



Document number:
CONST/2016.01

Revision 8

2 June 2016

CONSTITUTION

of the

Pan-AFRICAN ASSOCIATION of ZOOS and AQUARIA.

(“PAAZA”)



A registered Non-Profit Organisation in South Africa: 034-450-NPO

TABLE OF CONTENTS

VISION	4
MISSION	4
1. DEFINITION AND INTERPRETATION	5
2. NAME	7
3. BODY CORPORATE	8
4. AREA OF OPERATION	8
5. SPECIAL CONDITIONS	8
5.1 Income and Property	8
6. ORGANISATIONAL STRUCTURES	8
6.1 Council	8
6.2 Executive Committee	9
6.2.1 Composition of the Executive Committee (Exec)	9
6.2.2 Executive Director	10
6.2.3 Powers and Functions of the Executive Committee	11
6.2.4 Meetings of the Executive Committee	11
6.2.5 Vacating position as member of the Executive Committee	12
6.2.6 Validity of actions of the Executive Committee	13
7. MEMBERSHIP	13
7.1 Membership Categories	13
7.2 Conditions for Membership	13
7.3 Right of Appeal	14
7.4 List of Members	14
7.5 Duties of Members	14
7.6 Transfer of membership	15
7.7 Expiry of membership	15
7.8 Termination of membership	15
7.9 Right of Appeal	16

8. SERVICE	17
9. REGIONAL CHAPTERS	17
10. ASSOCIATION'S OFFICE	18
11. LIABILITY OF MEMBERS	18
12. SPECIAL COUNCIL MEETINGS	19
13. COUNCIL MEETING (ANNUAL GENERAL MEETING)	19
13.1 General Conditions	20
13.2 Adjournment	21
13.3 Voting	21
13.4 Proxy	23
13.5 Minutes	23
14. ACCOUNTS, BOOKS AND RECORDS OF THE ASSOCIATION	23
15. USE OF LOGOS	24
16. DISSOLUTION	25
17. INTERPRETATION	25
18. AMENDMENT	25
19. BY-LAWS	26
REVISION RECORD	26



VISION

All African Zoos and Aquaria to be effective and credible centers, which inspire and foster care for nature

MISSION

To guide and accredit all African Zoos and Aquaria to become effective and credible centers of animal welfare, conservation, education and research by:

- Growing and supporting membership.
- Effectively implementing PAAZA's Operational Standard (Doc. No. OPSTD-2010.04).
- Effectively implementing PAAZA's Code of Ethics (Doc. No. COE-2016.02).
- Facilitating the professional development of staff and other role players.
- Promoting and facilitating communication, collaboration, interaction and effective advocacy.
- Encouraging appropriate and effective education, research, conservation and preservation programmes.

1. DEFINITIONS AND INTERPRETATION

In this Constitution the following words and expressions shall have the following meanings set opposite them respectively unless the contrary appears:

1.1 Definitions

- 1.1.1 “Africa”** Continental Africa, the islands of the continental shelf of Africa and the islands of Madagascar, Seychelles, Comoros, Mauritius and Reunion.
- 1.1.2 “APP”** African Preservation Programme.
- 1.1.3 “ASB”** African Studbook.
- 1.1.4 “Annual General Meeting”** A meeting of the members of the Association convened annually.
- 1.1.5 “Association”** Or “PAAZA” means the Pan-African Association of Zoos and Aquaria.
- 1.1.6 “By-laws”** The rules and regulations enacted by the Association to provide a framework for its operation and management. (Previously referred to as “Operational Documents”). (Also see Clause 19).
- 1.1.7 “Constitution”** This Constitution of the Association.
- 1.1.8 “Council”** The Institutional and Honorary Members of the Association.
- 1.1.9 “Executive Committee”** Group of Council members appointed to act on behalf of and within the powers granted to them by the Constitution and Council. The Executive Committee has the authority to make decisions and to ensure that these decisions are carried out.
- 1.1.10 “Executive Director”** The official, appointed by the Executive Committee, responsible for the day-to-day running of the Association.
- 1.1.11 “Executive Office”** Support structure for the running of the Association.
- 1.1.12 “Member”** Any institution as represented by the CEO or designated representative or an individual who is eligible for membership in terms of Clause 7 hereof and who pays membership fees.
- 1.1.13 “Office bearers”** Elected Members of the Executive Committee.
- 1.1.14 “Operationally compliant”** Audited and passed the Accreditation and/or Operational Standard of PAAZA, whichever is applicable, as determined by the Executive Committee.
- 1.1.15 “Portfolio”** An area of responsibility assigned to a person or committee by the Executive Committee.
- 1.1.16 “Primary Representative”** The person selected by the Member’s Institution to carry their vote.

- 1.1.17 **“Term of Office”** A term of office is two years.
- 1.1.18 **“WAZA”** World Association of Zoos and Aquaria.
- 1.1.19 **“Zoos and Aquaria”** Permanently sited legal establishments, primarily open to and administered for the visiting public which, in accordance with animal welfare and scientific management principles, living organisms are maintained in ethical conditions and under predominantly *ex situ* circumstances for the foremost and demonstrable purpose of conservation through exhibition, education and research and where the principal business rationale is not the commercial trade in living organisms or their products. The scope of this definition specifically excludes nature reserves, game farms, botanical gardens, plant nurseries, circuses and pet shops.

1.2 Other Definitions/Explanations

- 1.2.1 **Dictionaries: Zoological Gardens** – means an establishment which maintains a collection of wild animals, typically in a park or gardens, for study, conservation or display to the public. Also called a zoological garden , namely a parklike area in which live animals are kept in cages or large enclosures for public exhibition.
- 1.2.2 **SANS10379: 3.12 – institution** – means a zoo or aquarium including reptile park, bird park, insectarium and any combination of these, as defined in Clause 3.24, namely:

“3.24 - zoo and aquarium - permanent legal establishment, primarily open to and administered for the visiting public, for the ethical maintenance and exhibition of living organisms for the demonstrable purposes of education, conservation and research”.
- 1.2.3 **“commercial exhibition facility”** – means a facility, including, but not limited to, a circus, zoological garden, aquarium and travelling exhibition, that keeps specimens of listed threatened or protected species for display or performance purposes, or for the purpose of facilitating any kind of interaction between humans and live specimens of such listed species for commercial purposes.
- 1.2.4 **“commercial purposes”** – means carrying out a restricted activity with the primary purpose of obtaining economic benefit, including profit in cash or kind, and is directed towards exchange for economic use or benefit, or any other form of economic use or benefit.
- 1.2.5 **“kept in captivity”** or **“captive kept”** – means that the animal is or was kept in a controlled environment for a purpose other than (a) transfer or transport; (b) quarantine; or (c) veterinary treatment.
- 1.2.6 **“controlled environment”** means an enclosure –
- 1.2.6.1 that is of insufficient size for a specimen or a group of specimens of a listed threatened or protected species to be self-sustainable;
- 1.2.6.2 that is designed to hold such specimen or specimens in a manner that –
- 1.2.6.2.1 prevents it from escaping; and

1.2.6.2.2 requires intensive or continuous human intervention or manipulation in the form of the provision of;

- food or water, or both;
- artificial housing;
- health care;
- predator or parasite control; or
- a combination of any of the above interventions; and

1.2.6.3 where natural selection does not play a role and may facilitate the intensive breeding or propagation of specimens of a listed, threatened or protected species.

1.2.7 “**days**” – any reference to days in this Constitution means calendar days.

1.3 Interpretations

1.3.1 Any reference to the singular includes the plural and vice versa.

1.3.2 Any reference to the natural person includes legal persons and vice versa.

1.3.3 Any reference to a gender includes the other gender.

1.3.4 If any definition contains a substantive provision conferring rights or imposing obligations on any party, effect shall be given to it as if it were a substantive provision in the body of this Constitution, notwithstanding that it is only in the definition clause.

1.3.5 The clause headings in this Constitution have been inserted for convenience only and shall not be taken into account in its interpretation.

1.3.6 Words and expressions defined in any sub-clause shall, for the purpose of the clause of which that sub-clause forms part, bear the meaning assigned to such words and expressions in that sub-clause.

1.3.7 If any dispute, difference or question shall at any time arise resulting from the provisions of this Constitution the same shall be referred for arbitration by a person to be agreed upon by the parties or, failing agreement, to be nominated by the Executive Committee. All arbitration meetings will be held in Gauteng. All other matters pertaining to arbitration will be dealt with in compliance with the Arbitration Act No. 42 of 1965, as amended.

1.3.8 The official language of the Association will be English.

2. NAME

2.1 The name of the Association is **Pan-African Association of Zoos and Aquaria.**

2.2 The abbreviated name of the Association is **PAAZA.**

2.3 The Association shall be entitled to change its name, in accordance with the provisions of this Constitution relating to the amendment of any of its provisions.

3. BODY CORPORATE

The Association shall:

- 3.1 Exist in its own right, separately from its Members.
- 3.2 Continue to exist, even when its membership changes and there are different office bearers.
- 3.3 Be able to own property and other possessions.
- 3.4 Be able to sue and be sued in its own name.

4. AREA OF OPERATION

- 4.1 The area of operation of the Association comprises Africa, as defined.

5. SPECIAL CONDITIONS

5.1 Income and Property

- 5.1.1 The income and property of the Association shall be applied solely towards the promotion of its objectives and no portion thereof shall be paid or transferred, directly or indirectly, to the Members (including office bearers) of the Association, provided that nothing herein contained shall prevent the payment of reasonable remuneration to an office bearer or employee of the Association or for compensation to a Member for any service actually rendered to the Association or for properly approved and reasonable expenses related to the Association.
- 5.1.2 Should the Association be dissolved, any assets remaining after all liabilities have been met must be transferred to another NPO having similar objectives.
- 5.1.3 No Member or office bearer will become liable for any of the obligations and liabilities of the Association solely by virtue of their status as Members or office bearers of the Association.

6. ORGANISATIONAL STRUCTURES

6.1 Council

6.1.1. General

- 6.1.1.1 Council is composed of the Institutional and Honorary Members of the Association.
- 6.1.1.2 The Council shall have the power to approve the general policy of the Association.
- 6.1.1.3 Council elects the Executive Committee Members of the Association.
- 6.1.1.4 Council may remove an Executive Committee Member by majority vote.

- 6.1.1.5 Only Council Members who are Operationally and Financially compliant, including being in good standing, may vote.

6.1.2 Objectives of the Association.

- 6.1.2.1 To co-ordinate, represent and promote the interests of Zoological Gardens and Aquaria at National and International levels.
- 6.1.2.2 To deliberate with other associations, institutes or institutions and to act jointly in matters that may promote the purpose of the Association.
- 6.1.2.3 To hold meetings and congresses, separately or jointly, with other associations, institutes and institutions with reconcilable aims to promote the objects of the Association and matters incidental thereto.
- 6.1.2.4 To undertake and execute any task entrusted to the Association conducive to its objectives.
- 6.1.2.5 In general, to do all such things and perform all such acts as the Association may deem expedient in the interests of its Members which are not calculated to hinder the attainment of the objects of any law or are unreasonable in relation to the Members or public.

6.1.3 Powers

The Association shall have the following powers:

- 6.1.3.1 To purchase or acquire any movable or immovable property, with the consent of the majority of the Council of the Association.
- 6.1.3.2 To invest and apply money in any manner that is in the interest of the Association.
- 6.1.3.3 To open and operate a banking account.
- 6.1.3.4 To remunerate any person or persons for services rendered to the Association.
- 6.1.3.5 To make donations for the purpose of promoting and financing the objectives of the Association.
- 6.1.3.6 To make donations to any company or association with objectives similar to those of the Association, only with the consent of the majority of the Council.
- 6.1.3.7 To appoint officers and employees for the execution of its powers/functions.
- 6.1.3.8 To admit to membership Regional or National Chapters or Societies of the Association subject to and in the manner set out in this Constitution.

6.2 Executive Committee

6.2.1 Composition of the Executive Committee (Exec)

- 6.2.1.1. The Executive Committee must comprise of at least 4 (four) but not more than 6 (six) voting Members, excluding the immediate Past-Chairperson.

- 6.2.1.2. Executive Committee Members are elected from Council, by Council.
- 6.2.1.3. Only the Primary representative of an Institutional Member in good standing can serve on the Executive Committee.
- 6.2.1.4. To be “in good standing”, an Institutional Member must be financially compliant, for example, its membership fees are paid up and be operationally compliant.
- 6.2.1.5. The Chairperson of the Association shall be elected by the Executive Committee Members from amongst the currently serving Executive Committee Members who have served at least 2 (two) previous Terms of Office.
- 6.2.1.6. The Chairperson shall have a Term of Office of 2 (two) years and may be re-elected for a further 1 (one) consecutive term only.
- 6.2.1.7. The retiring Chairperson shall serve as Past-Chairperson for 1 (one) year during which time he will serve in an advisory capacity and not have a vote on the Executive Committee.
- 6.2.1.8. A full Term of Office 2 (two) years must lapse before the immediate Past-Chairperson may be re-elected to the Chair of the Association.
- 6.2.1.9. The Term of Office of the incoming Chairperson and other Executive Committee Members commences immediately after the closing of the Annual General Meeting (AGM) during which they were elected.
- 6.2.1.10. Should the Chairperson be unable to complete his Term of Office (for whatever reason), the Vice-Chairperson will assume the role of Chairperson until the next AGM.
- 6.2.1.11. The Vice-Chairperson is elected by the Executive from amongst the currently serving Executive Committee Members who have served at least 1 (one) previous Term of Office.
- 6.2.1.12. The Executive Committee can, at their discretion, co-opt additional Executive Committee Members.
- 6.2.1.13. Co-opted Members may not exceed 3 (three) at any one time.
- 6.2.1.14. Co-opted Members do not have a vote and do not necessarily need to be members of PAAZA.
- 6.2.1.15. Executive Committee Members are elected for a Term of Office, namely for 2 (two) years and maybe re-elected for any subsequent Term(s) of Office.

6.2.2 Executive Director

- 6.2.2.1. The Executive Director is appointed by the Executive Committee.
- 6.2.2.2. The Executive Director does not have a Council or Executive vote.
- 6.2.2.3. The duties of the Executive Director are determined by the Executive Committee and such duties include the day-to-day operations of the Association.

6.2.2.4. The Executive Director reports to the Chairperson.

6.2.3 Powers and Functions of the Executive Committee

To exercise all powers and take such steps and make such decisions as may be necessary or desirable for attaining the objectives of the Association which include, but is not limited to:

- 6.2.3.1 Growing and supporting membership by, for example, establishing Regional Chapters to promote participation within Africa.
- 6.2.3.2 Communicating and implementing the By-laws by means of, for example, Roadshows, Inspection audits, ISIS and Quality Assurance portfolio.
- 6.2.3.3 Facilitating the professional development of staff and other role players via its Portfolio structures.
- 6.2.3.4 Promoting and facilitating Member communication, collaboration, interaction and effective advocacy by means of, for example, the AGM, Website and other reasonable means of communication.
- 6.2.3.5 Encouraging appropriate and effective education, visitor experience, research, conservation and preservation programmes through its Portfolios dealing with, for example, Population Sustainability, African Preservation Programmes (APP), African Studbooks (ASB), Conservation, Training, Visitor Experience and Education, Research and Veterinary.
- 6.2.3.6 Where necessary, to enter into Memoranda of Agreement, after Council's approval, and Memoranda of Understanding with relevant role players.
- 6.2.3.7 Manage, create and dissolve Portfolios by, for example, appointing Portfolio chairpersons, determining the Portfolio terms of reference, etc.
- 6.2.3.8 Liaise with National and Provincial legislative departments.
- 6.2.3.9 Represent the Association at National, Regional and International forums

6.2.4 Meetings of the Executive Committee

- 6.2.4.1. Only the Chairperson or, in his absence, the Vice-Chairperson, can act as Chairperson of an Executive Committee Meeting.
- 6.2.4.2. The Executive Committee shall meet at least twice a year, but as often as may be necessary and shall determine the manner in which meetings of the Executive Committee are convened and the proceedings to be followed at such meetings, provided that:
 - 6.2.4.2.1 The Chairperson, at the written request of any 3 (three) Members of the Executive Committee, shall convene a meeting of the Executive Committee within 60 (sixty) calendar days.
 - 6.2.4.2.2 A quorum for a meeting of the Executive Committee, including the Chairperson or the Vice-Chairperson shall be:

- In the event of the Executive Committee consisting of 4 (four) Members, the quorum will be 3 (three) Members.
- In the event of the Executive Committee consisting of 5 (five) Members, the quorum will be 4 (four) Members.
- In the event of the Executive Committee consisting of 6 (six) Members, the quorum will be 5 (five) Members.

6.2.4.2.3 Subject to the provisions of this Constitution every resolution of the Executive Committee shall be passed by a majority of 50% (fifty percent) plus 1 (one) of the Executive Committee members present when such resolution is taken.

6.2.4.3. Every Member of the Executive Committee shall have 1 (one) vote and, in the event of an equality in votes, the Chairperson shall have a second or casting vote in addition to his deliberate vote.

6.2.5 Vacating position as Member of the Executive Committee

6.2.5.1. A Member of the Executive Committee will remain in office until his successor has been designated provided that, where a Member resigned, a vacancy shall arise as from the date stipulated in his written notice of resignation or in the absence of such stipulation, immediately on the date of receipt of such notice by the Chairperson of the Association.

6.2.5.2. A Member who has resigned from the Executive Committee may be re-elected according to the election rules.

6.2.5.3. A Member of the Executive Committee shall immediately vacate his office when any of the following applies:

6.2.5.3.1 He is no longer the primary representative of an Institutional Member for whatever reason.

6.2.5.3.2 His Institution's membership is suspended, terminated or cancelled.

6.2.5.3.3 He is suspended or terminated by his Institution, for whatever reason.

6.2.5.3.4 He becomes insolvent.

6.2.5.3.5 He is declared insane.

6.2.5.3.6 He is found guilty of an offence of which dishonesty is an element.

6.2.5.3.7 He is sentenced to imprisonment without the option of a fine.

6.2.5.3.8 He has failed to attend 3 (three) consecutive meetings of the Executive Committee.

6.2.5.3.9 He is found guilty of serious misconduct.

6.2.6 Validity of actions of the Executive Committee

- 6.2.6.1. The Executive Committee is not intended as a substitute for Council, but as an extension thereof to take appropriate action where necessary and where it is not practicable or convenient to convene a meeting of the Council.
- 6.2.6.2. Whenever a meeting of the Council is not in session, the Executive Committee shall have and may exercise, subject to applicable laws and subject to such direction, if any, as may be made by Council, all the powers and discretions of Council.
- 6.2.6.3. The Executive Committee shall have no authority to approve the annual capital budget of the Association. All expenditures authorized by the Executive Committee shall be consistent with the general strategic direction and objectives of the Association.
- 6.2.6.4. Council may request any such additional duties of the Executive Committee as it may determine from time to time.
- 6.2.6.5. Any approval given by the Executive Committee within its authority shall be binding upon the Association as though approved by Council. All actions by the Executive Committee shall be reported to Council at each regularly scheduled AGM.
- 6.2.6.6. All rules or amendments thereof by the Executive Committee, shall be submitted to Council Members for information not later than the date of the forthcoming Annual General Meeting.

7. MEMBERSHIP

7.1 Membership Categories

- 7.1.1 Any legal entity or individual may apply for membership of the Association. Specific membership requirements and categories are set out in the By-laws of the Association.

7.2 Conditions for Membership

- 7.2.1. Applications for membership must be completed and returned to the Executive Office of the Association. The exact requirements and process to follow is determined by the membership category.
- 7.2.2. An undertaking signed by the applicant to abide by this Constitution and the By-laws is required.
- 7.2.3. No institution, society or company, of which the serving Chief Executive Officer has been found guilty of an offence related to the illegal acquisition, traffic or maintenance of any species shall be eligible for membership of the Association.
- 7.2.4. No Individual who has been found guilty of an offence related to the illegal acquisition, traffic or maintenance of species shall be eligible for membership of the Association.
- 7.2.5. Should it become known, at any time, prior to or after the admission of an Applicant as a Member that such Applicant applied or was admitted on false pretext or due to an error or oversight concerning his identity or qualifications in terms of this Clause 7, the Executive Committee has the authority to reject such application or to declare such admission null and void. If admitted as a Member, such a person shall no longer be a Member of the

Association and shall have no claim for damages or the repayment of subscription fees against the Association, although the Executive Committee, in its sole discretion, may grant an *ex gratia* refund of such monies as it deems appropriate and any action that may have been taken by such Applicant on behalf of the Association may, in the discretion of the Executive Committee, need to be ratified or may be declared null and void.

7.2.6. Subject to the provisions of this Constitution, the Executive Committee's decision, with regard to the admission of an applicant, shall be final.

7.2.7. The outcome of a membership application will be communicated timeously to the Applicant by the Executive Office.

7.3 Right of Appeal

7.3.1. Any Applicant denied membership may appeal in writing to the Chairperson against this decision, within 21 (twenty-one) calendar days after notice of the decision of the Executive Office has been delivered or e-mailed to him at his registered or home address.

7.3.2. Written notice of the appeal, setting out the grounds thereof, shall be delivered or e-mailed to the Chairperson of the Association who shall include it in the Agenda of the next Annual General Meeting.

7.3.3. The decision of Council with regard to the appeal shall be final and binding.

7.4 List of Members

7.4.1 The Executive Office shall keep an up to date database of Members. All data bases remain the confidential property of the Association.

7.5 Duties of Members

A Member shall be obliged to:

7.5.1. On or before the first day of April of each calendar year, pay the annual membership fee which the Association will determine from time to time; and

7.5.2. Advise the Executive Office as soon as possible of any change of its business address; and

7.5.3. Maintain a high standard of animal husbandry with an established programme of preventative and curative care; and

7.5.4. Become actively involved in conservation activities both nationally and internationally; and

7.5.5. Participate, where applicable, in co-ordinated species management programmes, especially of threatened species at national and/or international levels; and

7.5.6. Contribute to the advancement of biological knowledge of the species held and, where practical, to undertake relevant research and to disseminate information thus acquired; and

7.5.7. Promote the spirit of and uphold international treaty obligations and to comply with national legislation regarding the acquisition, transport, import, export, re-export and relocation of animals and plants; and

- 7.5.8. Provide promptly a collection plan held at or owned by the Zoos and Aquaria and/or on their facilities, as the Council or their designated representative may justifiably require; and
- 7.5.9. Provide, as far as is possible, educational programmes and facilities so as to ensure that the animals and plants on display should be correctly named and relevant information be provided, especially in respect of Studbooks and APP's; and
- 7.5.10. Refrain from any public announcements, supply any information or communications about membership or matters pertaining to the Association without the prior written consent of the Executive Director; and
- 7.5.11. Abide by this Constitution and the defined By-laws as may be drawn up and/or endorsed by Council from time to time; and
- 7.5.12. Attend at least 1 (one) in 2 (two) Council Meetings.

7.6 Transfer of membership

- 7.6.1 Membership of the Association is not transferable.

7.7 Expiry of membership

- 7.7.1. Membership of the Association shall expire:
 - 7.7.1.1. Against liquidation of a Member;
 - 7.7.1.2. On receipt by the Executive Office of a written resignation;
 - 7.7.1.3. If annual membership fees have not been paid by the first day of April of each calendar year, provided that the Executive Committee may suspend this provision, at the written request of such Member and with due regard to the prevailing circumstances;
- 7.7.2. A Member whose membership has expired may, on written application, be re-admitted by the Executive Committee subject to such conditions as the Executive Committee may determine.

7.8 Termination of membership

- 7.8.1. The Executive Committee, in compliance with Clause 7.8.2 below, may, on a majority vote of two-thirds, terminate the membership of a Member who in the opinion of the Executive Committee:
 - 7.8.1.1 No longer satisfies the requirements of membership;
 - 7.8.1.2 Is guilty of or has been guilty of unprofessional conduct, misconduct or conduct which is detrimental to the Association.
- 7.8.2. For purposes of this Clause, a Member of the Association is guilty of misconduct in the event of, for example:
 - 7.8.2.1 Contravention of any local legislation; or

- 7.8.2.2 Failure to pay the required membership fee for a current year and after due notice has been given; or
 - 7.8.2.3 Any conduct which may objectively be offensive to any Member or categories of Members or the management of the Association; or
 - 7.8.2.4 Failure of Institutional Members to attend 1 (one) in 2 (two) Council Meetings; or
 - 7.8.2.5 Any conduct that does not benefit a Member of the Association and which is detrimental to the Association itself or its interests and/or objects, or acts in any such way towards a guest or official of the Association, which may, in the discretion of the Executive Committee, be deemed to be inappropriate behaviour and/or unethical; or
 - 7.8.2.6 The awarding of any criminal judgement against the Member; or
 - 7.8.2.7 Restraint of participation with any recognised International Association; or
 - 7.8.2.8 Non-compliance with this Constitution and the defined By-laws.
- 7.8.3. Conduct such as contemplated in Clause 7.8.2 above, may, as an alternative to terminating membership and having due regard for the prevailing circumstances, lead to a request by the Executive Committee to the Member to resign, failing which, the Executive Committee may, with immediate effect, suspend the membership of the said Member, pending a decision of Council.
- 7.8.4. Dependent upon the prevailing circumstances, the Executive Committee may, as a sanction for misconduct as specified heretofor, temporarily suspend a Member and/or issue a written warning.
- 7.8.5. Dependent upon the prevailing circumstances, the Executive Committee may temporarily suspend a Member pending the finalisation of an investigation into suspected misconduct of a Member.

7.9 Right of Appeal

- 7.9.1. Any Member of the Association dealt with in terms of Clause 7.8. hereof, has the right to appeal within 21 (twenty-one) calendar days after such notice of the decision has been delivered or e-mailed to him at his registered or home address. Such appeal will be dealt with at the next Annual General Meeting of the Association.
- 7.9.2. Written notice of the appeal, setting out the grounds thereof, shall be delivered to the Chairperson of the Association by the aggrieved Member.
- 7.9.3. Such notice of appeal does not suspend the implementation of the decision taken in terms of Clause 7.8 until the result of the appeal is known and such aggrieved Member shall not be entitled to attend such Annual General Meeting or to address the said meeting unless authorised thereto in writing by the Executive Committee.
- 7.9.4. The decision of the Annual General Meeting with regard to the appeal shall be final and binding.

8. SERVICE

- 8.1 Any notice, which has to be given to a Member in accordance with the provisions of this Constitution, shall:
- 8.1.1 Be addressed to the address of Members as reflected in the register of Members;
 - 8.1.2 Be signed by the Secretariat (or any other person as the Chairperson may determine) or dispatched in the name of the Chairperson or that other person.
- 8.2 A notice referred to in Clause 8.1 given by mail shall, unless the contrary is proved, be deemed to have been received on the 21st (twenty first) calendar day following the day of posting of such notice.
- 8.3 A notice referred to in Clause 8.1 given by e-mail, web-based or facsimile (fax) transmission shall, unless the contrary is proved, be deemed to have been received on the day following the date of transmission.

9. REGIONAL CHAPTERS

Consideration will be given to the establishment and acceptance of Regional or National Chapters of the Association where:

- 9.1. Three or more Institutional Members of the Association in a particular Country or geographical region come together for their mutual benefit and for the greater benefit of the Association.
- 9.2 Application needs to be made by these Members for acceptance as a Regional or National Chapter to the Executive Director for approval by the Executive Committee of the Association.
- 9.3 No grouping smaller than a Regional or National Chapter will be permitted.
- 9.4 The Regional or National Chapters shall comply and uphold the Constitution and By-laws of PAAZA.
- 9.5 Any additions to the Constitution and By-laws in order to better assist the Regional or National Chapters, shall be submitted to the Executive Director for approval by the Executive Committee. Any proposed additions shall not apply until such time as the proposed additions are approved by the Executive Committee.
- 9.6 The provisions of this Association's Constitution and By-laws shall override those of the Regional or National Chapter notwithstanding the fact that the Regional or National Chapter's Constitution and/or By-laws may have previously been approved.
- 9.7 The Regional or National Chapter is a legal persona with the capacity to sue and be sued in its own name and, furthermore, to acquire assets in its own name and shall be a legal person distinct from its members and from this Association and having *locus standi* to institute and defend proceedings.
- 9.8 The Constitution of the said Regional or National Chapter shall furthermore contain a clause substantially in accordance with Clause 16 of the Association's Constitution relating to dissolution.
- 9.9 The Regional or National Chapter will report directly to the Executive Committee of PAAZA.

- 9.10 PAAZA will not be held legally or otherwise responsible or liable or accountable for the actions and/or activities of any Regional or National Chapter.

10. ASSOCIATION'S OFFICE

- 10.1. The Association's Office is responsible for the day-to-day operations of the Association.
- 10.2. The Association's Office is headed by the Executive Director and is an extension of the Executive Committee.
- 10.3. The Association's Office shall be situated at such address as the Executive Committee may, from time to time, determine.

11. LIABILITY OF MEMBERS

- 11.1. The liability of Members is restricted to the maximum payment of the unpaid subscription fees for that particular year.
- 11.2. No Member shall have any claim against any person, whomsoever or whatsoever, arising from any *bone fide* ruling or other decision of the Association or any Executive Committee or official of the Association.
- 11.3. The Association, hereby, indemnifies its employees, officials and functionaries against any loss arising from any *bone fide* act or omission for which any person is responsible which is done, or not done, in the course and scope of such person's involvement with the Association.
- 11.4. Each Member of the Association, by accepting membership, indemnifies the Association, and is indemnified by the Association, as set forth above, against any loss arising from a claim against the Association or such other persons brought by such Member or any Member or officer or functionary of such Member.
- 11.5. Members of any committees of the Association and officers or functionaries of the Association shall not be liable for:
- 11.5.1 Any act, derelict, neglect or default of any other such Member, official or functionary;
or
- 11.5.2 Any loss or expense or damage occasioned to the Association through any insufficiency or deficiency of title in or to any property acquired or used by the Association; or
- 11.5.3 Any loss or expense or damage occasioned to the Association through any insufficiency or deficiency in the surety obtained for any monies invested by the Association or arising from bankruptcy, insolvency, default or tortuous act of any person with whom monies, securities, effects or other assets shall have been deposited, arising from any error of judgement, omission, default or oversight on the part of such person.
- 11.6. The provisions of this clause above shall not operate to exempt any person from liability for gross negligence, *male fides* or dishonesty or arising from a contract or conduct that was not based on a *bona fide* arms-length transaction.

12. SPECIAL COUNCIL MEETINGS

- 12.1 All Special Council Meetings are to be closed meetings to be attended by Council Members only.
- 12.2 The Council may, however in its discretion, request any other person, whether a Member of the Association or not, to attend a Special Council Meeting or part of the meeting in order to assist in its deliberations.
- 12.3 A Special Council Meeting may be convened by the Executive Committee in its own discretion or upon the receipt of written requests signed by no less than 20% (twenty percent) of Council Members.
- 12.4 The Special Council Meeting shall be convened within 60 (sixty) calendar days after receipt of the said request or said decision to that effect.
- 12.5 Notice of Special Council Meetings and the agenda applicable shall be forwarded to all Members at least 30 (thirty) calendar days prior to the date of the meeting via e-mail. The terms of any resolution, considered by the Chairperson as significant, to be proposed for consideration should be included in this notification.
- 12.6 Clear details of the motivation for the Special Council Meeting and of the motion/motions to be presented must be submitted with the request or decision.
- 12.7 When a Special Council Meeting is called, no items other than that stated in the agenda shall be discussed or transacted.
- 12.8 The venue and time will be determined by the Chairperson.
- 12.9 A quorum for any Special Council Meeting shall be 33% (thirty three percent) of Council Members.
- 12.10 Should a quorum not be present within 20 (twenty) minutes after the starting time of the meeting, the meeting shall adjourn and re-convene 40 (fourty) minutes later at the same venue. Should the required quorum not be present at the re-convened Meeting, the Council Members present shall constitute a quorum.
- 12.11 Should a Council Member not be able to attend a Special Council Meeting, the Member shall be entitled to appoint a proxy.
- 12.12 A proxy will be counted when determining the quorum for such a meeting.
- 12.13 The Chairperson of the Association or, in his absence, the Vice-Chairperson shall act as the Chairperson at a Special Council Meeting.
- 12.14 In the event that neither of the above is present, the assembled Council Members shall elect a Chairperson from the Executive Committee Members present.
- 12.15 Voting shall take place in accordance with Clause 13 hereof.

13. COUNCIL MEETING (ANNUAL GENERAL MEETING)

- 13.1 The Council of the Association shall meet at least once a year during the Annual General Meeting of the Association.

- 13.2 All Council Meetings are to be closed meetings to be attended by legally current voting Council members only.

13.1 General Conditions

- 13.1.1 The Council may, however in its discretion, request any other person, whether a Member of the Association or not, to attend a Council Meeting or part of a Council Meeting to assist in its deliberations.
- 13.1.2 An Annual General Meeting shall be held at a convenient venue and date, between March and September, determined by the Executive Committee.
- 13.1.3 Notice of an Annual General Meeting shall be given to all Association Members at least 90 (ninety) calendar days prior to the date of the Meeting via email and on the PAAZA website.
- 13.1.4 The applicable agenda shall be forwarded to all Members 30 (thirty) calendar days prior to the date of the meeting via e-mail and on the PAAZA website. The terms of any resolution, considered by the Chairperson as significant, to be proposed for consideration should be included in this notification.
- 13.1.5 A quorum at the Annual General Meeting shall be 33% (thirty three percent) of the Council membership.
- 13.1.6 Should a quorum not be present within 20 (twenty) minutes after the starting time of the Meeting, the Meeting shall adjourn and re-convene 40 (fourty) minutes later at the same venue. Should the required quorum not be present at the re-convened Meeting, the Council Members present shall constitute a quorum.
- 13.1.7 Should a Council Member not be able to attend a General Meeting, the Member shall be entitled to appoint a proxy in terms of this Constitution.
- 13.1.8 A proxy will be counted when determining the quorum.
- 13.1.9 The Chairperson of the Association or, in his absence, the Vice-Chairperson shall act as the Chairperson at a Council Meeting.
- 13.1.10 In the event that neither of the above are present, the assembled Council Members shall elect a Chairperson from the Executive Committee Members present.
- 13.1.11 At the Annual General Meeting the items on the agenda shall include:
- 13.1.11.1 Presentation of Chairperson's report;
 - 13.1.11.2 Presentation of Executive Director's Report;
 - 13.1.11.3 Presentation of the audited annual financial statements for the previous financial year;
 - 13.1.11.4 Presentation of the income statement of the current financial year against budget;
 - 13.1.11.5 Presentation of the budget for the following financial year;

13.1.11.6 The election of the required Executive Committee Members; and

13.1.11.7 Any other items authorised by the Executive Committee.

13.1.12 In addition to the agenda to be discussed at the Annual General Meeting there may also be, at the discretion of the host and in collaboration with the Executive Committee, a conference, workshops and excursions.

13.1.13 Notices of motions to be moved at or items to be included on the agenda of the Annual General Meeting, other than those involving an alteration of the Constitution, shall be sent to the Executive Director at least 60 (sixty) calendar days before the meeting.

13.1.14 An Annual General Meeting will only be conducted in a country allowing entry to all Institutional Members.

13.1.15 Voting shall be in accordance with Clause 13.3 below.

13.2 Adjournment

13.2.1 The Chairperson of a Council Meeting and Special Council Meeting of the Association may, with the consent of the Members present, adjourn a meeting at which a quorum is present and shall, if the meeting so decides, adjourn such a meeting from time to time and to a specific date and venue.

13.2.2 When a meeting is adjourned in accordance with Clause 13.2.1:

13.2.2.1 The provisions of the Constitution shall be applicable to the necessary changes.

13.2.2.2 No business other than that not finalized shall be discussed at such a meeting.

13.2.3 When a meeting is adjourned for a period longer than 10 (ten) calendar days:

13.2.3.1 Notice of such adjourned meeting shall be given in the same manner as the meeting contemplated in Clause 13.1, save for, possibly, non-compliance with the time periods in Clause 13.1.

13.2.3.2 Notice of only the unfinished matters shall be given in such notice.

13.3 Voting

13.3.1 At an Executive Committee meeting every Member has only one vote. The exception is a co-opted member who has no voting rights.

13.3.2 At all meetings, except at Executive Committee Meetings, each Institutional Member has the right to 1 (one) vote.

13.3.3 At all meetings, each Honorary Member has the right to 1 (one) vote.

13.3.4 At all meetings, only Institutional Members have the right to vote.

13.3.5 When a matter is brought to the vote at any meeting, every Member shall, subject to the provisions of this Clause, have one vote and in the event of an equality of

votes, the Chairperson of the meeting shall have a second and casting vote in addition to his deliberative vote.

- 13.3.6 Every resolution of the Association, such as at the Annual General Meeting or Special Council meeting, shall, save as otherwise provided for herein, be adopted by a majority of two-thirds, including proxies of the votes held by Members present.
- 13.3.7 Voting shall take place by, for example, a show of hands or electronic ballot or secret ballot.
- 13.3.8 When voting takes place at a meeting, the Chairperson of the meeting shall designate a Member or Members to act as scrutinizers and a result of such voting shall be announced immediately.
- 13.3.9 In the case of electronic ballot, verification shall be by date and time stamped records.
- 13.3.10 A vote recorded by a Member shall be valid unless the Chairperson out of his own motion or in consequence of an objection by a Member present at such meeting, declares such vote void.
- 13.3.11 The Chairperson may rule that voting shall take place by way of a secret ballot.
- 13.3.12 When a secret ballot is directed, a ballot paper shall be handed to every Member who qualifies to vote and is present who shall then indicate whether or not he votes in favour of a matter thereafter the Chairperson shall designate two Members to determine the result of the ballot.
- 13.3.13 Subject to the provisions of this Constitution, the Executive Committee may, and shall if at least 20% (twenty percent) of the Members present at any meeting of the Association so request, cause postal or electronic voting to take place on an issue falling within the objects of the Association.
- 13.3.14 When postal or e-mail or web-based voting takes place, every Member of the Association entitled to vote shall be furnished with a ballot paper or e-mail ballot form or web-based form respectively;
 - 13.3.14.1 in which the proposal is set out;
 - 13.3.14.2 on which the Member may indicate whether or not he supports such matter or whether he abstains from voting;
 - 13.3.14.3 specifying the period, which shall not be less than 30 (thirty) calendar days after the dispatch of such request to vote, within which such recorded vote must reach the Secretariat or person designated by the Executive Committee;
 - 13.3.14.4 specifying the address to which and the manner in which the recorded vote shall be dispatched.
- 13.3.15 The Chairperson shall designate two Members of the Council, who are not members of the Executive Committee, to take receipt of the ballot papers received by the Secretariat or designate, to count the ballot papers, determine a result and to confirm such result to the Executive Committee in writing.

- 13.3.16 Any resolution adopted in accordance with the provisions of this Clause shall have the same effect as a resolution adopted at an Annual General Meeting or Special Meeting of the Association.

13.4 Proxy

- 13.4.1 Should a Council Member be unable to attend a scheduled Meeting the Member shall be entitled to appoint a proxy to act and speak on its behalf.
- 13.4.2 The appointment of a proxy must be in writing to the individual who will be acting as proxy, with a copy to be sent to the Executive Director of the Association.
- 13.4.3 Only Institutional Members may act as proxy for Institutional and Honorary Members.
- 13.4.4 An Institutional Member may choose only one proxy to act in his stead for each of the resolutions to be passed.
- 13.4.5 An Institutional Member shall not be allowed to act as proxy for more than two other Institutional Members.
- 13.4.6 No Institutional Member whose voting powers have been suspended, for example, due to its membership having been suspended, may carry a proxy.
- 13.4.7 Proxy voting shall be in accordance with Clause 13 above.

13.5 Minutes

- 13.5.1 The Executive Office shall keep the minutes of any meeting of the Association and any such minutes, after being adopted by a majority of the Members present at a subsequent meeting and signed by the Chairperson of such meeting, shall be regarded as an accurate version of the proceedings of such meeting unless the contrary is proved.

14. ACCOUNTS, BOOKS AND RECORDS OF THE ASSOCIATION

14.1 General

- 14.1.1 The Executive Committee shall cause accurate accounting records and financial statements of the Association's revenue and expenditure and assets and liabilities to be kept.
- 14.1.2 The accounting records and financial statements, register of members, records, books and documents of the Association shall be kept at the registered office of the Association or any such place as the Executive Committee may determine.
- 14.1.3 All such records will be the responsibility of the appointed Executive Director
- 14.1.4 All commitments made by the Executive Committee must fall within the budget for the current year as approved at the Annual General Meeting.
- 14.1.5 A member of the current Executive Committee shall be appointed by the current Executive Committee as the Financial Officer.

14.2 Annual Financial Statements

- 14.2.1 The Executive Committee shall cause the annual financial statements of the preceding financial year to be drawn up, audited and approved at an Annual General Meeting.
- 14.2.2 The financial statements shall be presented to the Council and invited members of the Association on the date of the Annual General Meeting.
- 14.2.3 For the purpose of Clause 14.2.1 “financial year” shall mean the period from the 1st of January to the 31st of December of a year.
- 14.2.4 Financial records and reports shall be aligned to the Non-profit Organisations Act, 1997(Act No 71 of 1997) and the PAAZA financial policy as approved by the Executive Committee.

14.3 Subscription and Fees

- 14.3.1 The annual subscriptions for existing Members for a calendar year fall due on the first day of February of each calendar year and same must be paid by no later than the first day of April of such calendar year for a Member to be eligible to vote at the AGM.
- 14.3.2 The amount of the annual subscription is fixed and shall be reviewed annually by the Executive Committee and approved by Council.
- 14.3.3 Membership fees shall be calculated in the equivalent of U.S. dollars.
- 14.3.4 No new membership shall be effective until the application has been accepted/approved, namely the application process having been completed, the final approval/acceptance by the Executive Committee having been made and the first subscription fees having been paid.
- 14.3.5 Membership shall be deemed to have lapsed should the annual subscription fees not been paid by 1 April of the calendar year in which it was due. Where membership had lapsed due to the non-payment of a Member’s annual subscription fees, an application for re-admittance will have to be submitted by such Member to the Executive Committee for approval.

15. USE OF LOGOS

- 15.1 The use of the Logo of the Association or the words “Member of the Pan-African Association of Zoos and Aquaria” or “Member of PAAZA” on letterheads and other stationery is only permitted by legally constituted Institutional and Honorary Members and Conservation Partners.
- 15.2 The logo and/or words used on letterheads and other stationery must be in accordance with the norms, from time to time, determined by the Association.
- 15.3 Any Member found in contravention of the terms of Clause 15.1 or 15.2 above may be subject to disciplinary action contemplated in Clause 7.8 hereof.

16. DISSOLUTION

- 16.1 The Association shall not be dissolved except by a resolution passed by a majority of two-thirds of all Members at a Council Meeting or Special Council Meeting called for such purpose.
- 16.2 If a resolution for the winding-up of the Association has been passed or if, for any reason, the Association is unable to continue to function the following shall apply:
- 16.2.1 The last elected Chairperson of the Association or, if he is not available, the available Members of the last elected Executive Committee shall forthwith transmit to the Members of the Association a statement, signed by the Chairperson or Executive Committee, setting forth the resolution adopted or the reasons for the Association's inability to continue to function, as the case may be, and the available members of the Association's last elected Executive Committee shall appoint a liquidator to carry out the winding-up. The liquidator shall not be a Member of the Association and shall be paid such fees as may be agreed upon between him and the said members of the Association's last elected Executive Committee.
- 16.2.2 The liquidator so appointed shall call upon the last elected office bearers of the Association to deliver to him the Association's books of accounts showing the Association's assets and liabilities together with a list of its Members. The liquidator shall also call upon the said office bearers to hand over to him all unexpended funds of the Association and to deliver to him the Association's assets and documents necessary in order to liquidate.
- 16.2.3 The liquidator shall take the necessary steps to liquidate the debts of the Association from its unexpended funds and any other monies realized from any assets of the Association and, if the said funds and monies are insufficient to pay all creditors after the liquidator's fees and the expense of winding-up have been met, creditors shall be paid in the same sequence as that prescribed in any law, for the time being in force, relating to the distribution of assets of an insolvent estate and the liquidator's fees and the expenses of winding-up shall rank in order of preference, as though he were a liquidator of an insolvent estate and as though the expenses were the cost of liquidation of an insolvent estate.
- 16.2.4 After the payment of all debts the remaining funds, if any, shall be given to the World Association of Zoos and Aquariums.
- 16.2.5 The liability of Members shall, for the purpose of this Clause, be limited to the amount of membership fees due, by them, to the Association in terms of this Constitution as at the date of dissolution.

17. INTERPRETATION

The Executive Committee shall be the only body empowered to interpret this Constitution. Its interpretation shall be final and binding and not be subject to appeal or review.

18. AMENDMENT

- 18.1 The Constitution of the Association may only be altered or repealed during an Annual General Meeting or at a Special Council Meeting convened for such a purpose.
- 18.2 Any Council member may propose an amendment to the Constitution.

- 18.3 The proposal must be submitted in writing to the Secretariat.
- 18.4 For any amendment to be carried, it is necessary that the motion be approved by not less than two-thirds votes of the Council Members present including the proxies given.

19. BY-LAWS

- 19.1 This Constitution is to be read in conjunction with the By-laws of PAAZA which By-laws, at this stage, include PAAZA's "Compulsory Operational Standard", PAAZA's "Professional Code of Ethics", PAAZA's "New Membership and Partner Categories", PAAZA's "Standard of Accreditation", PAAZA's "Population Sustainability Programme" and adopted WAZA standards, for example, WAZA's "Caring for Wildlife" and "Committing to Conservation".
- 19.2 This Constitution is also to be read in conjunction with International-, Regional-, National- and Provincial legislation.
- 19.3 This Constitution is also to be read with other PAAZA so-called operational documents/rules/regulations created by the Executive Committee in order to ensure effective operations of the Association and, where necessary, such documents/rules/regulations have been approved by Council. Examples of the latter cover matters such as Compliance, Welfare, Ethics, Membership, Sustainability (incorporating APP and Studbooks), Training, Visitor Experience and Education, Research, Veterinary, Fundraising and Conference protocol.

This Revision 8 was ratified on the 2 June 2016 by Council at the 27th AGM of PAAZA™



Chairman: Esther van der Westhuizen

The inaugural Constitution of the Pan-African Association of Zoos, Aquaria and Botanical Gardens (PAAZAB) was approved by the Council of the Association at its meeting of 8-9 May 1996.

REVISION RECORD		
Revision Number	Revision Date	Approval date
Rev 1	13 May 1998	May 1998
Rev 2	12 May 2000	
Rev 3	22 June 2001	
Rev 4	3 June 2003	
Rev 5	11 March 2005	
Rev 6	10 May 2006	
Rev 7	22 May 2009	