. Composition**

The Board shall be composed of twelve (12) members appointed in accordance with the Public Appointments Policy of the City.

**6. Chair**

The Chair:

- (a) calls meetings of the Board;
- (b) presides at meetings of the Board;
- (c) develops the Board agenda, in consultation with the Chief Executive Officer and the Secretary;
- (d) serves as a member on all Committees of the Board;
- (e) ensures that the Board formulates and maintains general policies that govern the Zoo and reviews or monitors the execution of those policies;
- (f) acts as general spokesperson for the policies of the Board, or designates another Member to do so;
- (g) facilitates the consideration of suggestions of innovative strategies to promote the Zoo;
- (h) liaises with the Chief Executive Officer in ensuring that all activities and operations are carried out in compliance with local, provincial, and federal regulations and laws governing the Zoo and its operation.

**7. Vice-Chair**

The Vice-Chair:

- (a) presides at Board meetings:
  - 1. if the Chair is absent from the meeting;
  - 2. for any periods during which the Chair is present at the meeting but temporarily leaves the chair;
  - 3. for the discussion of any item in which the Chair has declared an interest.
- (b) performs the remaining duties of the Chair if the Chair is unable for any reason to perform them.

**8. Acting Chair**

If both the Chair and the Vice-Chair are absent from a Board meeting or are unable to take the Chair, the Board will appoint an Acting Chair from among the Members present. While presiding, the Acting Chair will have all the rights, duties and responsibilities of the Chair.

**9. Election of Chair and Vice-Chair**

(1) The City appoints the Chair.

(2) At the first meeting of the Board, after the appointment of the Chair, the Board shall elect a Vice-Chair whose term of office shall be two years unless the Board otherwise specifies.

(3) The Chair calls for nominations for the office of Vice-Chair by following these procedures:

- (a) Members may nominate candidates, including themselves;
- (b) nominees are asked if they are willing to serve;
- (c) a Member who is not present at the meeting may be nominated, but must provide written consent to the Secretary in advance of the meeting;
- (d) when there are no further nominations to be made, a motion is proposed and voted upon that nominations for the office be closed;

- (e) Each nominee, in alphabetical order by surname, may speak for up to five minutes;
- (f) in the case of a single nomination, the Chair announces that the nominee is acclaimed;
- (g) if two or more nominations are made, the Chair shall follow the Balloting Procedures provided by the Secretary.

(4) In the event of a vacancy occurring in the office of the Vice-Chair, the Board shall fill the office at its first meeting following such occurrence by an election as described in Section 9(3) above.

## **10. Members**

(1) Members may bring forward suggestions of innovative strategies to promote the Zoo.

(2) Unless specifically authorized by the Board, no Member shall act on behalf of the Board by entering into any contract, incurring or authorizing any expenditure, directing staff or taking any action within the parameters of the Board's authority, except as set out in a by-law by the Board.

(3) Members serve without remuneration but may be paid for reasonable expenses incurred in the performance of their duties, as specifically authorized by the Board.

## **C. OFFICERS**

### **11. Appointment and Removal of Officers**

From time to time the Board shall appoint persons as Chief Executive Officer and such other officers as the Board may determine. Officers of the Board can not serve on the Board at the same time. The duties and terms of remuneration of the officers employed by the Board shall be settled from time to time by the Board. In the absence of written agreement to the contrary, the Board may remove at its pleasure any officer employed by the Board.

### **12. Chief Executive Officer**

(1) The Chief Executive Officer, who shall be the chief executive and administrative head of the Zoo, shall be responsible for the overall management of the Zoo. The Chief Executive Officer's duties shall include the following:

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- (a) to provide sound and effective management and to ensure that the Zoo is operated within the general policy guidelines adopted by the Board of Management;
  - (b) to provide input into the development of the general policies and to propose new policies or amendments to existing policies in response to changing conditions;
  - (c) to be present at all meetings of the Board of Management (including closed sessions) and Committee meetings as determined necessary by the Chief Executive Officer;
  - (d) to provide to the Board and Committees of the Board all data and information which is relevant and essential for decision making on items before the Board or the Committees.

(2) Within the framework of the general policies and budgets approved by the Board of Management, the Chief Executive Officer shall be responsible for the day-to-day administration of the physical, human and financial resources of the Board, including the following:

- (a) to direct and supervise all staff and to ensure that staff carry out responsibilities related to their respective areas with efficiency;
- (b) to act as sole liaison between the Board and the staff;
- (c) to appoint, promote, discipline, advance, suspend or dismiss any and all staff as necessary;
- (d) to transfer individuals or to reorganize any and all staff within the organization;
- (e) to supervise negotiations related to the Union agreement, to direct personnel and labour-related programs and to recommend revisions to the Board in the organization's collective agreement and rate and salary structure as required;
- (f) to provide training and human resource management for all Zoo personnel;
- (g) to ensure that proper measures are instituted and maintained at all times to safeguard and contain the animal collection and to safeguard and protect visitors to the Zoo and staff, and to manage and control the use of the Zoo assets;
- (h) to develop and implement operating policies and procedures;



- (i) to ensure that short and long range capital and facility planning is conducted and updated;
- (j) to develop and direct all on-going marketing, public relations and promotion programs to ensure that public attendance objectives are realized and that a good public image is maintained at the Zoo;
- (k) to prepare the budget estimates and upon budget approval by the Board and City Council, assume full responsibility for the approved capital and operating budgets; expenditures consistent with the budget to be made without further approvals;
- (l) to report regularly to the Board on the financial statements of the Zoo and to request Board approval for any expenditures not in the approved budgets in compliance with the Board's fiscal policy;
- (m) to commit the Board contractually, execute cheques on behalf of the Board and to purchase, sell, trade or exchange animals on behalf of the Board in compliance with the Board's financial policies;
- (n) to delegate any of the foregoing responsibilities to appropriate Zoo staff;
- (o) to designate an acting Chief Executive Officer to act with the full authority of the Chief Executive Officer in his temporary absence.

## **D. MEETINGS**

### **13. Rules of Order for Meetings**

In proceedings of the Board where matters arise not addressed by this By-law, the Chair will rule on the matter in consultation with the Secretary, and may use Robert's Rules of Order as an aid in the ruling.

### **14. Scheduled Meetings**

(1) The Board shall establish and publish an annual schedule of its regular meetings, and shall adhere to that schedule unless otherwise decided by the Chair, in consultation with the Chief Executive Officer and Secretary.

(2) The schedule of Board meetings for the year, including dates, time, and locations for meetings, will be approved at or before the First Meeting.

(3) Regular meetings of the Board shall be held on the giving of five (5) business days notice at the direction of the Chair and shall, unless the Chair otherwise

determines and the notice so specifies, take place at the Administrative Offices of the Toronto Zoo.

(4) The Secretary shall send a copy of the agenda for each meeting to the Members at least forty-eight (48) hours before the time for commencement.

(5) Any notice of meeting shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address recorded in the books of the Board for such person or sent by e-mail to such person at the last e-mail address recorded in the books of the Board for such person.

(6) When there are no urgent matters and there is insufficient business to warrant the holding of a regular meeting, the Chair may give notice of the cancellation of a regular meeting, provided that such notice is given to all Members at least forty-eight (48) hours before the time of the regular meeting and the notice states the time and place of the next meeting at which the regular business shall be transacted.

## **15. Special Meetings**

(1) A special meeting may be called by the Chair or Vice-Chair or a majority of the Board, providing the request is given to the Secretary in writing and includes generally the nature of the business intended to be transacted at the meeting.

(2) Notice to the Members will be given by the Secretary in writing (which includes fax or electronic mail) at least two (2) business days (48 hours) before the time of commencement of the meeting. It shall not be necessary for the Secretary to send out an agenda for a special meeting, but the notice shall indicate the date, time, location and generally the nature of the business intended to be transacted at the meeting.

(3) No other business will be transacted at that special meeting without the consent of the majority of the Board.

## **16. Agenda**

(1) The Chair will establish the Board agenda, in consultation with the Chief Executive Officer and the Secretary.

(2) The order of business set out in the agenda may be changed only by Board motion.

(3) A Member may introduce an item of business on the agenda by providing written notice to the Secretary at least ten (10) business days preceding the date of the Board meeting.

(4) A member of the public may introduce an item of business on the agenda either through a communication, as provided in Section 17, or through a request to address the Board, as provided in Sections 29 to 31.

(5) Additional business items may be added to the agenda at the Board meeting by Board motion to introduce.

(6) Items appearing on the agenda which are not dealt with by the Board at that meeting will be deferred to the next meeting.

## **17. Communications**

(1) Communications may be a letter, fax, or electronic mail addressed to the Board, to the Chair or to the Secretary. Communications must:

- (a) be in legible hand-written or printed form;
- (b) contain a name, address and telephone number, fax number if delivered by fax, or electronic mail address if delivered by electronic mail;
- (c) request that the item be placed on the Board agenda;
- (d) contain a signature unless delivered by electronic mail.

(2) For matters on the agenda, communications shall be received no later than three business days preceding the date and time of the meeting.

(3) For matters on the agenda, notwithstanding subsections 17(1) and (2), the Chair in consultation with the CEO may decide to:

- (a) put the written communication before the Board; or
- (b) direct the Chief Executive Officer to respond in writing and not put the matter before the Board.

(4) For matters not on the agenda, notwithstanding subsection 17(1), the Chair in consultation with the CEO may decide to:

- (a) put the written communication before a future meeting of the Board; or
- (b) direct the Chief Executive Officer to respond in writing and not put the matter before the Board.

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**18. Public Meetings**

All meetings of the Board and its Committees will be open to the public, except as provided in Section 19.

**19. Closed Meetings**

(1) A meeting or part of a meeting may be closed to the public if the subject matter being considered is:

- (a) the security of the property of the Board;
- (b) personal matters about an identifiable individual, including City or Board employees;
- (c) a proposed or pending acquisition or disposition of land by the Board;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals affecting the Board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a board or committee of a board may hold a closed meeting under another Act;
- (h) a request under the Municipal Freedom of Information and Protection of Privacy Act;
- (i) education or training of the Members, as long as no decision making is advanced.

(2) If a closed session is required to consider a matter, the meeting must begin and end in public.

(3) Before meeting in closed session, the Board shall pass a motion stating the meeting is a closed meeting and indicating the reason under Section 19(1).

(4) No votes can be taken in closed session, except for votes on procedure and votes to give confidential instructions to staff or agents of the Board.

(5) No person will disclose the deliberations or discussions that occurred at a closed meeting unless the Board has authorized that disclosure.

**20. Notification of Absence**

(1) Members will notify the Secretary, as far in advance as possible, if they will not be attending any meeting of the Board.

(2) Members who are absent from two (2) consecutive meetings, without the authorization of the Board, shall be contacted by the Chair or Secretary to confirm their commitment to the Board.

(3) The Secretary shall advise the Board of any Member who has been, or will be, absent from three (3) consecutive meetings, along with any response from the Member, and the Board shall decide by motion whether to grant the Member leave.

(4) When a Member, who is not a councillor, is absent for three (3) consecutive meetings without the leave of the Board, the Secretary shall advise the Zoo Nominating Panel for appropriate action.

**21. Quorum**

(1) A majority of Members present in person shall constitute a quorum.

(2) In the event that there are one (1) or more vacancies on the Board at the time of a meeting, the quorum shall be a majority of the remaining Members. However, a quorum may never be less than three (3).

(3) If a quorum is not present within thirty (30) minutes of the starting time of the meeting, the meeting will be cancelled, and the Secretary will record the names of the Members present.

(4) If a quorum is lost, the meeting will recess for fifteen (15) minutes and if a quorum is not restored, the meeting will stand adjourned until the next scheduled meeting or special meeting.

(5) If a quorum is not possible because of the number of Members disqualified from participating due to declarations of interest under the *Municipal Conflict of Interest Act*, a majority of the non-disqualified Members will constitute a quorum. However, a quorum may never be less than three (3).

(6) The Secretary, after consultation with the Chair and Chief Executive Officer, will cancel a Board meeting if notice has been received from a majority of the Members that they will not be present.

(7) The Secretary will ensure that all Members are promptly notified of the cancellation of a meeting.

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## **E. MEETING PROCEDURES**

### **22. Rules of Debate**

(1) The Chair will preside at all meetings of the Board, maintain order, decide whether motions are in order, and rule on all procedural matters.

(2) The Chair may participate in the discussion of items and may move motions while in the chair.

(3) Members may indicate, at the request of the Chair, those agenda items that they wish to be held for questions or discussion by the Board.

(4) The Chair shall maintain a list of Members who have signalled the Chair that they wish to speak or ask questions with respect to an agenda item, and the Chair shall designate Members to speak or ask questions in the order in which they appear on the list.

(5) All questions of the Chair, officials of the Board, or deputant must be asked before any Member may speak on a matter.

(6) The Member who requested a matter be held shall be the first speaker named on the list of Members who have requested to speak.

(7) A Member may speak on a matter for up to five (5) minutes, but the Board may consent to extend that time for up to two (2) more minutes.

(8) A Member who has already spoken may speak again only after all other Members have been given the opportunity to speak.

(9) If the Chair rules that a question is properly one of privilege and admissible, it must be dealt with immediately.

(10) If the Chair rules that a motion is contrary to the rules of the Board, the Chair will tell the Members immediately before putting the question, and will cite the rule or authority applicable to the case without argument or comment.

(11) The Chair's rulings on order or procedure are not debatable, but may be appealed by any Member by motion.

(12) The Chair will not put any matter to the vote, nor will any Member move a procedural motion to have the vote taken, until every Member who wishes to speak has spoken at least once.

**23. Motions**

(1) All decisions will be made on the basis of motions.

(2) A motion will not be debated until it has been moved.

(3) A motion that has been moved can be withdrawn only by motion of the original mover and carried.

(4) Any Member may require a motion under debate to be read at any time except while another Member is speaking.

(5) There will be only one substantive motion before the meeting at any one time. This rule does not prevent procedural motions.

(6) An amendment may be made to a motion, but may not negate the main motion or materially alter the intent.

**24. Voting**

(1) All matters will be decided by a majority vote of the Members present, except a decision that requires a two-thirds majority vote.

(2) A Member must be present when the question is put in order to vote.

(3) All Members present when the question is put shall vote, unless prohibited by statute, and abstentions are not allowed. Any Member who refuses to vote is deemed to have voted against the motion except where prohibited from voting by statute.

(4) In the event of a tie vote, the Chair has no second or casting vote, and the question is defeated.

(5) Upon the request of any Member, and when the Chair is satisfied that a matter under consideration contains distinct proposals, the vote upon each proposal shall be taken separately.

(6) Motions and other procedural rules shall be voted on in the following priority order:

(a) Refer;

(b) Defer;

(c) Receive;

(d) Amendments, in reverse order of presentation;

- (e) Main motion;
- (f) Reconsider/rescind.

**25. Recorded Vote**

- (1) The Chair will conduct a recorded vote if requested by any Member.
- (2) The request must be made immediately before the start of the voting, or immediately after the vote is taken.
- (3) The Secretary will record the name and vote of every Member for the minutes, and announce the results to the Chair.

**26. Motion to Reconsider**

(1) After the result of the vote is announced, any Member who voted with the majority may move a motion to reconsider at the same meeting, or may give notice of a motion to reconsider the matter at any subsequent meeting. No discussion of the matter will be allowed until the motion to reconsider has carried.

(2) The Board may not reconsider any questions decided by the Board in the last twelve (12) months, except that:

- (a) the Board may by motion waive this requirement if a report from the CEO recommends that the matter be reconsidered; or
- (b) the Board may reopen a decision upon a 2/3 vote.

**27. Conflict of Interest**

(1) Members must observe the requirements of the *Municipal Conflict of Interest Act* by declaring any interest they may have, directly or indirectly, in any matter before the Board.

(2) A Member must declare any interest at the beginning of the meeting, on arrival at the meeting, or, if not present at the meeting, at the next meeting attended.

(3) A Member who has declared an interest in a matter must not take part in the discussion, must not vote, and must not influence the voting on the matter.

(4) If the discussion takes place in a closed session, the Member must leave the room.



(5) All declarations of interest are recorded in the public minutes. Declarations made in public must also specify the general nature of the interest declared. Declarations made in a closed session are recorded in public minutes but do not have to specify the nature of the conflict.

## **28. Conduct of Members**

(1) A Member will be courteous and will not engage in any action which disturbs the meeting.

(2) A Member will not:

- (a) use unparliamentary or offensive language, including any expressions or statements in debate or in questions that attribute false or undeclared motives to another Members, charge another Members with being dishonest, be abusive or insulting or cause disorder;
- (b) make any noise or disturbance that prevents Members from being able to participate in the meeting;
- (c) interrupt a Member who is speaking, except to raise a Matter of Privilege or a Point of Order;
- (d) disobey the rules of the Board, or disobey a decision of the Chair or the Board on questions of order or practice or on the interpretation of the rules of the board.

(3) A Member who wishes to speak will signal the Chair by a raised hand, and will wait for recognition by the Chair.

(4) All remarks and questions, including questions intended for another Member or staff, will be addressed to the Chair.

(5) The Chair may deny a Member the right to speak on a particular topic if the Member is disruptive or persistently interrupts others.

(6) The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the rulings from the Chair.

## **F. ADDRESSING THE BOARD**

### **29. Notice Required**

(1) All requests to address the Board shall be made in writing by letter, electronic mail or fax, addressed to the Secretary, Board of Management of the Toronto

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Zoo, City Clerk's Office, 100 Queen Street West, Toronto, ON, M5H 2N2 and shall include:

- (a) the name, address and telephone number, fax number if delivered by fax, or electronic mail address if delivered by electronic mail, of the person, organization or group wishing to address the Board;
- (b) a signature unless delivered by electronic mail;
- (c) a written outline of the submission to be made.

(2) For matters on the agenda, notice shall be received no later than three business days preceding the date and time of the meeting.

(3) For matters on the agenda, notwithstanding subsections 29(1) and (2), the Chair in consultation with the CEO may decide to:

- (a) hear the presentation;
- (b) put the matter before the Board as a written communication; or
- (c) direct the Chief Executive Officer to respond in writing and not put the matter before the Board.

(4) For matters not on the agenda, notwithstanding subsection 29(1), the Chair in consultation with the CEO may decide to:

- (a) schedule the presentation on the agenda of a future meeting;
- (b) put the matter before the Board as a written communication; or
- (c) direct the Chief Executive Officer to respond in writing and not put the matter before the Board.

### **30. Time Limits**

(1) All presentations are limited to five (5) minutes, but if there are fifteen (15) speakers or more the time be reduced to three (3) minutes, except that:

- (a) the Board, by resolution, may extend a speaker's time to a maximum of fifteen (15) minutes if there are fifteen (15) speakers or less.

(2) Organizations and groups are allowed up to two speakers each.

(3) Speakers will not be heard twice at any one meeting, on any one item, except when permitted by Board resolution.

(4) Notwithstanding subsection 30(1), the time involved in receiving and answering questions from the Members shall not be deducted from the time limit for the presentation.

### **31. Conduct of the Public**

(1) Members of the public will be courteous and will not engage in any action which disturbs the meeting.

(2) Members of the public will not:

- (a) make any noise or disturbance that prevents Members from being able to participate in the meeting;
- (b) address the Board without prior notice, or without the permission of the Board at the meeting;
- (c) use unparliamentary or offensive language.

(3) The Chair may exclude any person from the meeting for improper conduct.

## **G. MINUTES**

### **32. Minutes of Meetings**

(1) The Secretary will keep the minutes of all Board meetings.

(2) The minutes will include:

- (a) all decisions and other proceedings;
- (b) the names of all Members attending and absent;
- (c) for recorded votes, a record of the way each Member present voted;
- (d) a record of Members who declared an interest and the reason; and
- (e) any correction to, and the adoption of, the minutes of the previous meeting.

(3) Reference will be made in the public minutes to any agenda items discussed in closed session and indicating the reason.

(4) At the next meeting, after the minutes have received approval, or approval as amended by the Board, they will be signed by the Chair.

## **H. COMMITTEES**

### **33. Committees**

(1) The Board may appoint Committees as required.

(2) The rules applicable to Board meetings in this By-law apply except that:

(a) the quorum for a Committee will be set by the Board;

(b) minutes for a Committee will be kept by the Secretary or another official of the Board;

(c) the Committee meeting schedule will be approved by the Committee Chair.

(3) The Board will approve the terms of reference and membership of all Committees.

(4) The Committee members will elect a Committee Chair and may elect a Vice-Chair.

(5) The Chair of the Board will be an ex officio voting member of each Committee.

(6) A Member can attend any Committee meeting. Only Committee members can move motions and vote.

(7) With the exception of the Animal Acquisition Committee which has specific authorities, Committee decisions are not binding on the Board. A Committee will report its activities and recommendations to the Board through the Committee minutes.

## **I. WAIVING OF BY-LAW PROVISIONS**

### **34. Waiving of By-law Provisions**

(1) Subject to Section 34(2), a motion to waive one of the Procedural By-law's rules on a one time basis will pass if two-thirds of the Members present vote for it.

(2) The Board cannot waive Sections 18, 19, 21, 34 and 35.

**J. BY-LAW AMENDMENT**

**35. By-law Amendment**

This By-law may be amended or repealed at any regular or special meeting of the Board if:

- (a) notice of the proposed amendment or repeal was given in writing at the previous Board meeting;
- (b) the amendment is approved by a two-thirds majority of the Board.

**K. ONLY BY-LAW**

**36. Only By-law**

By-law 1-2009 is hereby repealed. This By-law shall come into force the day after it is adopted by the Board.

ENACTED by the Board of Management of the Toronto Zoo on the 3<sup>rd</sup> day of February, 2012.

\_\_\_\_\_  
Secretary

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Chair