



Rules of the
Royal Zoological Society
of South Australia
Incorporated

As adopted 16/11/2021.

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PREAMBLE

These Rules, together with the Charter, provide the governance framework for the responsible stewardship 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 and conservation.

In these Rules, words in italics are intended for exposition only and may be included, modified or deleted by resolution of the Board at any time.

PART 1 - THE SOCIETY

This Part describes the details of the Society, its purpose and powers.

1 NAME

The name of the Society is the 'Royal Zoological Society of South Australia Incorporated'. The Society may also be referred to as 'Zoos SA' in informal communication to members, stakeholders and the public.

2 NATURE OF THE SOCIETY

The Society is a Conservation Charity, Incorporated in South Australia under the Associations Incorporation Act 1985 and registered with the Australian Charities and Not-for-profits Commission (ACNC).

The Society is not operated for the purpose of the profit or gain of any Member.

3 AIM AND OBJECTIVES

The Aim of the Society is the purpose for which it was formed and is supported by the Objectives listed in these Rules, and also by the Society's Purpose and Aspiration, Priorities and Plans approved by the Board from time to time.

Aim:

The aim of the Society is to assist the conservation of the natural diversity of life on Earth.

Objectives:

Conservation Education – To promote awareness and understanding of animals, habitats and conservation and to engender positive attitudes.

Animal Management – To manage captive populations of animals ethically and humanely, with particular emphasis on threatened species for conservation, education, recreation, scientific and research purposes.

Research – To conduct and facilitate research on animals both in captivity and in the wild, and the habitats on which they rely, with particular emphasis on threatened species.

Recreation – To provide enjoyment and enrichment for visitors through close contact with living things.

Resource Management – To ensure maintenance of appropriate resources to achieve the above in a sustainable way.

To Encourage Membership from the community thereby gaining support for the Society's aim and advantage for such Members.

4 POWERS OF THE SOCIETY

Subject to any restrictions set out in these Rules, and provided that its capacities and powers are exercised directly or indirectly in the furtherance of its Aim and Objectives, the Society will have the legal capacity and powers of a natural person as set out under section 25 of the Act.

The internal management of the Society will be governed by these Rules and by the operational guidelines established in the Charter, Plans, Policies and Procedures of the Society approved by the Board from time to time.

PART 2 - MEMBERS

This Part deals with Membership of the Society including who is eligible; types of membership; what rights and obligations are attached to membership; how membership is granted; and how it might be withdrawn.

5 General Eligibility

Any individual may apply for Membership of the Society.

6 Categories of Membership

- i. Honorary Members
- ii. Members
- iii. Such other Members and Membership categories as the Board may determine from time to time and include in the Charter.

7 Existing Membership Categories

Membership in any category will continue until the end of the paid subscription period, even if the Board removes or modifies that Membership category.

8 Criteria for Membership

The Board may set criteria for membership, or for a particular category of Membership, from time to time and these criteria shall be detailed in the Charter.

9 Honorary Membership

Honorary Membership is a rare honour that may be awarded to individuals who have rendered significant service to the Society, its Aim and Objectives.

The Board may resolve to nominate a person or persons for Honorary Membership for such reason and on such terms as determined from time to time.

Any person so nominated by the Board must be confirmed by resolution of Members at a General Meeting to be an Honorary Member of the Society.

MEMBERS

10 Applying for Membership

Details of available Membership categories and the applicable subscription and other fees will be included on a prescribed application form approved by the Board.

- 10.1 Any individual may apply for membership of the Society by submitting an application in the prescribed form and indicating the category of membership requested.

- 10.2 Membership applications must be accompanied by the subscription and any other fees applicable to that category of membership.
- 10.3 The Society, on receipt of the application, may approve the applicant for Membership and confirm the category of Membership to be held by that individual.

11 Subscriptions

- 11.1 All Members of the Society (except for Honorary Members) must pay a subscription of an amount and for such period as determined by the Board from time to time and included in the Charter.
- 11.2 If the subscription amount is not paid or falls into arrears, then the Member may not enjoy any of the privileges of Membership including free entry to the Zoological Parks or any other facilities owned or managed by the Society.
- 11.3 If the subscription amount remains unpaid for more than three (3) months, that membership may be cancelled by the Society.
- 11.4 Any individual whose Membership has been cancelled may re-apply for Membership at any time and under the terms and conditions applicable at the time of that re-application.

12 Rights and Obligations of Membership

- 12.1 All Members of the Society must comply with these Rules.
- 12.2 All Members of the Society, except for those under the age of eighteen (18) years, are entitled to vote on any matter raised at a General Meeting of Members.
- 12.3 All Members of the Society, except for those under the age of eighteen (18) years, are entitled to nominate for election to the Board if they have been a Member continuously for more than one (1) calendar year.
- 12.4 The rights of Members are not transferable and end when the Member ceases to be a Member.

13 Cessation of Membership

This section details the circumstances under which membership ceases or is suspended or terminated by the Board for cause.

- 13.1 A Member ceases to be a Member if they:
- i. Die
 - ii. Resign their Membership in writing to the Secretary of the Society
 - iii. Fail to pay the required subscription for a period of three (3) months
 - iv. Have their Membership suspended or terminated by the Board

14 Suspension or Termination of Membership

- 14.1 If the Board is of the opinion that a Member of the Society is guilty of conduct detrimental to the interests of the Society or is otherwise unfit to be a Member of the Society, the Board may either suspend that Membership for such period as they see fit or terminate that Membership.
- 14.2 The Board may not suspend or terminate any Membership without first:
- i. communicating to the Member concerned to notify them of the decision to suspend or terminate and the grounds on which such a decision has been made, and
 - ii. inviting the Member to make a submission to the Board within thirty (30) days as to why such suspension or termination is unwarranted.

- 14.3 The Board must consider any submission received from the Member and advise the Member of its decision within a reasonable time but no longer than sixty (60) days.
- 14.4 If a submission is not received within thirty (30) days the suspension or terminations will take effect immediately and no further consideration will be given to the matter.

GENERAL MEETINGS OF MEMBERS

This section details the number and types of meetings that are open to all Members of the Society; how they may be convened, how business is transacted and how Members may participate.

15 Annual General Meeting

- 15.1 The Annual General Meeting (AGM) of the Society must be held no later than the thirtieth (30th) of November in each year.
- 15.2 At least fourteen (14) days' notice of the AGM must be communicated to all members.
- 15.3 The business to be conducted at the AGM is:
- i. To announce the results of elections held in accordance with these Rules;
 - ii. To report to the Members on activities and achievements of the Society in the previous financial year
 - iii. To submit to the Members the duly audited financial accounts for the previous financial year, including the Auditor's statement and report in relation to those accounts.
 - iv. To appoint an Auditor for the current financial year.
 - v. Any other matters raised by the Members and communicated to the Secretary no less than fourteen (14) days prior to the meeting.
- 15.4 A quorum for the AGM is twenty-five (25) Members who are eligible to vote present in person, by proxy or by such other means, approved by the Board, as allows participation in the business of the meeting and accurate polling of Members.
- 15.5 If a quorum is not present within thirty (30) minutes of the scheduled commencement time, the Chair must adjourn the meeting for not less than seven (7) days.
- 15.6 Unless otherwise stated in these Rules, or required by the Act, a simple majority is required to pass a resolution.
- 15.7 Voting at the AGM will be by a show of hands or equivalent indication of intent unless a poll is requested by at least fifty (50) percent of eligible Members present at the meeting.

16 Special General Meeting

- 16.1 A Special General Meeting (SGM) will be held if a request, supported by at least fifty (50) Members who are eligible to vote is received by the Secretary of the Society. This request must include the reason for the request and the resolution or resolutions to be put.
- 16.2 The Board can also pass a resolution to call a Special General Meeting.
- 16.3 Upon receipt of this request from Members or the Board, the Secretary must issue a Notice of Meeting within twenty-one (21) days. The SGM must be held within twenty-one (21) days of the Notice being communicated to all Members.
- 16.4 The Notice of Meeting will specify the date, time and location of the SGM and the matter or matters to be considered. No other matters can be considered at the SGM.
- 16.5 A quorum for the SGM is twenty-five (25) Members who are eligible to vote present in person, by proxy or by such other means, approved by the Board, as allows participation in the business of the meeting and accurate polling of Members.

- 16.6 If a quorum is not present within thirty (30) minutes of the scheduled commencement time, the Chair must adjourn the meeting for not less than seven (7) days.
- 16.7 Voting at the SGM will be by a show of hands or equivalent indication of intent unless a poll is requested by at least twenty-five (25) eligible Members present at the meeting. Unless otherwise stated in these Rules, or required by the Act, a simple majority is required to pass a resolution.

17 Periodic Meeting

- 17.1 The Board must call at least one general meeting each year in addition to the Annual General Meeting. This shall be called the Periodic Meeting.
- 17.2 The purpose of the Periodic Meeting is to provide reports, papers and communications relating to the objectives and achievements of the Society. There is no business transacted at a Periodic Meeting so any interested person may attend and there is no requirement for a quorum.
- 17.3 At least fourteen (14) days' notice of the Periodic Meeting must be communicated to all Members.

18 Proxies

- 18.1 Any Member who is eligible to vote at a General Meeting of the Society and who is unable to attend may appoint a proxy to represent them. Such proxy shall be entitled to be heard and vote at the meeting as if they were the Member.
- 18.2 Notification of the appointment of a proxy must be provided to the Secretary on the prescribed Form of Proxy that will be provided on request by the Society. The Form of Proxy shall be approved by the Board from time to time and included in the Charter.

PART 3 - THE BOARD

The Board is the governing body of the Society. This Part details the composition of the Board, how members and office bearers are elected or appointed, their terms of office and how they can be removed. It also details their powers, duties and responsibilities to the Society and its Members.

19 COMPOSITION OF THE BOARD

- 19.1 The Society will be governed by a Board.
- 19.2 The Board will be comprised of:
 - 19.2.1 Six (6) members elected in accordance with these Rules by the Members of the Society (Elected Members). Elected Members must be Members of the Society and may not be a current employee of the Society.
 - 19.2.3 Up to three (3) members appointed by the Board in accordance with these Rules (Appointed Members). Appointed Members are not required to be Members of the Society and are appointed on the basis of their expertise and experience.
- 19.3 Appointed Members will have the same rights, privileges, responsibilities and obligations as Elected Members including the right to contribute and vote at meetings of the Board but are not entitled to be nominated as an Office Bearer.
- 19.4 The Board must, in its annual report to Members, include details of the Appointed Members and the reasons for their appointment.

20 OFFICE BEARERS

- 20.1 Where the term of a President or Vice-President is due to expire, the Board shall meet prior to the Annual General Meeting to appoint, from its number, a President and Vice-President in such manner and by such process as agreed by the Board from time to time and included in the Charter. Only Elected Members are eligible for such appointment.
- 20.2 The Vice-President will discharge the duties of President should they be absent.
- 20.3 These appointments will be announced at the Annual General Meeting and the term of the President and Vice-President shall commence at the conclusion of the Annual General Meeting at which their appointment was announced.

21 BOARD TERMS

This section sets limits on the amount of time any individual can serve as an Elected or Appointed member of the Board. It is good governance practice to ensure that there is a constant process of renewal on the Board.

- 21.1 The term for all Elected Members is three (3) years.
- 21.2 Elected Members may not serve more than three (3) consecutive terms.
- 21.3 Appointed Members will serve terms, both in length and number, at the discretion of the Board and taking into account the needs of the Society and the contribution made by the Appointed Member but must not serve more than three (3) consecutive terms of three (3) years.
- 21.4 An Elected or Appointed member may resign at any time but must advise the Secretary of their intention to do so at least thirty (30) days prior to the resignation taking effect.

22 Office Bearers Terms of Office

The President and Vice-President shall be elected for a term of one (1) year and may serve up to six (6) consecutive terms in their respective roles.

23 Conduct and Removal of Board Members

The Board is responsible for the governance of the Society so it is essential that individual Board members be held to the highest standards of conduct.

- 23.1 The conduct of Board members must conform to the requirements of the Charter and any other standards endorsed by the Board from time to time.
- 23.2 The Board may, by Special Resolution of no less than three quarters of Board members present and voting, remove any Board member who has:
- i. Contravened these Rules or the Charter or any other standards endorsed by the Board in a significant way
 - ii. Neglected to carry out their duties as a Board member under these Rules or the Charter
 - iii. Been absent for three (3) consecutive meetings without the consent of the Board
 - iv. Become insolvent under administration or otherwise committed an act that would prevent them to holding office as a Board member under the Act.

The Board member so sanctioned shall stand down from the Board immediately.

- 23.3 The Board member so sanctioned may lodge a submission with the Secretary within thirty (30) days appealing the decision and providing the reasons for which they believe the decision should be overturned.

- 23.4 The Secretary shall convene a Panel to consider the submission within thirty (30) days of its receipt. This Panel shall comprise the President, a Past President, the Chair of the Risk and Governance Committee, the Chief Executive and the Secretary. The decision of this Panel to either confirm or overturn the decision of the Board is final.

ELECTIONS

This section details how Elected Members are nominated and elected by the Members and how elections are conducted.

24 Retiring Elected Members

- 24.1 Two (2) Elected Members shall retire each year but shall be eligible for re-election unless they have reached the maximum number of terms allowable under these Rules.
- 24.2 The Elected Members to retire shall be those that have held office for the longest continuous period since the date of their initial election.
- 24.3 Should there be more than two (2) Elected Members that have served identical continuous periods, those to retire will be determined by agreement or, failing such agreement, by drawing lots.

25 Nominations for Elected Board Members

- 25.1 Nominations for the position of an Elected Board member must be submitted using the prescribed form approved by the Board from time to time and included in the Charter.
- 25.2 Nominations may be received from any person over the age of eighteen (18) years who has been a financial Member for a continuous period of twelve (12) months at the close of nominations.
- 25.3 Nominations will be called at least twenty-eight (28) days prior to the 31st August and all nominations must be received by the Secretary no later than 5pm on the 31st August in the year that the relevant election is held.

26 Election of Board Members

There are some circumstances where an election is not required, being where the number of nominations is equal or less than the number of vacancies.

- 26.1 Where the number of candidates equals or is less than the number of vacancies to be filled, the nominee or nominees are deemed to be Elected Board members and no poll is required.
- 26.2 The Board member presiding at the subsequent Annual General Meeting will announce to the Members present that such nominees have been deemed to be Elected Members.
- 26.3 Should the number of candidates be less than the number of vacancies to be filled, the Board may declare a casual vacancy and proceed in accordance with Clause 27.

In all other circumstances an election is required and shall be conducted in accordance with the following provisions.

- 26.4 Where the number of candidates nominated for the position of an Elected Member exceeds the number of vacancies to be filled an election will be held.
- 26.5 The Secretary or another person nominated by the Board shall act as Returning Officer for each election and do all things necessary for the ethical conduct of the election.
- 26.6 The Returning Officer must ensure that all Members have the opportunity to vote in the election by whatever means are deemed equitable and effective.

- 26.7 The Returning Officer must ensure that all Members are given access to submissions made by the Nominees in support of their nomination.
- 26.8 The poll will close at 5.00pm on the thirty-fifth (35th) day after the close of nominations. Only votes received by the Returning Officer by the close of the poll will be counted.
- 26.9 The Members elected to the Board will be those nominees who receive the highest number of votes. In the event of an equality of votes, the Returning Officer will draw lots to determine the Elected Member.
- 26.10 The Returning Officer must permit reasonable access to two (2) scrutineers that are not nominees or current Board Members to observe the count and/or verify the tabulation of the poll.
- 26.11 The Board Member presiding at the subsequent Annual General Meeting will declare the poll announce the Elected Members of the Board.
- 26.12 Elected Members take office at the close of the Annual General Meeting at which their election has been announced.

27 Casual Vacancies

- 27.1 Should an Elected Members retire, be removed or die within their current term, or if there are less nominations than vacancies in a particular election year, a casual vacancy will be declared.
- 27.2 Such vacancy may be filled by resolution of the Board by any Member meeting the requirements for nomination under these Rules.
- 27.3 The person so appointed shall complete the term of the Elected Member they have replaced but shall be eligible to nominate for re-election.
- 27.4 The person so appointed must be confirmed as an Elected Member at the next Annual General Meeting unless their term is due to expire at that meeting in which case they may nominate for election.
- 27.5 If the Members at an Annual General Meeting decline to confirm the appointment the Members must, at that meeting, nominate and elect another eligible Member to fill the vacancy and hold office until the end of the term of the Elected Member they have replaced.

28 POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD

Members elect the Board to guide and govern the Society on their behalf. Board membership is a position of trust and the highest standards of governance and probity are expected.

- 28.1 The Board is responsible for the proper governance of the Society in accordance with its Aim and Objectives.
- 28.2 For such purposes, the Board may exercise all functions and powers of the Society other than those that are required by the Rules or by the Act to be exercised by Members at a General Meeting.
- 28.3 The Board must carry out any lawful decisions made by Members at a General Meeting.
- 28.4 The Board must adopt a Charter for the Board consistent with generally accepted principles of good governance that include:
 - i. The roles and responsibilities of the Board
 - ii. Matters reserved to the Board
 - iii. The governance and conduct of Board and other meetings
 - iv. The roles and responsibilities of the Chief Executive, Secretary and Office Bearers

- v. Reporting requirements with respect to the operations of the Society including the keeping of minutes
- vi. Purpose, responsibilities and governance of any Committees established by the Board
- vii. Procedures and processes for the effective functioning of the Board
- viii. The ethical behaviour of Board members
- ix. The basis on which the Charter is regularly reviewed
- x. The establishment of categories of membership, prerequisites for such categories, fees and conditions
- xi. Such other things as would promote good governance and the responsible stewardship of the Society

All Board members and Sub-committee members must comply with the Charter.

The Charter must be read in conjunction with these Rules, and it should not conflict with the Rules in any way. If such a conflict occurs, the Rules shall prevail.

- 28.5 The Board must, at least every six (6) months, forward a report on the general affairs of the Society to the Minister under whose jurisdiction the affairs of the Society fall.

29 Delegation

- 29.1 The Board may delegate any of its functions or powers to a Board Member, Committee of the Board, Chief Executive, Officer or employee of the Society, or any other person on such terms as the Board determines, including the right to sub-delegate.
- 29.2 The Board can vary or revoke a delegation at any time.
- 29.3 The delegation of a function or power will not prevent the Board from carrying out that function or power.

30 BOARD MEETINGS

- 30.1 The Board must meet at least six (6) times in each calendar year.
- 30.2 A quorum of the Board is five (5) Board members of which three (3) must be Elected Members.
- 30.3 A Board meeting may be conducted at any time that a quorum is present in person or by such other means as allows their participation in the business of the meeting.
- 30.4 Each Board member, including the President, has one vote.
- 30.5 Resolutions of the Board will be passed by a simple majority unless a special resolution is required by these Rules or the Act in which case a two-thirds majority will be required.
- 30.6 In the case of an equality of votes, the motion will be deemed to be lost.
- 30.7 The Board may regulate how it convenes and conducts its meetings as it determines from time to time and includes in the Charter.

PART 4 – MISCELLANEOUS

This Part includes the regulation and requirements of other aspects of the Society that do not directly relate to the previous Parts. This includes other Officers of the Society; the indemnity of Officers; use of the Seal for official documents; appointment of Auditors; how these Rules can be changed and how the Society can be dissolved.

SPECIFIC OFFICERS OF THE SOCIETY

31 Chief Executive

- 31.1 The Board will appoint a Chief Executive (CE) of the Society on such terms and conditions, including salary, as the Board determines.
- 31.2 The role and responsibilities of the Chief Executive will include:
 - i. The day to day management of the affairs of the Society
 - ii. Functions and powers delegated by the Board and sub-delegation of those functions and powers with the approval of the Board
- 31.3 The Chief Executive will personally report to the Board at each meeting unless otherwise agreed.
- 31.4 The Chief Executive is responsible to, and reports to, the President between meetings.

32 Secretary

- 32.1 The Board will appoint a Secretary of the Society on such terms and conditions as the Board determines.
 - 32.2 The role of the Secretary will include:
 - i. Responsibility for the taking and keeping of minutes of meetings of the Board and General Meetings of Members.
 - ii. Being the Public Officer of the Society for the purposes of the Act
 - iii. Being the Returning Officer for Society elections
 - iv. Such functions and powers, and in such manner, as delegated and determined by the Board from time to time.
- 33 Should any Officer appointed by the Board be temporarily absent, or temporarily incapable of performing their duties, the Board may appoint a person to act in that position.

INDEMNITY

- 34 To the extent permitted by applicable laws, the Society indemnifies every person who is, or has been, an Officer of the Society against:
- 34.1 Every liability incurred in their capacity as such an Officer except for any found to be a wilful breach of duty or act of bad faith in relation to the Society.
 - 34.2 All legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Officer becomes involved because of that capacity in which judgement is given in their favour.

EXCEPT to the extent that:

- i. The Society is forbidden by the Act or other law to indemnify the person against the liability or legal costs; or
- ii. The Officer is otherwise indemnified by insurance or other means

- 34.3 Subject to the limitations of the Act, the Society may pay for indemnity insurance for any person who is, or has been, an Officer of the Society for any liabilities or costs incurred while acting in that capacity.

THE SEAL

- 35 The seal holders of the Society will be the President and two other Elected Members appointed by the Board and the Secretary.
- 35.1 The common seal of the Society:
- i. Must be kept in safe custody;
 - ii. Must only be affixed by the President and one other seal holder;
 - iii. Must only be affixed to documents given the express approval of the Board and such use must be ratified by the Board at its next meeting.

ALTERATION OF RULES

- 36 The Rules may be varied by a special resolution of no less than two-thirds of Members present at a General Meeting of Members in person, by proxy or by such other means, approved by the Board, as allows participation in the business of the meeting and accurate polling of Members.

DISSOLUTION OF SOCIETY

- 37 The Society may be dissolved by Members at a Special General Meeting provided that:
- 37.1 Twenty-one (21) days' notice of the meeting, the proposed motion to dissolve and the rationale for such proposed motion is communicated to all Members
- 37.2 The motion to dissolve is PASSED by no less than three-quarters (75%) of Members present in person, by proxy or by such other means, approved by the Board, as allows participation in the business of the meeting and accurate polling of Members
- 37.3 The motion to dissolve is RATIFIED by no less than three-quarters (75%) of Members present in person, by proxy or by such other means, approved by the Board, as allows participation in the business of the meeting and accurate polling of Members at a further Special General Meeting of Members to be called not less than twenty-one (21) and not more than forty-two (42) days after the initial SGM.
- 38 If, after the winding up of the Society, there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation that has similar objectives and has Rules which prohibit the distribution of its assets and income to its members.

PART 5 – DEFINITIONS AND INTERPRETATION

DEFINITIONS

In these Rules, unless the context otherwise requires:

Act means the Associations Incorporation Act 1985 (SA)

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth);

Board means the body of persons constituted pursuant to PART 3

Appointed Member means a person appointed by the Board to be a member of the Board in accordance with these Rules

Elected Member means a person elected to the Board by the Members of the Society and has taken office in accordance with these Rules

Board Member means an Elected or Appointed Member

Charter means any Charter adopted by the Board in accordance with these Rules

Member means any person who has applied for and been granted membership of the Society in accordance with these Rules and has paid the required membership subscription

Present at a meeting means being present in person or by such other means, approved by the Board, as allows participation in the business of the meeting and accurate polling of Members

Society means the Royal Zoological Society of South Australia

Zoos SA means the Royal Zoological Society of South Australia

INTERPRETATION

In these Rules unless the contrary intention appears:

- i. Words importing any gender include all other genders
- ii. The singular includes the plural and vice versa

These Rules are subject to the Act and where there is any inconsistency between a clause of these Rules and the Act, the Act prevails to the extent of that inconsistency.