



**BERMUDA**  
**1999: No. (xvi)**

**"The Bermuda Zoological Society Act 1999"**

[11 August, 1999]

WHEREAS Charles Richard Gosling and Eric James Clee, the President and the Vice-President and Treasurer respectively of The Bermuda Zoological Society, have presented a petition to the Legislature praying that legislation may be enacted to provide for the incorporation of the said Society and for matters connected therewith:

AND WHEREAS it is deemed expedient to pass an Act in accordance with the prayer of the said petition:

Be it enacted by The Queen's Most Excellent Majesty, by and with the advice and consent of the Senate and the House of Assembly of Bermuda and by the authority of the same, as follows:

1. This Act may be cited as the Bermuda Zoological Society Act 1999. Short Title
2. In this Act, unless the context otherwise requires – Interpretation
  - (a) "Aquarium" means the Aquarium and Museum referred to in section 50 of the Agriculture Act 1930 and includes the Zoo associated therewith;
  - (b) "bye-laws" means the bye-laws (by whatever name called) for the time being regulating the administration of the Society;
  - (c) "Executive Committee" means the executive committee for the time being of the Society;
  - (d) "Members" means all those persons, whether admitted to membership in the Society before or after the commencement of this Act, who are for the time being members of the Society not being honorary members;

(e) “President”, “Vice-President”, “Treasurer”, and “Secretary” mean the officers of the Society for the time being having those respective titles;

(f) “Purposes” means the purposes of the Society as set forth in section 4;

(g) “Society” means The Bermuda Zoological Society as incorporated by this Act.

3. The members hereby constitute a body corporate under the name “The Bermuda Zoological Society”, with the exclusive right to use that name in Bermuda and under that name to have perpetual succession, with power to sue and liability to be sued in all courts, and to have and use a common seal with power to vary the same at pleasure.

4. The purposes of the Society are:

Purposes of  
The Society

- (a) to encourage, promote and support the development of the Aquarium;
- (b) to encourage, promote and support education, conservation and research in any and all fields of natural history;
- (c) to sponsor, organise and hold meetings, conferences, seminars, workshops, lectures and programmes, to arrange and engage in radio and television broadcasts and to give scholarships, bursaries and other awards for the advancement of education, conservation and research in any and all fields of natural history; and
- (d) to establish, promote or assist in establishing and promoting and to subscribe to or become a member of any other association whose objects or purposes are similar or in part similar to the Purposes or the establishment or promotion of which may be beneficial to the Society.

5. The Society shall have the following powers:

Powers of  
the Society

- (a) to solicit and collect funds, grants, contributions and endowments and to obtain and receive by gift, deed, bequest, devise or otherwise to acquire moneys and to expend such moneys for the Purposes - Provided always that such expenditures shall in any particular instance be consistent with the specific conditions, if any, imposed by the instrument by virtue of which such moneys are acquired;
- (b) to acquire and hold by its corporate name, with the previous sanction in each case of the Minister responsible for the

Companies Act 1981 any land in Bermuda bona fide required for the Purposes and not exceeding in the whole two point seven one hectares - Provided always that:

- (i) unless the Society is a mortgagee in possession, the foregoing limitation shall not apply in respect of the holding for investment purposes of land in Bermuda by way of mortgage;
  - (ii) where any land in Bermuda is acquired by the Society by way of gift or devise and the area of the land so acquired together with the area of any land then already being held by the Society exceeds two point seven one hectares, the Society may hold the land so acquired subject to the condition that the Society shall not later than three years (or such longer period or periods as the Minister responsible for the Companies Act 1981 may from time to time permit) after such acquisition divest itself of so much land as is the equivalent in area to the excess over two point seven one hectares resulting from such acquisition; and
  - (iii) the Society may without any such sanction acquire and hold land on lease bona fide for the Purposes for any period not exceeding in the whole twenty-one years;
- (c) to sell, exchange, lease, let or mortgage any land held by the Society;
  - (d) to acquire, build, alter, maintain and furnish any buildings necessary for carrying out the Purposes;
  - (e) to acquire and hold any personal property required for the Purposes and to sell, exchange, mortgage or otherwise dispose of any such property;
  - (f) to lend or advance moneys on such terms as the Society may think fit;
  - (g) to borrow or raise or secure the payment of money in such manner as the Society may think fit;
  - (h) to invest and deal with the funds of the Society not immediately required to further the Purposes in such manner as the Society may think fit;
  - (i) to create trusts which are dedicated to the furtherance of one or more of the Purposes;

- (j) to obtain, grant and operate concessions and facilities of any kind on the premises owned or occupied by the Society (including, but not limited to, tours, restaurants and gift shops);
- (k) to make and carry out contracts incidental to the carrying out of the Purposes;
- (l) to do all other acts or things necessary, suitable or proper for administering the affairs of the Society or for carrying out the Purposes.

6. (1) The affairs of the Society shall be managed by an Executive Committee consisting of not more than fifteen persons who shall be elected by the members or appointed by such persons, in each case in such manner and for such term as shall be provided in the bye-laws.

The Executive  
Committee

(2) The Executive Committee shall appoint from among its members a President and Vice-President and shall appoint a Treasurer, Secretary and such other officers, who may or may not be members of the Executive Committee, as the Executive Committee thinks fit. Such officers shall hold their respective offices in accordance with the bye-laws.

(3) Subject to the bye-laws, the Executive Committee may meet in the conduct of its business, adjourn and otherwise regulate its meetings as it thinks fit.

(4) Subject to the bye-laws, 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 of its members) as it thinks fit. Any sub-committee so formed shall, in exercise of the powers, authorities and discretions so delegated, conform to any regulations or limitations which may be imposed on it by the Executive Committee.

7. The Bye-Laws shall make provision for -
- (i) membership in the Society and, if appropriate, classes of members

The Bye-Laws

(ii) a general meeting of the Society once at least in every year;

(iii) the keeping of the accounts of the Society and the laying of financial statements before general meetings of the Society;

- (iv) an audit of the accounts of the Society once at least in every year by an independent representative of the members;
- (v) the duties and responsibilities of the President, Vice-President, Treasurer and Secretary;
- (vi) the calling of general meetings of the Society, the requirements as to proxies (if permitted) and requisite majorities in voting on any particular matter or class of matters and the procedure at such meetings;
- (vii) the voting rights and restrictions of the members and of each class of members; and
- (viii) the adoption, revocation and amendment of the bye-laws.

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| 8.  | The profits, if any, of the Society shall be used in promoting the Purposes and no dividends are to be paid to its members.  | Use of Profits                        |
| 9.  | The liability of any member for the debts and obligations of the Society shall be limited to the amount for the time being owing by that member to the Society by way of subscription, fees or otherwise, except with respect to any debt or obligation of the Society for which he shall have expressly agreed to be responsible either by himself or with another person or persons; but any property of the Society shall be available to creditors to satisfy any debts and obligations of the Society and the Society may use, encumber or charge its property to satisfy such debts and obligations. | Liability of Members for Debts, etc.  |
| 10. | All property, assets and rights whatsoever which immediately before the commencement of this Act were vested in The Bermuda Zoological Society as then constituted shall, on the commencement of this Act, vest in the Society, and any legal obligation or liability incurred before the commencement of this Act by The Bermuda Zoological Society as then constituted and remaining unsatisfied shall, on the commencement of this Act, devolve upon the Society.   | Transitional Provision                |
| 11. | Nothing in this Act contained shall be construed to affect the rights of Her Majesty, Her heirs and successors or of any body politic or corporate or of any other person or persons except such as are mentioned in this Act, and those claiming by, from or under them.  | Savings of Rights of Crown and others |