



**The North of England Zoological Society ('the Society' or 'Chester Zoo')
Staff Association Committee ('the Committee')**

CONSTITUTION

FINAL DRAFT

1. Role and Responsibilities

- a) To represent staff, either individually or collectively as appropriate, in matters and negotiations concerning their welfare, remuneration, health and safety and the generality of conditions of employment
- b) To communicate the interests and concerns of Staff Association members to Management and the Trustees of the Society with a view to fostering safe and effective working practices which benefit all concerned
- c) Jointly to pursue with Management and/or the Trustees of the Society, the speedy resolution of any issue which may adversely impact on the good relations existing between them and Staff Association members

It is recognised that Committee members will have access to such information held by the Society as will facilitate them fully and effectively to fulfil their role and responsibilities. To this end, Committee members will always respect and maintain any confidentiality of such information.

2. Staff Association

All paid employees of the Society or its subsidiaries are automatically members of the Chester Zoo Staff Association but may indicate in writing (to the Chair if the Staff Association or Head of HR) that they do not wish to become or remain a member. The Committee may also make representation on behalf of Chester Zoo volunteers and/or other unpaid Zoo staff.

The direction and control of the Staff Association shall be vested in the Committee which shall consist of the duly elected group of representatives.

Representatives are entitled to reasonable time away from their normal duties, without loss of pay, in order to fulfil their roles as representatives.

The Staff Association Committee may create its own sub-committees if required. Every sub-committee will have a defined remit and a Staff Association Committee member as its Chair. Other members of any sub-committee and/or assistants to the sub-committee will be co-opted as necessary.

3. Staff Association Annual General Meeting ('the AGM')

The Committee will arrange and publicise the Staff Association's AGM every year and the AGM will be held no longer than fourteen months and no less than ten months after the previous AGM.

The Chair of the Staff Association Committee will publicise the Agenda of the AGM no less than one week prior to the AGM. This Agenda will normally include:

- a) Minutes of the last AGM and Matters Arising
- b) The Chair of Staff Association's and/or the Treasurer's report(s)
- c) Ratification of Staff Representatives for the coming year

Any additional items to be included in the Agenda must be lodged with the Chair of the Staff Association no fewer than ten days prior to the AGM.

4. Representation

Staff Association members will be represented by the following Committee structure:

Commercial Operations	3 representatives (Guest Experience, Catering and Retail)
Discovery and Learning	1 representative
Health and Safety	1 representative
Marketing	1 representative
Collections	3 representatives (2 x animal; 1 x horticulture)
Site Ops	1 representative

And one other representative from any team in the zoo

The Committee may adjust the level of representation or categories as it deems necessary.

5. Election of Representatives

Representatives will be elected annually to serve on the Committee for one year.

Qualifications

- a) Only members of the Staff Association with a minimum of two years' continuous service may stand for election by being proposed and seconded

b) Existing members of the Committee are not excluded from standing for re-election

c) The Proposer and Seconder of any nominee for election must both be Staff

Association members and in the same working group as the nominee

Only members of a work group may vote in an election for the representatives for that work group.

Elections for representatives shall take place before, but near to, the date of the Staff Association's AGM. New, or re-elected, representatives will be ratified at the AGM by having their names read into the Minutes.

The Chair of the Staff Association Committee will ensure the staff notices requesting nominations for representatives and the names, Proposers and Seconders of subsequent nominees are prominently displayed in the Zoo and circulated to staff for a period of no less than one week.

If more nominations are received than there are representative vacancies in any work group, then a ballot will be held. Such a ballot will be publicised by notice in a prominent place for at least a week.

If in any work group, the same number of nominations is received as there are representative vacancies, then the nominee(s) will be considered to have been elected without a ballot being held.

If in any work group fewer nominations are received than there are representative vacancies, then the Chair of the Staff Association Committee may, at his/her discretion, and as a last resort, fill any vacancy with a staff member either from another work group or from the same work group but with less than two years' service. This situation will be minuted at the AGM.

In the event of a representative resigning from, or being no longer eligible to serve on, the Committee a replacement will be sought, following the above process, to serve the remainder of the year.

6. Committee Officers

The Officers (Chair, Vice-chair and 3 other officers) must be members of the Committee. The Committee will elect its own Officers to serve for one year, at its first formal meeting following the AGM.

7. Committee Meetings

The Committee will meet regularly once a month and not less than ten times a year, unless it formally resolves to forego a particular meeting at the preceding meeting. In the event of a

representative being unable to attend, due to holidays or incapacity, the Committee Chair may invite a suitably qualified substitute to attend instead.

The Committee will consider all matters brought to it through the representatives which affect the relationship of the staff with the management of the zoo (or vice versa) and other relevant matters. The Committee may also consider any matters submitted to it directly in writing.

The Committee shall decide which matters it can deal with itself which should be referred to the member(s) of staff who first raised them and which should be brought to the attention of management.

Notwithstanding the above, the Committee will not be obliged to give consideration to any matters brought to it couched in offensive or threatening terms, nor need it consider items of an obviously frivolous nature.

The Committee will treat all matters of an essentially personal nature in a confidential and caring manner and will endeavour to give even-handed consideration to matters involving dispute between members of staff.

8. Meetings with Management

Meetings between the Society's senior management and the Staff Association will take place on the following basis with the stated relevant personnel:

- (i) Weekly: informal meeting with Chair of Staff Association (or nominated Staff Association Representative) and Head of Human Resources (or nominated Human Resources' representative)
- (ii) Monthly: formal meeting with Chair, Vice-chair and Representatives of Staff Association, Head of Human Resources and any invited relevant Head of Division (pertaining to agenda items) in attendance. Minutes will be taken at this meeting and circulated to staff
- (iii) Tri-monthly: every three months Chair, Vice-chair and a core group of five Representatives from Staff Association to meet with the Director General, Managing Director and Head of Human Resources and invited personnel, where relevant. Minutes may be taken at this meeting.
- (iv) Ad hoc: Meetings may take place on an ad hoc basis between the Staff Association Chair and Head of Human Resources.

9. Records of Meetings

A 'minutes' clerk' will be provided by the Society to record in writing any formal meeting and its outcome(s) between the Committee and the Director General and/or Heads of Divisions and/or

Chair of the Trustees. Copies of such written records will be posted on staff noticeboards and made available to staff electronically on Chester Zoo's intranet as soon as reasonably possible following meetings, such records also being conveyed to the Chair and Vice-chair of Trustees. The Committee will ensure that staff are informed of the progress and/or resolution of any issue which has been the subject of formal discussion between Committee members and Chester Zoo management.

Office administration facilities will be provided by the Society to Committee members.

10. Quorum

The Chair and/or Secretary of the Committee will ensure that all representatives are notified of meeting dates. Sixty per cent (60%) of the total number of currently serving Committee members (rounded down to the nearest whole number) will form a quorum provided that this number is never less than three.

The quorum for an AGM will be four serving Committee members plus ten Staff Association members.

11. Voting

In the event of an equality of votes, the Chair of the Staff Association Committee will have the casting vote.

12. Extraordinary General Meeting ('EGM')

The Committee has the power, giving reasonable notice, to call an EGM if and when required. Any ten members of staff may call an EGM by giving three weeks' notice in writing to the Committee Secretary.

Any resolution being submitted by staff either to an AGM or EGM must:

- a) be in writing
- b) be signed by at least 5 Staff Association members
- c) be received by the Staff Association Committee Secretary at least ten days prior to the AGM or EGM for which it is intended.

- f) To communicate the interests and concerns of Staff Association members to Management and the Council of the Society with a view to fostering safe and effective working practices.
- g) To assist its members in learning, maintaining and improving standards.
- h) To spread knowledge and understanding in all aspects of the members' working environment.
- j) To ensure that both the Staff Association and all the Society adopt, promote and encourage environmental policies and procedures in all areas.
- k) To liaise with Management regarding practical issues affecting the day-to-day running of Chester Zoo ("the Zoo") and its' amenities

Rule 3 **POWERS**

Rule 3.1 The Staff Association may do anything incidental or conducive to any of the objects including (but not limited to):

- a) Affiliate to relevant bodies;
- b) Cooperate with any other organisation as considered appropriate;
- c) Employ staff full or part time;
- d) Borrow money;
- e) Invest and deal with the money of the Staff Association;

Rule 3.2 Notwithstanding the provisions of Rule 3.1 the Staff Association shall not do any of the things authorised by Rule 3.1(a)-(e) unless the Committee shall authorise the doing of those things by a majority of 75% of the whole of the Committee.

Rule 4 **MEMBERSHIP**

Rule 4.1 All paid employees of the Society or its' subsidiaries are eligible to become members of the Staff Association. The Staff Association may also make representations on behalf of any other Zoo workers who are members of the Staff Association.

Rule 4.2 Managers of the Society who are classified as 'Band B Managers' are also entitled to become members of Staff Association and shall be entitled to all of the rights and benefits of membership afforded to other members save for the fact that the Staff Association shall not represent Band B Managers in pay negotiations with Management of the Society.

Rule 4.3 All members shall provide in writing to the Chairman of the Staff Association ("the Chairman") an address which will be their address for all purposes.

Rule 4.3 It shall be the duty of each member to notify the Chairman in writing of any change of address.

Rule 5 STRUCTURE & ORGANISATION

Rule 5.1 The direction and control of the Staff Association shall be vested in the Committee which shall be made up of 10 duly elected representatives ("Reps") including the Officers of the Committee. All Staff Association members are in one of the following workgroups. Reps are drawn from these groups as follows: -

Animal and Plant Division: 3 Reps from animal staff, 1 Rep from horticultural staff.

Visitor Services Division: 3 Reps

Estates Division: 1 Rep

Education Division: 1 Rep

Marketing, Administration and Personnel: 1 Rep

Rule 5.2 The Committee may adjust the definition of work groups and/or the level of representation as it deems necessary.

Rule 6 ELECTION OF REPRESENTATIVES

Rule 6.1 Representatives will be elected every two years to serve on the Committee for two years.

Rule 6.2 Only members of the Staff Association with a minimum of two years continuous service may stand for election for the position of Representative by being proposed and seconded, save in respect of Rule 6.12 below.

Rule 6.3 Existing members of the Committee are not excluded from standing for re-election.

Rule 6.4 The Proposer and Seconder of any nominee for election must both be Staff Association members in the same work group as the nominee.

- Rule 6.5 A nominee may only stand for election in respect of the work group to which he or she belongs. However, once elected as a Rep, they may represent members of other work groups if requested to do so
- Rule 6.6 Members are only entitled to vote in an election for the Rep or Reps in the particular work group to which they belong, save in respect of the Officers of the Committee who shall be elected by a vote of the whole of the membership.
- Rule 6.7 Elections for reps will normally take place approximately one month before the AGM immediately prior to the expiry of the two year term of any particular Rep.
- Rule 6.8 New or re-elected Reps shall be ratified at the AGM by having their names read into the minutes.
- Rule 6.9 The Chairman of the Committee shall ensure that staff notices requesting nominations for reps and the names, proposers and seconders of subsequent nominees are prominently displayed in the gate house and at least one other place for no less than one week prior to the election.
- Rule 6.10 If more nominations are received than there are vacancies for reps in any work group, then a ballot will be held within that work group. Such a ballot will be publicised by a notice in a prominent place for at least one week prior to the election.
- Rule 6.11 If in any work group the same number of nominations are received as there are rep vacancies then the nominees will be considered to have been elected without a ballot being held.
- Rule 6.12 If in any work group fewer nominations are received than there are rep vacancies, then the Chairman of the Committee may at his/her discretion and as a last resort fill any vacancy with a staff member either from another work group or from the same work group but with less than two years service. This situation will be minuted at the AGM.
- Rule 6.13 In the event of a Rep resigning from or no longer being eligible to serve on the Committee, a Rep will be sought, in accordance with the above process, to serve for the remainder of the two year term. If the Rep is also an Officer, then a replacement will be sought by the Committee in accordance with Rule 7 below for the remainder of the two year term.
- Rule 6.14 Elected Reps must not be members of or affiliated to any other Trade Union.
- Rule 6.15 Reps, including the Officers, shall observe strict confidentiality in respect of the dealings of Staff Association and it's members both during and following the expiry or termination of their period of office.

Rule 7 OFFICERS OF THE COMMITTEE

- Rule 7.1 The Officers of the Committee are its Chairman and Vice Chairman
- Rule 7.2 The Officers of the Committee must be Reps duly elected to serve on the Committee in accordance with Rule 6 above.
- Rule 7.3 Any Rep wishing to stand for an Officer's position must be proposed and seconded by two members of the Committee.
- Rule 7.4 The Officers will be elected every two years by way of a ballot of the whole of the membership to serve for a period of two years.
- Rule 7.5 There shall be no requirement for a ballot if there is only one candidate for either of the Officer's positions. In such circumstances, the Officer shall be deemed to have been elected without a ballot for a period, or further period, of two years commencing immediately on the expiry of the previous two year term for that position.

Rule 8 COMMITTEE MEETINGS

- Rule 8.1 The Committee shall normally meet once a month and, in any event, not less than ten times a year, unless it formally resolves to forego a particular meeting at the preceding meeting. In the event of a Rep not being able to attend due to holidays or incapacity, the Committee Chairman may invite a suitably qualified substitute to attend instead.
- Rule 8.2 Any Rep who fails to attend three or more Committee meetings in any six month period without being formally excused by the Committee shall forego the status of Rep and be removed from the Committee with immediate effect.
- Rule 8.3 The Committee will consider all matters brought to it through the Reps which effect the relationship of the staff with the Management of the zoo and any other relevant matters. The Committee may also consider any matters submitted to it directly in writing.
- Rule 8.4 The Committee will decide which matters it can deal with itself, which matters should be referred to the member of staff who initially raised them and which matters should be brought to the attention of Management.
- Rule 8.5 Notwithstanding the above, the Committee shall not be obliged to give consideration to any matters brought to it which it considers to be couched in offensive or threatening terms, nor need it consider any items of an obviously frivolous nature.
- Rule 8.6 The Chairman or Vice Chairman of the Committee will ensure that all Reps are notified of Committee meeting dates.

Rule 8.7 Sixty per cent of the total number of currently serving Committee members (rounded down to the nearest whole number) shall form a quorum provided that this number is never less than 3.

Rule 8.8 Voting at Committee meetings will be done on a majority basis provided always that if the votes are equal in respect of a particular issue, then the Chairman of the Committee shall have the casting vote.

Rule 9 MEETINGS WITH MANAGEMENT

Rule 9.1 The Committee or a nominated representative acting on its behalf shall first attempt to clarify and resolve any situation brought to its attention with a Head of a Division or Department concerned. However, where a precedent or new principal is to be established in order to resolve a difficulty then the Committee will bring this to the attention of the relevant Director.

Rule 9.2 The Committee may request, giving reasonable notice, a meeting with the relevant Director or his/her Deputy in order to discuss points of general concern and points requiring a precedent or new principal to be established.

Rule 9.3 In the event of any circumstance in which the Committee and the relevant Director are unable to resolve an issue between them, then the Committee may refer the matter in writing to the Chairman of the Council. The Chairman may at his/her discretion either agree to meet with the Committee (on the basis that at such meeting only issues directly relevant to the matter in hand should be raised) or refer the matter back to the Director General whose decision is then final within the Society.

Rule 9.4 The Committee will ensure that where appropriate, members of staff are informed of the progress and/or resolution of any issue which has been the subject of formal discussion between the Committee Members and Zoo Management.

Rule 9.5 Notwithstanding the above process the Staff Association will in any event meet with Management on a monthly basis to discuss issues of concern or interest to its' members.

Rule 10 ANNUAL GENERAL MEETINGS

Rule IO.I The Committee shall arrange and publicise the Staff Association's AGM each year and the AGM should be held not longer than 14 months and not less than 10 months after the previous AGM.

Rule 10.2 The Chairman of the Committee will publicise the agenda of the AGM no less than one week prior to the AGM. This agenda will normally include the following: -

Minutes of the last AGM and matters arising;
Committee Chairman's report ;
Confirmation of staff Reps and Officers for the upcoming year;

Rule 10.3 Any additional items to be included in the agenda must be lodged with the Chairman no fewer than 10 days prior to the AGM.

Rule 10.4 The Quorum for AGM shall be four serving Committee members plus ten Staff Association members.

Rule 10.5 Any resolution being submitted by staff to the AGM must:-

- a.) be in writing;
- b.) be signed by at least five Staff Association members; and
- c.) be received by the Chairman at least 10 days prior to the AGM for which it is attended.

Rule 10.6 Any matters requiring a vote at the AGM will be decided upon a majority basis by a show of hands with the Chairman of the Committee of the Staff Association having the casting vote.

Rule 11 EXTRAORDINARY GENERAL MEETINGS

Rule 11.1 The Committee has the power, giving reasonable notice, to call an Extraordinary General Meeting as and when it deems necessary.

Rule 11.2 The Quorum for an Extraordinary General Meeting shall be four serving Committee members plus ten Staff Association members.

Rule 11.3 Any members of the Staff Association may call an Extraordinary General meeting by giving three weeks notice in writing to the Chairman.

Rule 11.4 Any resolution being submitted by staff to an EGM must:-

- a.) be in writing;
- b.) be signed by at least five Staff Association members; and
- c.) be received by the Chairman at least 10 days prior to the EGM for which it is intended.

Rule 11.5 Any matters requiring a vote at an EGM will be decided on a majority basis with the Chairman of the Staff Association Committee having the casting vote.

Rule 12**DISCIPLINE**

- Rule 12.1 Any member of the Staff Association, including Committee members, may be disciplined by the Staff Association if:-
- a.) they act against the interests of the Staff Association or its membership;
 - b.) they behave in a manner which may be construed as unacceptable, by word, act or omission.
 - c.) they commit a breach of confidentiality in respect of matters affecting the Staff Association or its members.
- Rule 12.2 The Staff Association will have a disciplinary panel which will consist of three members of the Committee. If the complaint relates to an existing member of the disciplinary panel then the remaining panel members will select another member of the Committee to hear the case.
- Rule 12.3 If the disciplinary panel decides that disciplinary action is appropriate in respect of a particular member, it has the power to carry out one or more of the following sanctions:
- a.) ban or suspend a member from holding any office in the Association for up to five years;
 - b.) ban the member from holding any office in the Association for any period it deems fit;
 - c.) deprive the member temporarily of some or all of the rights and facilities of membership for a time and extent fixed by the disciplinary panel but in any event no more than one year;
 - d.) suspend the member from membership for up to one year;
 - e.) expel the member from the Staff Association.
 - f.) in the case of Reps, including Officers, terminate the Reps current period of office either with notice or with immediate effect as the panel deems fit.
 - g.) warn the member or Rep in respect of their future conduct.
- Rule 12.4 In any circumstances where concerns are raised in respect of a particular member which may lead to a disciplinary sanction, then a letter will be sent by the disciplinary panel to the member's home address stating the allegations which have been made against the member and indicating a time, date and place when the disciplinary panel will hear representations from the member and his or her witnesses in respect of the allegations.
- Rule 12.5 The member has a right to present written submissions in advance of the disciplinary meeting and also to make representations to the meeting and to call witnesses on their behalf if appropriate.
- Rule 12.6 The member also has the right to be represented at the disciplinary meeting by a colleague, who must be a member of the Staff Association.

Rule 12.7 At the conclusion of the meeting, the disciplinary panel will consider whether it believes the charge against the member to be proved to their satisfaction and if so to decide upon the appropriate sanction to be imposed.

Rule 12.8 The disciplinary panel will give written notice of the outcome of the disciplinary process and indication of the sanction imposed: -

- a.) to the member by writing to them at their home address;
- b.) to the representative of that particular member's work group;
- c.) to the other members of the Committee.

Rule 12.9 If the decision of the disciplinary panel is to expel the member in accordance with rule 1 6.3e, then this expulsion may take place with immediate effect.

Rule 13

FUNDS

Rule 13.1 The Staff Association will maintain:-

- a.) a general fund;
- b.) a social fund.

Allocation of funds

Rule 13.2 Funds of the Staff Association may not be given or lent to any political party without prior approval of the Membership.

Rule 13.3 If a member requires funding for legal advice and assistance, then the Committee may authorise the release of funds from the general fund to whatever extent it deems appropriate for the purpose of receiving advice and assistance from a firm of Solicitors appointed by the Committee.

Rule 13.4 If a member requires legal advice and assistance regarding an Employment Tribunal claim or other legal claim related to their employment, then funding will only be provided for this purpose if the firm of Solicitors appointed by the Committee advises that the claim has prospects of success of 50% or better.

Rule 13.5 In any case in which the Committee authorises the release of funds from the general fund on behalf of a member for the purpose of receiving legal advice and assistance, it may place an upper limit on the amount of funding as it sees fit, or withdraw funding if, in the opinion of the Committee, the member is conducting himself/herself in an unreasonable manner in respect of their case.

Rule 14**ACCOUNTS**

- Rule 14.1 The financial year of the Staff Association will end on the 31 of December each year.
- Rule 14.2 The Staff Association's accounts will be examined annually by a Registered Auditor appointed by the Committee. The Auditor will:
- a.) prepare a statement of accounts;
 - b.) provide any comments or recommendations he/she believes should be communicated to the members.

Rule 15**TRUSTEES**

- Rule 15.1 The Association will have three Managing Trustees who will be the Chairman, the Vice Chairman and [].

Functions

- Rule 15.2 All real or personal property acquired on behalf of the Association will be vested in and managed by the Trustees subject to the direction of the Committee.
- Rule 15.3 The Managing Trustees have a duty to preserve the assets of the Association and must:
- a.) act diligently and prudently;
 - b.) seek appropriate advice before taking investment decisions;
 - c.) ensure that proper accounts are kept;
 - d.) not derive any profitable benefit from their position as Managing Trustees.

Rule 16**RESIGNATION**

- Rule 16.1 Any member of the Staff Association, including Committee members, may resign their membership by giving one months written notice of their resignation to the Chairman.
- Rule 16.2 If a Committee member or officer resigns from the Staff Association, then their office or membership shall end immediately upon the expiry of their notice period.
- Rule 16.3 Committee members, including the Officers, may resign from the Committee, or from either of the Officers positions, by giving one

month's notice of their resignation to the Chairman. Officers resigning their office will not automatically relinquish their place on the Committee unless they also resign their Rep status.

Rule 17

RULES

Rule 17.1 The Rules of the Staff Association may be amended by way of resolution at the AGM, or, if a rule change is required as a matter of urgency, at an EGM. by a majority vote.



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- a) To represent staff, either individually or collectively as appropriate, in matters and negotiations concerning their welfare, remuneration, health and safety and the generality of conditions of employment
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- a) Minutes of the last AGM and Matters Arising
- b) The Chair of Staff Association's and/or the Treasurer's report(s)
- c) Ratification of Staff Representatives for the coming year

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In the event of an equality of votes, the Chair of the Staff Association Committee will have the casting vote.

12. Extraordinary General Meeting ('EGM')

The Committee has the power, giving reasonable notice, to call an EGM if and when required. Any ten members of staff may call an EGM by giving three weeks' notice in writing to the Committee Secretary.

Any resolution being submitted by staff either to an AGM or EGM must:

- a) be in writing
- b) be signed by at least 5 Staff Association members
- c) be received by the Staff Association Committee Secretary at least ten days prior to the AGM or EGM for which it is intended.