

RULES OF THE ROYAL ZOOLOGICAL SOCIETY OF SOUTH AUSTRALIA INCORPORATED

As adopted 4/12/84 and amended 24/11/87, 27/4/88, 28/11/89, 29/11/91, 26/11/92, 20/5/93, 23/11/95, 27/11/97, 26/11/98, 25/11/04, 19/5/05, 30/11/06, 26/11/09, 25/11/10, 31/05/12, 26/11/15



PREAMBLE

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.

1. NAME

The Society will be called the 'Royal Zoological Society of South Australia Incorporated'.

2. AIM AND OBJECTIVES

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

2.2. The objectives of the Society are:

2.2.1. Conservation Education

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

2.2.2. 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.

2.2.3. 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.

2.2.4. Recreation

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

2.2.5. Resource Management

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

2.2.6. **To encourage Membership** from the community thereby gaining support for the Society's aim and advantages for such Members.

3. MEMBERSHIP AND SUBSCRIPTIONS

3.1 The Society has the following categories of Members and Membership:

3.1.1. Honorary Member;

3.1.2. Life Member;

3.1.3. Annual Adult Member;

3.1.4. Annual Concession Member;

3.1.5. Annual Child Member;

3.1.6. Group Member; and

3.1.7. such other Members and Membership categories as the Board may determine from time to time.

3.2 The Board may resolve to nominate a person or persons for Honorary Membership on such terms as decided by the Board.

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 aim or its objectives to be an Honorary Member of the Society.

3.4 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 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.

3.6 Membership of a particular Membership category will continue until the end of the paid up Membership subscription, even if a Member ceases to meet the criteria of his or her category during that period.

3.7 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.

3.8 No privilege of Membership of the Society shall be either accorded to, or exercised by, any Member whose subscription is due and has not been paid. The Membership of any Member whose subscription remains unpaid for a period of more than 3 months may be cancelled, provided, however, that if any Member whose subscription has been so cancelled pays all subscription arrears, such Membership may be reinstated as from such day (including a past day) and subject to such terms and conditions (if any) as the Board thinks fit.

3.9 All Members of the Society must comply with these Rules.

3.10 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 the Membership of such Member indefinitely or for such period as the Board thinks fit, or may terminate the Membership of such Member.

3.11 The Board may vary or cancel a suspended Membership or may reinstate a terminated Membership as from such day (including a past day) and subject to such terms and conditions (if any) as the Board thinks fit. The Board may terminate the Membership of a Member whose Membership

- has previously been suspended on the same or (subject to sub-rule 3.9) on different grounds and reasons upon which such Member's Membership was suspended.
- 3.12 The Board must not suspend any Membership, extend the period of suspension of any Membership or terminate any Membership without first writing to the Member concerned:
- 3.12.1. advising that his or her Membership may be suspended or terminated or that a period of suspension may be extended; and
- 3.12.2. advising the Member that he or she may make a written submission to the Board concerning those grounds within 30 days or such longer period as the Board may determine.
- 3.13 The Board must consider any submission received from the Member in making its decision. If however a submission is not received by the Board from the Member within the time allowed, the Board is entitled to proceed to decide the matter under sub-rule 3.14.
- 3.14 The Board must write to the Member advising its decision within a reasonable time.
- 3.15 The Board may delegate its powers under this Rule to one or more persons, the Secretary or a committee. Such delegate or delegates must report all decisions made under this authority to the Board at the next meeting of the Board.
- 3.16 Unless otherwise determined by the Board, a Member whose Membership has been suspended remains liable to pay annual subscriptions pursuant to this rule.

4. POWERS OF THE SOCIETY

The Society has, for the purpose of carrying out its objects, all of the powers of a natural person, and without limiting those powers may, for the purpose of carrying out its objects:

- 4.1 hold property which has been or may be conveyed or transferred to it;
- 4.2 purchase, lease and hold real and personal property;
- 4.3 mortgage, charge, let, sell or otherwise dispose of real or personal property and execute mortgages, charges, transfers, conveyances, assurances and leases of same;
- 4.4 raise or borrow money on such terms and in such manner and on such securities or security (if any) as the Board thinks fit;
- 4.5 secure the repayment or performance of any debt, liability, contract or engagement incurred or to be entered into by the Society in any way; and
- 4.6 otherwise exercise any of the powers under section 25 of the Act.

5. COMPOSITION OF THE BOARD

- 5.1 The Society will be governed by a Board consisting of:
- 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 of the Society;
- 5.1.2. up to three additional Board Members to be appointed as Board Appointed Board Members in accordance with these Rules;
- 5.1.3. the term for all Board Members is three years; and
- 5.1.4. elected Board Members may not serve more than three consecutive terms from the date of adoption of this clause.
- 5.2 A President and a Vice-President will be appointed from the group of Elected Board Members to perform the functions assigned to those positions under these Rules.

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.

5.4 Where the term of a President or a Vice-President is due to expire at the next Annual General Meeting, the current elected Board members will meet prior to the Annual General Meeting and nominate a current elected Board member to be President and another to be a Vice President and such nominations will be subject to ratification by Members at the subsequent Annual General Meeting.

5.5 If appointments of both President and Vice President are not made by the Board in accordance with clause 5.4 or the Members do not resolve to ratify the appointment of either or both appointed persons, the Members must at the relevant Annual General Meeting nominate and vote for the appointment of a President or Vice President or both, as the case may be, from the Elected Board Members (being those Elected Board Members who will hold office from the close of that Annual General Meeting).

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.

5.7 The Member appointed to the office of Vice-President:

5.7.1. will discharge the duties of President during the absence of the President; and

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.

5.8 The conduct of Board Members must conform to the requirements of the Charter.

5.9 The Board may, by Special Resolution of no less than three quarters of Board Members present and voting, remove any Board Member who has:

- 5.9.1. contravened these Rules or the Charter in a significant way;
- 5.9.2. neglected to carry out his or her duties as a Board Member under these Rules or the Charter;
- 5.9.3. been absent for 3 consecutive meetings without the consent of the Board; or
- 5.9.4. become insolvent under administration or otherwise committed an act that would prevent them from holding office as a Board Member under the Act except with leave of the Commission.

6. NOMINATIONS FOR ELECTED BOARD MEMBERS

6.1 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 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 continuous

Fully Paid Up Member of the Society for no less than 12 months at the close of nominations.

- 6.4 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. ELECTION OF BOARD MEMBERS

- 7.1 Where the number of candidates nominated for the position of an Elected Board Member exceeds the number of vacancies to be filled:

7.1.1. 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, 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 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;

7.1.4. the poll will close at 5.00pm on the thirty-fifth day after the close of nominations. Only votes recorded on ballot papers which have been received by the Returning Officer by the close of the poll will be counted;

7.1.5. the Members elected to the Board will be those nominees who receive the highest number of votes. In the event of an equal number of votes for two or more nominees, the Returning Officer will draw lots to determine the Member to be elected to the Board as the Elected Board Member;

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, may not be nominees nor current Board Members; and

7.1.7. the Board Member presiding at the Annual General Meeting will declare the poll at that meeting.

- 7.2 Where the number of candidates equals or is less than the number of vacancies to be filled:

7.2.1. the nominee or nominees are deemed to be Elected Board Members and no ballot need be conducted; and

7.2.2. 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 a ballot.

- 7.4 The two Elected Board Members who have held office for the longest continuous period since the date of their last election will retire at the close of the Annual General Meeting each year but are eligible for re-election.

- 7.5 As between Elected Board Members who are falling due for retirement at the same time pursuant to Rule 7.4, the Elected Board Members who have held office for the longest continuous period since the date of their initial election will retire and if there are members who have held office for identical continuous periods, those to retire will be determined by agreement amongst themselves, or, failing such agreement, by drawing lots.

- 7.6 Any casual vacancy or vacancies occurring in the position of an Elected Board Member may be filled by resolution of the Board at any Board meeting occurring after such vacancy occurs.

- 7.7 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.

- 7.8 If the Members present at an Annual General Meeting decline to ratify the appointment of a person appointed to fill a casual vacancy, the Members must, at that meeting, nominate and vote on the election of another Member to fill the vacancy and that person so elected holds office until the end of the term of the person whose vacancy he or she has filled.

8. BOARD APPOINTED BOARD MEMBERS

- 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 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 Board Appointed Board Member may be up to 36 months and will be set by the Board.

- 8.3 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, 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 Board Appointed Board Members.

9. POWERS, DUTIES AND RESPONSIBILITIES OF THE BOARD

- 9.1 The Board is responsible for the proper management and administration of the Society's property and other resources and of the conduct of its affairs and operations in accordance with its objects. For such purposes, the Board may exercise all those functions and powers as may be exercised by the Society other than those functions that are required by these Rules or otherwise by the Act to be exercised at a meeting of Members.

- 9.2 The Board must carry out any lawful decisions of Members at a meeting of Members.

- 9.3 The Board may adopt a Charter for the Board in respect of its responsibilities under these Rules consistent with generally accepted principles of good governance, and otherwise outlining the Board's position as to (Charter):

9.3.1. the roles and responsibilities of the Board;

9.3.2. matters reserved to the Board;

9.3.3. the roles and responsibilities of the Chief Executive and the Secretary to the Board, including the Board's reporting requirements with respect to the operations of the Society;

9.3.4. roles and responsibilities of Sub-Committees of the Board;

9.3.5. procedures and processes for the effective functioning of the Board;

9.3.6. the ethical behaviour of Board Members; and

- 9.3.7. the basis on which the Charter would be regularly reviewed.
- All Board Members and Sub-Committee Members must comply with the Charter.
- 9.4 Without limiting the effect of Rule 9.1, the Board will have power to:
- 9.4.1. appoint such sub-committees of the Board for such times and such purposes as it thinks fit and disband any such sub-committee;
- 9.4.2. appoint a Chief Executive who is responsible to the Board for the day-to-day management of Society affairs, a Secretary and such other officers, employees and contractors as may be required or desirable to superintend and manage any operation conducted or any real or personal property owned, held or controlled by the Society and to discharge such other duties as the Society or the Board may from time to time direct;
- 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
- 9.4.4. delegate by instrument in writing any of its functions or powers to a Board Member, sub-committee of the Board or if recommended by the Chief Executive, an Officer or any employee of the Society on such terms as the Board determines, including the right to sub-delegate. The Board can vary or revoke a delegation and a delegation of a function or power will not prevent the Board from carrying out that function or power.
- 9.5 The Board must, at least every six months, forward a report, approved by the Board, on the Society's general affairs to the Minister under whose jurisdiction the affairs of the Society fall.
- 10. SPECIFIC OFFICERS OF THE SOCIETY**
- 10.1 The Board will appoint a Chief Executive of the Society on such terms and conditions, including salary, as the Board from time to time thinks fit.
- 10.2 The Chief Executive, in addition to the functions expressed to be assigned to the Chief Executive elsewhere in these Rules:
- 10.2.1. will be responsible for the day to day management of the affairs of the Society as directed by the Board and shall undertake such functions and powers, and in such manner, as delegated and determined by the Board from time to time;
- 10.2.2. may with the approval of the Board, delegate responsibilities to managers and administration officers of the Society appointed to undertake specific functions;
- 10.2.3. is responsible to the Board, and, unless otherwise agreed with the Board prior to any meeting of the Board, must personally report to the Board at each meeting, provided however that between meetings of the Board the Chief Executive is responsible to, and reports to, the President.
- 10.3 The Board will appoint a Secretary of the Society on such terms and conditions as the Board from time to time thinks fit.
- 10.4 The Secretary, in addition to the functions expressed to be assigned to the Secretary elsewhere in these Rules, will:
- 10.4.1. be responsible for keeping all minutes of meetings of the Board and the Society;
- 10.4.2. be the Public Officer of the Society for the purposes of the Act; and
- 10.4.3. undertake such functions and powers, and in such manner, as delegated and determined by the Board from time to time.
- 10.5 Should any Officer appointed by the Board be temporarily absent, or temporarily incapable of performing his or her duties the Board may appoint a person to act in the position.
- 11. FINANCE AND AUDIT COMMITTEE**
- 11.1 The Board shall appoint a Finance and Audit Sub-Committee of not less than three and not greater than five Board Members.
- 11.1.1. The Board may co-opt external expertise for membership of this Committee.
- 11.2 The functions of the Finance and Audit Committee include:
- 11.2.1. reviewing of annual financial statements of the Society prior to their approval by the Board;
- 11.2.2. liaising with auditors on all matters concerning the conduct and outcome of annual audits of the Society;
- 11.2.3. regular reviewing of the adequacy of accounting, internal auditing, reporting and other financial and operational management systems and practices of the Society; and
- 11.2.4. ensuring compliance with the Rules, the Act and other applicable Laws.
- 12. BOARD AND OFFICER INDEMNITY**
- 12.1 To the extent permitted by applicable laws, the Society:
- 12.1.1. indemnifies every person who is, or has been, an Officer of the Society; and
- 13.1.2. may, by deed, indemnify or agree to indemnify a person who is, or has been, an Officer of the Society, against:
- a) liability incurred by that person, in his or her capacity as such an Officer, to another person (other than the Society) except to the extent that the person is otherwise entitled to be indemnified and is actually indemnified by another person (including, without limitation, an insurer under an insurance policy) provided that the liability does not arise out of conduct involving a lack of good faith; and
- b) a liability for costs and expenses incurred by that person in defending any proceedings (whether civil or criminal) in which judgement is given in that person's favour, or in which that person is acquitted.
- 12.2 To the extent permitted by law, the Society may pay, or agree to pay, a premium in respect of a contract insuring a person who is, or has been, an Officer of the Society against a liability:
- 12.2.1. incurred by that person:
- 12.2.1.1. in his or her capacity as an Officer of the Society;
- 12.2.1.2. in the course of acting in connection with the affairs of the Society; or
- 12.2.1.3. otherwise arising out of the person holding office as an Officer of the Society provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Society; or
- 12.2.2. for costs and expenses incurred by that person in defending proceedings (whether civil or criminal) whatever their outcome.

13. SEAL HOLDERS

- 13.1 The seal holders of the Society will be the President and two other Elected Board Members appointed by the Board and the Secretary.
- 13.2 The common seal of the Society:
- 13.2.1. must be kept in safe custody;
- 13.2.2. must only be affixed by the President and any one of the other seal holders; and
- 13.2.3. must not be affixed to any document unless the Board has given express approval of such use and any such use of the seal is to be ratified by resolution of the Board at its next meeting.

14. MEETINGS AND MINUTES

- 14.1 The Board must meet at least every two months.
- 14.2 Notice of a Board meeting may be given at a previous meeting, by facsimile transmission, by telephone, email or other personal or electronic notification. Twenty-four hours notice is sufficient. Notice given by post is deemed given forty-eight hours after posting.
- 14.3 A quorum of the Board is five Board Members of whom no less than three must be Elected Board Members.
- 14.4 A Board meeting may be conducted at any time when a quorum is present in person, by phone or video conference facility or any other electronic means.
- 14.5 The President (or, in the absence of the President, the Vice-President) will normally preside at all meetings of the Society and the Board, however those present may by resolution of not less than two thirds of the Board Members present elect a Board Member other than the President or Vice-President to preside at that meeting.
- 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 Board Member to preside at that meeting.
- 14.7 Resolutions of the Board will be passed by majority upon a show of hands.
- 14.8 Each Board Member, including the President, has one vote.
- 14.9 In the case of an equality of votes, the President does not have a casting vote and the motion is deemed lost.
- 14.10 The Secretary of the Society must ensure that minutes satisfactory to the Board are kept of all meetings of the Society, the Board and any committees it appoints.

15. ANNUAL, SPECIAL AND PERIODIC MEETINGS OF MEMBERS

- 15.1 The Annual General Meeting of the Society must be held not later than the thirtieth day of November in each year for the purpose of:
- 15.1.1. conducting such elections as are required by these Rules;
- 15.1.2. submitting to the Members the duly audited balance sheet and statement of income and expenditure for the year ending on the preceding 30th of June, together with the Board's relevant report and statement in relation to those accounts and the auditor's report; and
- 15.1.3. any other business.
- At least fourteen days notice of such meeting must be given to each Member.
- 15.2 Upon receiving a written request signed by at least fifty Members of the Society who are eligible to vote, or upon a resolution of the Board, the Secretary must, within twenty-one days after the receipt by him or her of such written request or resolution, issue to Members of the Society a notice of a Special General Meeting of the Society. Such meeting will be held at the time and place specified in the

notice, which time must not be later than twenty-one days after the issue of the notice. The said notice must specify the matter or matters to be considered at the Special General Meeting, and only such matters as are specified in the notice may be considered 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.
- 15.4 If a quorum for an Annual General Meeting and a Special General Meeting is not present within thirty minutes of the scheduled commencement time, the Chair must adjourn the meeting for not less than seven days.
- 15.5 Voting at an Annual General Meeting or a Special General Meeting will be by a show of hands unless a poll is requested by at least twenty five Members who are eligible to vote and who are present in person, or by proxy, at the meeting.
- 15.6 Any Member who is eligible to vote at a meeting of the Society and who is unable to attend such a meeting may appoint a proxy to represent that Member. Such proxy shall be entitled to be heard and vote at a meeting. Notification of appointment of proxy shall be in writing and must:
- 15.6.1. specify the appointor's name and address;
- 15.6.2. specify the Society's name;
- 15.6.3. specify the proxy's name;
- 15.6.4. specify the meeting at which the proxy may be used;
- 15.6.5. specify the manner in which the proxy is to vote in respect of a particular resolution;
- 15.6.6. be signed by the Member, and, in the case of an individual, duly witnessed by two witnesses
- 15.6.7. be accompanied by any power of attorney under which the proxy is signed; and
- 15.6.8. be delivered, together any power of attorney, to the Secretary at least three days prior to the commencement of the meeting at which proxy voting is to be exercised.
- 15.7 A proxy must, in respect of a particular resolution, vote in accordance with the terms of his or her appointment.
- 15.8 A proxy will be revoked by the appointer attending and taking part in the relevant meeting to which the proxy relates.
- 15.9 The Chair may, in his or her absolute discretion, determine:
- 15.9.1. that the appointment of a proxy is valid if it contains only some of the information required under Rule 15.6; and
- 15.9.2. that a proxy has failed to vote in accordance with the directions of his or her appointor in respect of a particular resolution and that vote will be rendered invalid.
- 15.10 In addition to the Annual General Meeting the Board must call at least one general meeting of the Society each year at which reports, papers and communications relating to the objects and achievements of the Society may be presented. Such meeting or meetings (to be known as a 'Periodic Meeting') will be open to all Members of the Society and to such other persons as the Board may determine. These meetings are informative only and no key business will be transacted at these meetings.
- 15.10.1 at least 14 days' notice must be provided to Members of any such Periodic Meeting.
- 15.11 Except as may be expressly provided for under these Rules, or otherwise required under the Act, a resolution put to the vote at a meeting of the Members, for which there is a quorum, is passed if it has been passed by a majority of the votes cast by Members who are eligible to vote at that meeting.

16. ELECTION OF AUDITOR

- 16.1 At each Annual General Meeting the Society must, by resolution, appoint an auditor for the current financial year.
- 16.2 For the purposes of these Rules, each financial year shall commence on the first day of July.

17. SUBSCRIPTIONS AND PAYMENTS

- 17.1 All subscriptions and other monies received by the Society must be deposited in such bank or banks nominated by the Board, after considering advice from the Chief Executive, to the credit of an account or accounts in the name of the Society.
- 17.2 No money may be withdrawn from any such account except in accordance with any rules or procedures set down by the Board from time to time.

18. ALTERATION OF RULES

The Members of the Society who are present at any Annual General Meeting or Special General Meeting of the Society, in person or by proxy, and who are eligible to vote, may, by resolution of no less than two thirds of Members voting at such meeting, add to, vary or delete these Rules or any of them, providing that such action does not cause the Society to be in breach of any obligations under the Act and providing further, that notice specifying the nature of such addition, variation or deletion has been given to all Members of the Society at least fourteen days before the holding of such meeting.

19. DISSOLUTION OF SOCIETY

At a Special General Meeting a resolution of no less than three quarters of Members voting may dissolve the Society provided that twenty-one days written notice has been given to Members of such dissolution provided however that the Society must not be dissolved until such decision has been confirmed by a resolution of no less than three quarters of Members voting at a subsequent meeting of Members, which meeting shall be not less than twenty-one days nor more than forty-two days later.

20. DEFINITIONS

In these Rules, unless the context otherwise requires:

Act means the *Associations Incorporation Act 1985 (SA)*.

Board means the body of persons constituted pursuant to Rule 5.

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

Board Member means an Elected Board Member or a Board Appointed Board Member.

Charter means any Charter adopted by the Board under sub-rule 9.3

Crown means the Crown in right of the State of South Australia.

Elected Board Member means a person elected, or deemed to have been elected, as a member of the Board, and who has taken office, 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.

Member means any member of the Society and '**Membership**' means the status of such members under these Rules.

Officer has the same meaning given in the Act.

Society means the 'Royal Zoological Society of South Australia Incorporated'.

Special Resolution has the same meaning given in the Act.