

Board Composition Policy

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1. Purpose

The purpose of this policy is to articulate how members are represented on the ZAA Board, who they represent and how those positions are appointed. Additionally, it outlines how the President and Vice-President shall be elected.

2. Policy

- 2.1 The Board shall be not less than six (6) persons and not more than ten (10) persons as outlined in the next rule.
- 2.2 As stipulated by the Constitution, the voting Board members of the Association shall be:
 - (a) Representatives from the three (3) major financial contributors¹ to the Association;
 - (b) ZAA NZ Committee Representative;
 - (c) QLD Member Representative; and
 - (d) Five (5) elected members.
- 2.3 The Board may co-opt observers depending on the skills required for the Board to execute its duties. This may include but not limited to personnel with International experience or Aquarium experience.
- 2.4 Co-opted Observers are to be as fully engaged in Board business as the other Board members but do not receive a vote on Board business if one is required.

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

- 2.5 Only an Individual member of one year's standing or an employee of a Regional Institutional member may be nominated as a candidate for election as a member of the Association Board.
- 2.6 The five (5) elected Board members:
- (a) Shall hold office for a fixed term of two (2) years, that is, until the declaration of voting for the election of Board members at the second Annual General Meeting after the date of their election.
 - (b) Elected members of the Board shall be elected at the annual general meeting of the Association in each year.
 - (c) As stipulated by the Constitution, three (3) elected Board member positions will be elected in even number years and two (2) elected Board positions will be elected in odd number years.
- 2.7 Where a Board member is unable to complete the full two-year term, the Board may appoint a full member of the Association to fill the vacancy for the remainder of the term.
- 2.8 The President and Vice-President are appointed by the standing Board members, for an initial two-year term.
- 2.9 The President may hold office for up to two (2) additional consecutive two-year terms, as voted by standing Board members.
- 2.10 The Vice-President may hold office for up to two (2) additional consecutive two-year terms, as voted by standing Board members.
- 2.11 The Zoo and Aquarium Association New Zealand Representative, on being elected to the position in accordance to the Zoo and Aquarium New Zealand Committee rules, is appointed to the Board for the period of their Committee's term as the Zoo and Aquarium Association New Zealand Representative.
- 2.12 The Queensland Member Representative, on being elected to the position in accordance to the Queensland Membership Representation Terms of Reference, is appointed to the Board for the period of their term as Queensland Member Representative.
- 2.13 The immediate past President will be automatically afforded a position on the Board in the capacity of a co-opted member and for a duration of one term.
- 2.14 Guests may attend a Board meeting at the discretion of the President. Any requests for guests to attend the Board meeting should made to the Executive Director well in advance of the meeting.

3. Related Documents

This policy is to be read in conjunction with the following policies, procedures and guidelines of the Association:

- (a) Constitution
- (b) ZAA NZ Constitution
- (c) QLD Membership Representation Terms of Reference

4. Approval and Review Details

Approval History	Details
Approval Authority	Association Board
Relevant Committee and/or Stakeholders	
Original Approval Date	23/07/2010
Last Review Date	21/05/2023
Next review date	21/05/2028

This document should be reviewed within five (5) years of the date of approval or last review.

Amendment History Approved / Amended / Rescinded / Reviewed	Authority	Date	Description / Notes
Approved	AGM	19/05/2011	The AGM passed amendments to composition, addition of major financial member representatives.
Approved	Board	04/05/2015	The Board approved the addition of immediate past president (12) and guest (13) clauses; and addition of criteria to major financial contributors.
Approved	Board	02/05/2016	Bring policy in line with Constitutional changes and amend reference from QLD Branch President to Queensland Member Representative. Constitution now defines Board composition. The Composition Policy defines the appointment of positions and terms. Minor wording changes to simplify statements.
Approved	Board	21/05/2018	Policy brought in line with Constitutional changes as agreed at the 2018 AGM.
Approved	Board	25/11/2024	Reviewed and minor edits for clarity made.