



8.1 The Elected Board Members may from time to time appoint a person, and subsequently remove that person (who need not be a Member), as a Co-opted member of the Board where the Board in its absolute discretion determines that there is a need for a particular additional expertise.

The Elected Board Members may from time to time appoint a person, and subsequently remove that person (who need not be a Member), as a Board Appointed member of the Board where the Board in its absolute discretion determines that there is a need for a particular additional expertise.



8.2 The term of a Co-opted Board Member may be up to 36 months and will be set by the Board.

The term of a Board Appointed Board Member may be up to 36 months and will be set by the Board.



8.3 Co-opted Board Members who are also Members are eligible to be nominated for election to the Board as an Elected Board Member.

Board Appointed Board Members who are also Members are eligible to be nominated for election to the Board as an Elected Board Member.



8.4 Except as expressly provided for in these Rules, Co-opted Board Members are to be treated the same as Elected Board Members, having the same rights, privileges, responsibilities and obligations as Elected Board Members, including the right to contribute to and vote at meetings of the Board.

Except as expressly provided for in these Rules, Board Appointed Board Members are to be treated the same as Elected Board Members, having the same rights, privileges, responsibilities and obligations as Elected Board Members, including the right to contribute to and vote at meetings of the Board.



8.5 The Board must, in its annual report to Members, include details of the reasons for appointments of Co-opted Board Members.

The Board must, in its annual report to Members, include details of the reasons for appointments of Board Appointed Board Members.



9.4.1 make, alter or rescind any sub-rule that it determines is necessary or desirable for carrying out and giving effect to the Rules, provided that no such sub-rule will be inconsistent with these Rules and those sub-rules will have like force as if they were part of these Rules; and

Remove



9.4.4 set remuneration levels, conditions of employment and key performance indicators for the Chief Executive and other officers and employees and, subject to the Charter, to discipline or dismiss any such person or persons as the Board thinks fit; and

New numbering sequence 9.4.3 set remuneration levels, conditions of employment and key performance indicators for the Chief Executive and, subject to the Charter, to discipline or dismiss the Chief Executive as the Board thinks fit; and



9.5 Any sub-rules made by the Board under 9.4.1 will be put to the Members at the next general meeting for approval by Members.

Remove



10.4.2 be responsible for keeping all registers, records and other documents, and undertaking all filings, of the Society in accordance with applicable laws;

Remove



13.2.1 must be kept in safe custody by one of the seal holders;

New Inclusion - 11.1.1 The Board may co-opt external expertise for membership of this Committee.



13.2.1 must be kept in safe custody by one of the seal holders;

must be kept in safe custody;



14.6 In the absence of both the President and the Vice-President of the Society, those present at any meeting of the Society or the Board may by resolution, elect a person who is an Elected Board Member to preside at that meeting.

In the absence of both the President and the Vice-President of the Society, those present at any meeting of the Society or the Board may by resolution, elect a Board Member to preside at that meeting.



15.3 A quorum for an Annual General Meeting and a Special General Meeting is fifty Members of the Society who are eligible to vote and who are present in person, or by proxy, at the meeting.

A quorum for an Annual General Meeting and a Special General Meeting is twenty five Members of the Society who are eligible to vote and who are present in person, or by proxy, at the meeting.



New Inclusion - 15.10.1 At least 14 days' notice must be provided to members of any such 'Periodic Meeting'.



20 Definitions;
Board Member means an Elected Board Member or a Co-Opted Board Member
Co-opted Board Member means a person co-opted to be a member of the Board by appointed of the Board in accordance with these Rules
Fully Paid Up Member means any Member who has paid his or her current membership in full and is deemed to include an Honorary Life Member

Board Member means an Elected Board Member or a Board Appointed Board Member.
Board Appointed Board Member means a person appointed by the Board to be a member of the Board in accordance with these Rules.
Fully Paid Up Member means any Member who has paid his or her current membership in full and is deemed to include an Honorary Member.



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 Z o o l o g i c a l
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Dear Valued Member,

It is time for the Board of the Royal Zoological Society of South Australia to make some important changes to the rules that govern us. Any change to these rules must be ratified by our Members, at our Annual General Meeting (AGM) on Thursday 26 November 2015.

We have taken time to develop and review these changes to ensure they are in the best interest of the Society, our members and our precious Zoos. While there appears to be many changes, they fall into the three key categories as follows:

-  Updating our membership categories in order to clarify and broaden our membership descriptions;
-  Future-proofing our membership notifications and voting rules, through the introduction of electronic communication options. These will increase our efficiencies in regard to both time and costs as well as consuming less resources;
-  Governance changes relating to the Board, which will increase the effectiveness of the Board's operations.

When reading the rule changes on the next three pages, you will note that we have indicated for each change which of the above three categories each falls into.

A key change being put to vote at the AGM is the limiting of the terms that Board Members can serve. This is being put forward as it makes sure that the people who guide the Society are regularly refreshed with new talent and ideas.

You may not know that at present all Board correspondence with our 35,000+ Members, such as this notification, has to be sent through the post, which is a very costly and time consuming exercise for staff. As a result, we are proposing that such notifications should include the option of electronic communications. Please note that we would take a phased approach to this change and Members who do not want to, or cannot receive electronic correspondence will still be able to opt for postal communications.

To ensure you are fully informed, we have provided a complete listing of all the changes which fall into the three categories. For a full copy of the current and proposed rules (including those that are not being proposed for change) please visit; www.zoossa.com.au/about-us/rules-charter/ or the Santos Conservation Centre at Adelaide Zoo.

Sincerely,

David Sanders

President



Category of Change	Existing Text	Proposed New Text
	<p>Preamble <u>These Rules, together with the Charter are intended to lay out the governance framework for the proper and responsible stewardship of the affairs and operations of the Society, recognising its:</u></p> <ul style="list-style-type: none"> Care and control of civic assets; Available financial resources; and Contribution to the education, culture, enjoyment and wellbeing of the South Australian community and to national and international zoological research conservation. 	These Rules, together with the Charter lay out the governance framework for the responsible stewardship of the affairs of the Society. This includes the care and control of assets, financial resources and contribution to the education, culture, enjoyment and wellbeing of the South Australian community as well as to national and international zoological research conservation
	3.1.1 Honorary Life Member	Honorary Member
	3.1.3 Adult Member	Annual Adult Member
	3.1.4 Student Member	Annual Concession Member
	3.1.5 Junior Member	Annual Child Member
	3.1.6 Family Member	Remove
	3.1.7 Corporate Member; and	New numbering sequence - 3.1.6 Group Member; and
	3.2 Where the Board resolves to nominate a person or persons for Honorary Life Membership, the nominations must be in writing, be accompanied by a brief synopsis of the person's service to the Society and must be signed by the President.	The Board may resolve to nominate a person or persons for Honorary Membership, on such terms as decided by the Board. New Inclusion - 3.2.1 The Board must, in its annual report to Members, include details of any Honorary Memberships provided.
	3.3 Members of the Society present at an Annual General Meeting may, upon nomination by the Board, and by resolution of the Members, declare any person who has rendered significant service to the Society, its aims or its objectives to be an Honorary Life Member of the Society.	Remove
	3.4 Any person seeking Membership (other than Honorary Life Membership) of the Society must make written application on the prescribed form to the Secretary, who may approve any applicant for Membership of the Society and determine the category of Membership to be held by such Member.	New numbering sequence - 3.3 Any person seeking Membership (other than Honorary Membership) of the Society must make written application on the prescribed form either online or in hard copy to the Society, who may approve any applicant for Membership and confirm the category of Membership to be held by such a Member.
	3.5 Any person 15 years of age or over who is a full-time student at a college, university or other accredited educational institution is eligible for Membership as a Student Member of the Society.	Remove
	3.6 No member of the Society under the age of 18 years, nor any corporate member, is entitled to vote on any matter pertaining to the business or functions of the Society.	New numbering sequence - 3.4 No member of the Society under the age of 18 years, nor any group member, is entitled to vote on any matter pertaining to the business or functions of the Society.
	3.8 All Members of the Society, other than Life Members and Honorary Life Members, must pay a subscription of an amount determined by the Board each year. The Membership fee must be paid upon application to be a Member and on each anniversary of the date of acceptance of each Member to the Society	New numbering sequence - 3.6 All Members of the Society, other than Life Members and Honorary Members, must pay a subscription of an amount determined by the Board each year. The Membership fee must be paid upon application to be a Member and on each anniversary of the date of acceptance of each Member to the Society.
	5.1.1 six Board Members to be elected in accordance with these Rules who must be Members of the Society, but who must not be current employees or contractors of the Society; and	six Board Members to be elected in accordance with these Rules who must be Members of the Society, but who must not be current employees of the Society.
	5.1.2 up to three additional Board Members to be appointed as Co-opted Board Members in accordance with these Rules.	up to three additional Board Members to be appointed as Board Appointed Board Members in accordance with these Rules;
		New Inclusion - 5.1.3 The term for all Board Members is three years; and
		New Inclusion - 5.1.4 Elected Board Members may not serve more than three consecutive terms from the date of adoption of this clause.
	5.2 For the avoidance of doubt, the term of all Board members holding office at the date these amended Rules are adopted will be determined by reference to the Rules in place at the time they were elected, but any Board members whose terms have ended under the previous Rules will be eligible to nominate for election under the new Rules, regardless of whether they have served their maximum term under the previous Rules.	Remove
	5.4 The President and Vice-President serve in their respective roles for a two-year term commencing at the end of the Annual General Meeting at which their appointment takes effect.	New numbering sequence - 5.3 The President and Vice-President serve in their respective roles for a three-year term commencing at the end of the Annual General Meeting at which their appointment takes effect.

	5.7 A Board Member who is appointed to the office of President may be re-appointed as President so as to occupy that office for not more than three consecutive terms (i.e. 6 years) notwithstanding that such Board Member may have served six consecutive years as a Board Member and up to six consecutive years as Vice-President immediately before being appointed to the Office of President.	New numbering sequence - 5.6 A Board Member who is appointed to the office of President may be re-appointed as President so as to occupy that office for not more than two consecutive terms (i.e. 6 years) notwithstanding that such Board Member may have served nine consecutive years as a Board Member and up to six consecutive years as Vice-President immediately before being appointed to the Office of President.
	5.8.2 may be re-appointed as Vice-President so as to occupy that office for not more than three consecutive terms (each of two years) notwithstanding that such Board Member may have served two or more consecutive terms immediately before being appointed to the Office of Vice-President.	New numbering sequence - 5.7.2 may be re-appointed as Vice-President so as to occupy that office for not more than two consecutive terms (each of three years) notwithstanding that such Board Member may have served two or more consecutive terms immediately before being appointed to the Office of Vice-President.
	6.1 Nominations for the position of an Elected Board Member must be in writing on a prescribed form approved by the Board, signed by the nominee and by two Fully Paid Up Members who are eligible to vote at a meeting of Members	Nominations for the position of an Elected Board Member must be in writing on a prescribed form approved by the Board and signed by the nominee.
	6.2 Nominations for the position of Elected Board Member must be accompanied by a written curriculum vitae, a photograph suitable for publication, an application letter of no more than two hundred and fifty words and a signed Society proforma statement acknowledging any real or perceived conflict of interest that could affect the candidate's ability to perform his or her duties as a Board Member.	Nominations for the position of Elected Board Member must be accompanied by a written curriculum vitae, a photograph suitable for publication, an application letter of no more than two hundred and fifty words to be provided either electronically or in hard copy along with a signed Society proforma statement acknowledging any real or perceived conflict of interest that could affect the candidate's ability to perform his or her duties as a Board Member.
	6.3 Any person nominated for election to the Board as an Elected Board Member must have attained the age of 18 years at the date of his or her nomination and have been a Fully Paid Up Member of the Society for no less than 12 months at the close of nominations.	Any person nominated for election to the Board as an Elected Board Member must have attained the age of 18 years at the date of his or her nomination and have been a continuous Fully Paid Up Member of the Society for no less than 12 months at the close of nominations. New Inclusion - 6.3.1 The requirement for 12 months continuous membership before Board nomination can be waived with the approval of the Board.
	6.4 All nominations must be delivered to the Secretary no later than 5pm on the 31st day of August in the year in which the person will be elected.	Nominations will be called at least 28 days prior to 31st August and all nominations must be delivered to the Secretary no later than 5pm on the 31st day of August in the year in which the person will be elected.
	7.1.1 the Elected Board Members will be elected by postal ballot of the Members of the Society to be conducted in accordance with these Rules;	the Elected Board Members will be elected by ballot of the Members of the Society to be conducted in accordance with these Rules;
	7.1.2 the Returning Officer for each election will be the Secretary of the Society or in his or her absence, a delegate nominated by the Board who will do all things necessary or desirable for the conduct of elections;	the Returning Officer for each election will be the Secretary of the Society or a delegate nominated by the Board who will do all things necessary or desirable for the conduct of elections;
	7.1.3 the Returning Officer must post or deliver the appropriate ballot papers to the Members of the Society, together with copies of such applications as have been submitted, no later than twenty-one days after the close of nominations;	the Returning Officer must provide the appropriate ballot papers to the Members of the Society, together with copies of such applications as have been submitted, no later than twenty-one days after the close of nominations;
	7.1.6 when counting the votes cast in an election, the Returning Officer must permit two scrutineers reasonable access to view and check the count. The scrutineers, who may not be nominees nor current Board Members, will be appointed by the current Board; and	when counting the votes cast in an election, the Returning Officer must permit two scrutineers reasonable access to view and check the count. The scrutineers, may not be nominees nor current Board Members;
	7.2.2 the Returning Officer must post or deliver copies of such applications as have been submitted and advise Members that such nominated Members have been deemed to be Elected Board Members under this Rule.	the Returning Officer must provide copies of such applications as have been submitted and advise Members that such nominated Members have been deemed to be Elected Board Members under this Rule.
	7.3 Elected Board Members take office at the close of the Annual General Meeting next occurring after the conduct of such postal ballot.	Elected Board Members take office at the close of the Annual General Meeting next occurring after the conduct of such a ballot.
	7.7 Any person appointed to the Board to fill a casual vacancy of an Elected Board Member holds office for the duration of the term of the Elected Board Member whose position he or she has filled provided, however, that if the Elected Board Member so replaced was not due to retire at the next Annual General Meeting, the name of the person appointed to fill such vacancy will be submitted to the Members at the next Annual General Meeting for ratification.	Any person appointed to the Board to fill a casual vacancy of an Elected Board Member must be a continuous Fully Paid Up Member of the Society for no less than 12 months and of at least 18 years of age at time of appointment. This replacement Board Member then holds office for the duration of the term of the Elected Board Member whose position he or she has filled provided, however, that if the Elected Board Member so replaced was not due to retire at the next Annual General Meeting, the name of the person appointed to fill such vacancy will be submitted to the Members at the next Annual General Meeting for ratification.
	8 CO-OPTED BOARD MEMBERS	BOARD APPOINTED BOARD MEMBERS