



Constitution

Zoo and Aquarium Association Inc.

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**ZOO AND AQUARIUM ASSOCIATION INC.
CONSTITUTION**

Strategic Direction

To lead Australasian zoos and aquariums to work together to save wildlife

ZOO AND AQUARIUM ASSOCIATION INC.

RULES

PRELIMINARY

1. Name

The name of the incorporated association is Zoo and Aquarium Association Inc. (in this Constitution called "the Association").

2. Purposes and powers

2.1 In order to create the most effective operating environment for the industry, for the lasting benefit of all members, the principal purpose of the Association is to:

- (a) bring the members together to act as one to achieve a collective purpose;
- (b) represent zoos and aquariums in the region as one;
- (c) serve member needs in the interest of all zoos and aquariums;
- (d) provide species management services to support members;
- (e) provide opportunities for members to share knowledge in the interest of a viable industry and effective conservation, research and education activities;
- (f) maintain and develop professional standards for zoos and aquariums;
- (g) promote the work of zoos and aquariums;
- (h) provide funds and other resources to assist with efforts to conserve wildlife in natural environments;
- (i) contribute to a global zoo and aquarium community through the World Association of Zoos and Aquariums; and
- (j) to establish and maintain a public fund to be called the Zoo and Aquarium Association Wildlife Conservation Fund.

2.2 Subject to the Act, the Association has the capacity and powers of an individual and may do all things incidental or conducive to achieve its principal purpose.

3. Definitions and interpretation

3.1 In this Constitution, unless the contrary intention appears:

“ACNC” means the Australian Charities and Not-for-Profits Commission.

“ACNC Legislation” means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-Profits Commission (Consequential and Transitional) Act 2012* (Cth).

“ASMP” means the Australasian Species Management Program;

"Board" means the Board of management of the Association;

"Board Composition Policy" means the policy governing the qualifications required for, composition of, and rights and obligations of, Board Members - as developed and amended by the Board from time. In the event of an inconsistency between the *Board Composition Policy* and this Constitution, this Constitution shall prevail;

"Business Member" means a company or government entity admitted to the Association as per the *ZAA Member Policy*;

"elected member of the Board" means a member of the Board who has been elected by the Members in accordance with Rule 25;

"financial year" means the year ending on 31 December;

"general meeting" means a general meeting of members convened in accordance with Rule 12;

"Individual Member" means an individual admitted to the Association with voting entitlement as per the *ZAA Member Policy*;

"International Member" means a non-regional member of the Association with no voting entitlement as per the *ZAA Member Policy*;

"member" means a member of the Association;

"Member Policy" means the policy governing the qualifications required for, and rights and obligations of, members - as developed and amended by the Board from time. In the event of an inconsistency between the *Member Policy* and this Constitution, this Constitution shall prevail;

"person" means an individual or a company;

"Observer" means a person co-opted to the Board in accordance with Rule 31 and the *Board Composition Policy*;

"Queensland Member Representative" means a person appointed to the Board by the Queensland members in accordance with Rule 24, the *Board Composition Policy* and the relevant Terms of Reference;

"Regional Member" means a regional member of the Association with voting entitlement as per the *ZAA Member Policy*;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act;

"secretary" means the person appointed to such office in accordance with Rules 28 and 30, who shall be the Public Officer of the Association for so long as is required; and

"Subscriber" means a person or company admitted into the Association with no voting entitlement as per the *ZAA Member Policy*;

"the Act" means the *Associations Incorporation Reform Act 2012 (Vic)*.

"The Zoo and Aquarium Association New Zealand" meaning the Zoo and Aquarium Association New Zealand of the Zoo and Aquarium Association Incorporated;

“The Zoo and Aquarium Association New Zealand Representative” means a person appointed to the Board by the Zoo and Aquarium Association New Zealand in accordance with Rule 24 and the *Board Composition Policy*;

3.2 In this Constitution, unless expressly provided otherwise, reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments passed under it.

3.3 Footnotes do not form part of this Constitution.

4. Non-Profit

4.1 The income and property of the Association must be used and applied solely in promotion of the principal purpose.

4.2 No portion of the income or assets of the Association may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members or Board Members of the Association.

4.3 This Rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Board Member to the extent permitted by law and this Constitution.

4.4 Despite sub-rule 4.2 payment may be made in good faith to any member of the Association:

- (a) in return for any services actually rendered to the Association;
- (b) for goods supplied in the ordinary and usual way of business;
- (c) by way of interest on money borrowed from any member of the Association at a rate not exceeding the rate for the time being fixed by the Board; and
- (d) of reasonable and proper rent for premises demised or let by any member of the Association.

4.5 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Association and will not be influenced by the preference of the donor.

MEMBERSHIP

5. Membership, entry fees and subscription

Who is eligible to be a member?

5.1 The Association must have at least five members.

5.2 There are four categories of members:

- (a) Regional members;

- (b) International members;
- (c) Individual members; and
- (d) Business members

5.3 Any person (whether an individual or company) who supports the principal purpose of the Association is eligible for membership provided that the person satisfies the requirements for the relevant category of membership for which the person wishes to apply, as determined by the Board and set out in the *Member Policy* from time to time.

Application for membership

5.4 To apply to become a member of the Association, a person must submit a written application to the Secretary stating that the person:

- (a) wishes to become a member of the Association; and
- (b) supports the principal purpose of the Association; and
- (c) agrees to comply with this Constitution; and
- (d) specifies the category of membership to which the person wishes to be admitted.

5.5 The application:

- (a) must be signed by the applicant; and
- (b) may be accompanied by the entrance fee (if any) and relevant membership fee.

Consideration of application

5.6 As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

5.7 The Secretary must notify the applicant in writing of its decision as soon as practicable after the decision is made.

5.8 If the Board rejects the application, it must return any money accompanying the application to the applicant.

5.9 No reason need be given for the rejection of an application. No appeal shall be available to the rejected applicant.

New membership

5.10 If an application for membership is approved by the Board:

- (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
- (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

- 5.11 A person becomes a member of the Association and, subject to Rule 5.14, is entitled to exercise the person's rights of membership from the date, whichever is the later, on which:
- (a) the Board approves the person's membership; or
 - (b) the person pays the entrance fee (if any) and relevant membership fee.

Membership fees and entrance fee

- 5.12 The entrance fee is the relevant amount determined by the Board from time to time (if any).
- 5.13 The Board may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
- (a) the full membership fee; or
 - (b) a pro rata annual membership fee based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Board.
- 5.14 The rights of a member (including the right to vote) who has not paid the relevant membership fee by the due date are suspended until the fee is paid.
- 5.15 The liability of member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rules 5.12 and 5.13.
- 5.16 The Board shall adopt, and may amend at its discretion from time to time, a *Member Policy* including the definition of membership categories. If an existing member no longer meets the criteria for any membership category, that member's membership is allowed to continue until it would ordinarily cease in accordance with this Constitution.
- 5.17 A right, privilege, or obligation of a person by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.18 The entrance fee is the relevant amount (if any) set out in Appendix 3.
- 5.19 The membership fees are the relevant amounts set out in Appendix 3 and are payable in advance on or before a date in each year set by the Board.
- 5.20 The Board may amend Appendix 3 at its discretion from time to time.

6. General rights of members

- 6.1 A member of the Association who is entitled to vote has the right:
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution; and

- (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under Rule 47; and
 - (f) to inspect the register of members –
- and such other rights as may be set out in the *Member Policy*.

6.2 A member is entitled to vote if:

- (a) more than 10 business days have passed since he, she or it became a member of the Association; and
- (b) the member's membership rights are not suspended for any reason; and
- (c) the member satisfies any other requirements pertaining to the member's membership category as set out in the *Member Policy*.

6.3 A subscriber is not a member and does not enjoy the rights of membership. The Board may, from time to time, develop a subscriber policy setting out the nature of the relationship between the Association and its subscribers.

7. Register of members

7.1 The Secretary must keep and maintain a register of members containing:

- (a) the name and address of each member; and
- (b) the date on which each member's name was entered in the register.

7.2 The register is available for inspection free of charge by any member upon request.

7.3 A member may make a copy of entries in the register.

8. Ceasing membership

8.1 The membership of a person ceases on:

- (a) resignation; or
- (b) expulsion; or
- (c) the member ceasing to meeting the criteria for membership pertaining to the member's membership category; or
- (d) in the case of:
 - (i) a natural person, death; and
 - (ii) of a member which is a corporation, the winding up or cancellation of the incorporation of that member.

8.2 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his, her or its intention to resign.

8.3 If a member ceases membership of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

9. Discipline, suspension and expulsion of members

9.1 Subject to this Constitution, if the Board is of the opinion that a member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Association, the Board may by resolution:

- (a) suspend that member from membership of the Association for a specified period; or
- (b) expel that member from the Association; or
- (c) fine that member an amount not exceeding \$500.00.

9.2 A resolution of the Board under sub-rule (1) does not take effect unless-

- (a) at a meeting held in accordance with sub-rule (3), the Board confirms the resolution; and
- (b) if the member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.

9.3 A meeting of the Board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

9.4 For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the member, or the member's representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member (either in person or by representative) may do one or both of the following:
 - (i) attend that meeting; and
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
- (e) informing the member that, if at that meeting, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.

9.5 At a meeting of the Board to confirm or revoke a resolution passed under sub-rule (1), the Board must:

- (a) not be biased against, or in favour of, the member concerned; and
 - (b) give the member, or the member's representative, an opportunity to be heard; and
 - (c) give due consideration to any written statement submitted by the member; and
 - (d) determine by resolution whether to confirm or to revoke the resolution.
- 9.6 If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.
- 9.7 If the Secretary receives a notice under sub-rule (6), he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 9.8 At a general meeting of the Association convened under sub-rule (7):
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or the member's representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy or representative, in favour of the resolution. In any other case, the resolution is revoked.

10. Disputes

- 10.1 Any disputes arising under this Constitution between:
- (a) a member and another member; or
 - (b) a member and the Association –
- shall be determined in accordance with the Association's *Complaints Management Policy*.
- 10.2 The Board may amend the *Complaints Management Policy* at its discretion from time to time

GENERAL MEETINGS OF THE ASSOCIATION

11. Annual general meetings

- 11.1 The Board may determine the date, time and place of the annual general meeting of the Association.

- 11.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 11.3 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the Board; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 11.4 The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

12. Special general meetings

- 12.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 12.2 All general meetings other than the annual general meeting are special general meetings.
- 12.3 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 12.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- 12.5 The Board must, on the request in writing of members representing not less than 10 per cent of the total number of members, convene a special general meeting of the Association.
- 12.6 The request for a special general meeting must:
- (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 12.7 If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 12.8 If a special general meeting is convened by members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

13. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

14. Notice of general meetings

- 14.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 14.2 Notice may be sent:
- (a) by prepaid post to the address appearing in the register of members; or
 - (b) by electronic transmission to the electronic address appearing in the register of members.
- 14.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 14.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

15. Quorum at general meetings

- 15.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under this Constitution to vote is present at the time when the meeting is considering that item.
- 15.2 Twenty members present (in person or by representative) - being members entitled under this Constitution to vote at a general meeting - constitute a quorum for the conduct of the business of a general meeting.
- 15.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
 - (b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 15.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (in person or by representative), being not less than 3, shall be a quorum.

16. Presiding at general meetings

- 16.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 16.2 If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

17. Adjournment of meetings

- 17.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 17.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 17.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 14.
- 17.4 Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. Voting at general meetings

- 18.1 Upon any question arising at a general meeting of the Association, a member has one vote only (excluding International Members).
- 18.2 All votes may be given personally, by proxy or by representative.
- 18.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 18.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the membership fee payable in respect of the current financial year.

19. Poll at general meetings

- 19.1 If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 19.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

20. Manner of determining whether resolution carried

- 20.1 If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been—
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (v) an entry to that effect in the minute book of the Association—
- 20.2 is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21. Proxies

- 21.1 Each member who is entitled to vote is entitled to appoint another member as a proxy by notice given to the Secretary by the deadline stipulated in the notice of the meeting, or no later than 24 hours before the time of the meeting in respect of which the proxy is appointed, whichever is the earlier.
- 21.2 The notice appointing the proxy must be:
- (a) for a meeting of the Association convened under Rule 9.7, in the form set out in Appendix 1; or
 - (b) in any other case, in the form set out in Appendix 2.

22. Minutes of general meetings

- 22.1 The Board must ensure that minutes are taken and kept of each general meeting.
- 22.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 22.3 In addition, the minutes of each annual general meeting must include—
- (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under Rule 21.2; and
 - (c) the financial statements submitted to the members in accordance with Rule 11.3(b); and
 - (d) the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

BOARD

23. Role and powers

- 23.1 The affairs of the Association shall be managed by the Board.

- 23.2 The Board:
- (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members of the Association; and
 - (c) subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

24. Composition of the Board

- 24.1 The Board shall consist of between six and ten persons, and shall comprise:
- (a) one representative from each of the three major financial contributors¹ to the Association;
 - (b) the Zoo and Aquarium Association New Zealand Representative;
 - (c) the Queensland Member Representative; and
 - (d) up to five elected members.

25. Appointment and Election of Board Members

- 25.1 The persons filling the positions referred to in Rule 24.1(a), (b), and (c) shall be appointed in accordance with the procedures set out in the *Board Composition Policy*, and any related procedures of the body whom they represent.
- 25.2 The elected members of the Board shall be elected at an annual general meeting of the Association in accordance with this Rule, as supplemented by the procedures set out in the *Board Composition Policy*.
- 25.3 Two elected member positions will be elected in each odd year and three elected member positions will be elected in each even year.
- 25.4 Nominations of candidates for election as elected members of the Board must be:
- (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 28 days before the date fixed for the holding of the annual general meeting.
- 25.5 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

¹ The criteria for being a major financial contributor is that the member organisation be one of the top three paying members. In the instance of there being more than three financial contributors, those members shall decide amongst themselves who shall be represented on the Board.

- 25.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 25.7 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 25.8 The ballot for the election of elected members of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

26. Term

The term of a Board Member's appointment will be in accordance with the *Board Composition Policy*.

27. Vacancies

- 27.1 In the event of a vacancy in any of the positions referred to in Rule 24.1(a), (b), and (c), the body who has the right to fill the position shall appoint a replacement for such term and on such terms as set out in the *Board Composition Policy* and otherwise determined by the body whom they represent.
- 27.2 In the event of a casual vacancy in the position of any office-bearer the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
- 27.3 In the event of a casual vacancy occurring in the position of an elected member of the Board, the Board may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 27.4 A Board Member's position becomes vacant if the Board Member:
- (a) is removed by operation of Rule 40; or
 - (b) being a person filling a position in sub-rule 24.1(a), (b), or (c) ceases to hold the endorsement of the body whom they represent; or
 - (c) being an elected member of the Board, ceases to be a member, or the representative of a member of the Association, including by operation of section 78 of the Act; or
 - (d) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (e) resigns from office by notice in writing given to the Secretary.

28. Office-bearers

- 28.1 The officer-bearers of the Association shall comprise:
- (a) a Secretary; and
 - (b) such other office-bearers as are set out in the *Board Composition Policy*.

28.2 The provisions of Rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).

29. General Duties

29.1 The Act imposes duties on office holders, which office-bearers should be aware of and comply with.

29.2 In addition to the duties imposed by the Act, the Association must comply with its duties under the ACNC Legislation, so far as the ACNC Legislation applies.

Note: the ACNC Legislation requires compliance with the ACNC governance standards. These impose duties on Board Members. Information about the duties are available from the ACNC website: www.acnc.gov.au

30. Secretary

30.1 The Association must have a Secretary, who may also hold another office in the Association.

30.2 The position of Secretary must not remain vacant for any period exceeding 14 days.

Note: If it is impractical for a person to be elected to the position of Secretary in accordance with this Constitution within 14 days after the vacancy arises, the Act makes provision for the Committee to appoint a person to fill the vacancy until a person can be elected in accordance with this Constitution.

30.3 A person may not be appointed to the position of Secretary unless the person:

- (a) consents to being appointed as Secretary; and
- (b) is resident in Australia.

30.4 The Secretary must:

- (a) maintain the register of members in accordance with Rule 7; and
- (b) make appropriate arrangements for the custody of the common seal (if any) of the Association and all other books, documents and securities of the Association; and
- (c) perform any other duty or function imposed on the Secretary by this Constitution.

30.5 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

31. Meetings of the Board

31.1 The Board must meet at least 3 times in each year at such place and such times as the Board may determine.

31.2 Special meetings of the Board may be convened by the President or by any 3 members of the Board.

- 31.3 The Board may co-opt Observers in accordance with the procedures set out in the *Board Composition Policy*.
- 31.4 Observers may be fully engaged in Board business and shall be entitled to receive notice of, and attend, meetings of the Board, but do not have the right to vote at meetings of the Board.

32. Notice of Board meetings

- 32.1 Written notice of each Board meeting must be given to each member of the Board, and each Observer, at least 5 business days before the date of the meeting.
- 32.2 Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

33. Procedure and order of business

- 33.1 The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 33.2 The order of business may be determined by the members present at the meeting.

34. Validity of acts

- 34.1 All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Board Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person acting as aforesaid, or that or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.
- 34.2 A resolution in writing, signed by all the Board Members for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Board Members.

35. Use of technology

- 35.1 A Board Member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board Member and the Board Members present at the meeting to clearly and simultaneously communicate with each other.
- 35.2 For the purposes of this Part, a Board Member participating in a Board meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Quorum for Board meetings

- 36.1 The quorum necessary for the transaction of the business of the Board shall be at least one-half of the Board.
- 36.2 No business may be conducted unless a quorum is present.
- 36.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting the meeting lapses;
 - (b) in any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 36.4 The Board may act notwithstanding any vacancy on the Board.

37. Presiding at Board meetings

- 37.1 At meetings of the Board:
- (a) the President or, in the President's absence, the Vice-President presides; or
 - (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

38. Voting at Board meetings

- 38.1 Questions arising at a meeting of the Board, or at a meeting of any committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 38.2 Each member present at a meeting of the Board, or at a meeting of any committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

39. Conflict of interest

- 39.1 A Board Member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 39.2 The member—
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- 39.3 This rule does not apply to a material personal interest—
- (a) that exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Board Member has in common with all, or a substantial proportion of, the members of the Association.

40. Removal of Board Member

- 40.1 The Association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 40.2 A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 40.3 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

41. Minutes of meetings

- 41.1 The Board must ensure that minutes are taken and kept of each Board meeting.
- 41.2 The minutes must record the following—
- (a) the names of the Board Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;

42. Committees

- 42.1 The Board may delegate any of their powers to one or more committees consisting of such members or member representatives as they think fit; and committees so formed shall in the exercise of the powers so delegated conform to any rules that may be imposed on it by the Board.
- 42.2 A committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chair of the meeting.
- 42.3 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote.

FINANCIAL MATTERS

43. Funds

Source of Funds

- 43.1 The funds of the Association may be derived from entrance fees, membership fees, donations, fundraising activities, grants, interest and any other sources approved by the Board.

Management of Funds

- 43.2 The Board may approve expenditure on behalf of the Association.
- 43.3 The Board may authorise the expenditure of funds on behalf of the Association without requiring approval from the Board for each item on which the funds are expended.
- 43.4 All cheques must be signed by two Board Members or otherwise authorised in accordance with any means determined by the Board.
- 43.5 The Board must ensure that systems and procedures for the management of the Association's funds are appropriate for its size and circumstances, and the complexity of its financial affairs.

Financial Records

- 43.6 Association must keep financial records that:
- (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act and ACNC Legislation.
- 43.7 The Association must retain the financial records for 5 years after the transactions covered by the records are completed.

Financial Statements

- 43.8 For each financial year, the Board must ensure that:
- (a) the requirements under the Act relating to the financial statements of the Association are met; and
 - (b) the requirements of the ACNC legislation are met.
- 43.9 Without limiting Rule 43.8, those requirements include:
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual general meeting of the Association;

- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

GENERAL MATTERS

44. Common seal

- 44.1 The Association may have a common seal.
- 44.2 If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board Members.

45. Notices

- 45.1 Any notice required to be given to a member under this Constitution may be given in person, by post (to the address recorded in the members register) or by any other electronic means.
- 45.2 Any notice required to be given to the Association or the Board may be given:
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the Association's registered address; or
 - (c) by leaving the notice at the Association's registered address; or
 - (d) by email to the email address of the Association or the Secretary; or

46. Winding-up

- 46.1 The Association may be wound up voluntarily by special resolution.
- 46.2 Where on the winding up or cancellation of the incorporation of the Association, there is a surplus of assets after satisfying all the Association's liabilities and expenses, the surplus:
 - (a) must not be paid or distributed to the members; and
 - (b) will be given or transferred to such other fund, authority, institution or company which:
 - (i) has similar objects to those of the Association as described in this Constitution; and
 - (ii) prohibits the distribution of profit or gain to its individual members in their capacity as members.
- 46.3 The body to which the surplus assets are to be given must be decided by special resolution. If the members fail to decide, the fund, authority, institution or company shall be determined by application to the Supreme Court in Victoria.

47. Custody and inspection of books and records

- 47.1 Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of Board meetings, unless otherwise permitted by this Constitution, the law, or the Board.
- 47.2 Members may on request inspect:
- (a) the register of members;
 - (b) the minutes of general meetings; and
 - (c) this Constitution
- subject to Rules 47.3, 47.4 and 47.5.
- 47.3 The Secretary may refuse to allow a member to inspect the register of members if permitted by the Act.²
- 47.4 Members must not:
- (a) use information obtained about another person from the register of members to contact or send materials to the other person; or
 - (b) disclose information obtained about a person from the register of members knowing that the information is likely to be used to contact or send materials to the other person;
- unless the purpose for which the information is used or disclosed is otherwise expressly permitted by this Constitution or by law.
- 47.5 If the Association provides access to this Constitution on the Association's website, the Board shall be deemed to have allowed a member to inspect and copy this Constitution, unless the member informs the Association that they are unable to access the Constitution on the website.
- 47.6 A member must be given a copy of this Constitution and minutes of general meetings within one month of the Association receiving a request by the member and the member paying any fee prescribed by the Board (if any).

48. Special resolutions

Subject at all times to the Act, a Special Resolution is a resolution which is passed by not less than three-quarters of all members who are entitled to vote and do so vote in person, by proxy or by representative at a general meeting of the Association of which not less than 21 days' notice in writing specifying both the resolution and the intention to propose the resolution as a special resolution, was given in accordance with this Constitution.

49. Alteration of the rules

² Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

- 49.1 This Constitution must not be altered except in accordance with the Act.
- 49.2 For so long as the Association maintains a public fund listed on the Register of Environmental Organisations, any alterations to this Constitution must be subject to the requirements of the Register of Environmental Organisations.

50. The Zoo and Aquarium Association Wildlife Conservation Fund

- 50.1 The Association shall establish and maintain the Association Wildlife Conservation Fund ("Fund") on the terms set out in this Rule 50.
- 50.2 The Fund shall be a public fund for the specific purpose of supporting the environmental purposes of the Association.
- 50.3 The Fund shall be established to receive all gifts of money or property for this purpose and any money received because of such gifts shall be credited to its bank account.
- 50.4 The Fund shall not receive any other money or property into its account and it shall comply with subdivision 30-E of the *Income Tax Assessment Act 1997*.
- 50.5 The Association shall inform the Australian Government department responsible for the environment if:
- (a) it changes its name or the name of the Fund; or
 - (b) there is any change to the membership of the management committee of the public fund; or

there has been any departure from the model rules of the public fund in the Guidelines to the Register of Environmental Organisations.

- 50.6 The Association shall comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.
- 50.7 In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Australian Government's Register of Environmental Organisations.
- 50.8 Statistical information requested by the Australian Government department responsible for the environment, on donations to the Fund, will be provided within four months of the end of the financial year.
- 50.9 An audited financial statement for the Association and the Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Fund monies and the management of Fund assets.
- 50.10 Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the Association.
- 50.11 Money from interest on donations, income derived from donated property, and money from the realisation of such property will be deposited into the Fund.

- 50.12 A separate bank account will be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it will be kept separate from other funds of the Association.
- 50.13 Receipts will be issued in the name of the Fund and proper accounting records and procedures will be kept and used for the Fund.
- 50.14 The Fund will be operated on a non-profit basis.
- 50.15 A committee of management of no fewer than three persons will administer the Fund. The committee will be appointed by the Association Board. A majority of the members of the committee will be 'responsible persons' as defined by the Guidelines to the Australian Government's Register of Environmental Organisations.

APPENDIX 1 – Form of Appointment of Proxy for Meeting of the Zoo and Aquarium Association Inc. Convened Under Rule 9.7

I, _____
(name)

of _____
(address)

being a member of the Zoo and Aquarium Association

appoint _____
(name of proxy holder)

of _____
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 9.7, to be held on

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution:

(insert details of resolution passed under rule 9.7).

Signed _____ Date _____

** Delete if not applicable.*

APPENDIX 2 – Form of Appointment Proxy

I, _____
(name)

of _____
(address)

being a member of the Zoo and Aquarium Association

appoint _____
(name of proxy holder)

of _____
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf or join in demanding a poll and to give consent and sign any appointment or resolution or other document which I myself could give and sign at the annual/special* general meeting of the Association to be held on

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution:

(insert details of all resolutions for a given AGM).

Signed _____ Date _____

** Delete if not applicable.*

Proxy nominations must be lodged with the office of the Association by *[insert date]*.

APPENDIX 3 – Schedule of Fees

Membership Year

The Association **membership year** is from **1 January to 31 December**. Prices below are set for 2018. All fees charged in New Zealand and Australia are subject to country specific GST if paying into the Association’s Australian bank account.

Member Fees

Member Category	Country	Currency	Fee excl. GST		GST applicable	Fee incl. applicable GST	
Associate Institutional	Australia	AUD	\$1,630.40		10%	\$1,793.44	
	New Zealand	NZD	\$1,779.75		15%	\$2,046.71	
	PNG	AUD	\$1,630.40		n/a	n/a	
			Minimum	Maximum		Minimum	Maximum
Full Institutional Annual Fee 0.5% OPEX	Australia	AUD	\$2,844.28	\$89,425.72	10%	\$3,128.71	\$98,368.29
	New Zealand	NZD	\$2,838.66	\$89,162.13	15%	\$3,264.46	\$102,536.45
	PNG	AUD	\$2,844.28	\$89,425.72	n/a	n/a	n/a
Individual Member Only AU residents will be charged GST if payment is made online.	Australia, New Zealand, PNG	AUD	\$101.39		10%	\$109.45	

Subscriber Fees

Subscriber Category	Country	Currency	Fee excl. GST	GST applicable	Fee incl. applicable GST
Institutional	Australia	AUD	\$1,232.99	10%	\$1,356.29
	New Zealand	NZD	\$1,168.40	15%	\$1,343.66
	PNG	AUD	\$1,232.99	n/a	\$1,232.99
International Zoo / Aquarium	Outside Australasia	AUD	\$1,120.90	n/a	\$1,120.90
Corporate	Australia	AUD	\$1,528.50	10%	\$1,681.35
	New Zealand	NZD	\$1,528.50	n/a	\$1,528.50
	PNG	AUD	\$1,528.50	n/a	\$1,528.50
	Outside Australasia	AUD	\$1,528.50	n/a	\$1,528.50
Government / Educational	Australia	AUD	\$484.03	10%	\$532.43
	New Zealand	NZD	\$484.03	15%	\$556.63

Provider / Association / Library / Mobile Exhibitor	PNG	AUD	\$484.03	n/a	\$484.03
	Outside Australasia	AUD	\$484.03	n/a	\$484.03
Individual Subscriber Only AU residents will be charged GST if payment is made online.	Australia, New Zealand, PNG, Outside Australasia	AUD	\$80.50	10%	\$88.55

N.B.: The Australasian region is described as New Zealand, Australia, Papua New Guinea and the Pacific for the purposes of membership.