

NSW COUNCIL OF FRESHWATER ANGLERS Inc.

Registration Number Y1904425

A.B.N. 22 497 104 592

FOUNDED IN 1958 TO REPRESENT FRESHWATER ANGLERS OF NSW

Rules and Objects (Updated at 16 August, 2008)

Part I

Preliminary

Name

1 The name of the organisation shall be:

"NSW COUNCIL OF FRESHWATER ANGLERS INC."

Definitions

2 The "Council" shall mean the NSW Council of Freshwater Anglers Inc.

"Members" shall mean those organisations set out under Members (4.1 here under) who are admitted to membership of the Council.

"The Act" means the Associations Incorporation Act, New South Wales 1984.

"The Regulation" means the Associations Incorporation Regulation, 1985.

"Resolution" shall mean an ordinary resolution except where otherwise described.

Objects

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- 1. To act as a representative and coordinating body for Member organisations and clubs of the State of New South Wales and the Australian Capital Territory.**
- 2. To liaise on behalf of Members with government departments, statutory authorities or other bodies whose activities affect freshwater fishing.**
- 3. To affiliate with kindred bodies, speak on behalf of Members on fishing matters, and to represent Members on councils, deputations, meetings and conferences.**
- 4. To act generally to further the interests of the Council on all matters relating to fish and fisheries.**
- 5. To do all things incidental to any of the objects aforesaid and without restricting the generality of the cause to acquire premises and to borrow or raise money and dispense the same in such manner and on such terms as the Council shall think fit.**

Part II

Membership

4 Members of the Council shall be:

- 1. Angling clubs, societies and organisations concerned with freshwater fish and fisheries which desire to affiliate and whose constitution is approved by the Council, provided always that Members already affiliated with the Council shall be members of the Council as hereby constituted.**
- 2. Life members shall be those appointed Life Members before 20 August 2005 who subscribe to the aims of the Council and who paid the Council a fee fixed from time to time by the Council at a General Meeting of the Council.**
- 3. Honorary Life Members shall be individuals who in the opinion of Members have given meritorious service in those fields in which the Council is active. An Honorary Life Membership shall be given by a resolution of the Council.**
- 4. Membership of a regional organisation shall not preclude any club or association of clubs from Membership of the Council.**
- 5. Foundation Members shall be those appointed Foundation Members after 20 August 2005 and who pay an annual fee fixed from time to time by Council at a General Meeting of Council.**

Register of Members

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- 1. The Public Officer of the Council shall ensure that a register of Members of the Council is established and maintained by the Honorary Secretary specifying the name and address of each Member of the Council together with the date of membership.**
- 2. The Register of Members shall be kept by the Honorary Secretary of the Council and shall be open for inspection to Members.**

Membership Fees

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- 1. Upon admission to the Council and thereafter upon the annual anniversary of the following 30th June, the Member club/society/organisation and Foundation Member shall pay to the Council an affiliation/membership fee for the ensuing year as determined by the Council from time to time, the Member club/society/organisation being based on the financial membership on the register of the club/society/organisation at that time.**
- 2. Concession rates may apply on the approval of the Executive and endorsed subsequently by a General Meeting of the Council.**

3. **Member organisations may choose to pay a maximum annual affiliation/membership fee cap, as determined by the Council from time to time.**
4. **Membership fees and the maximum annual affiliation/membership fee cap shall be reviewed at five-yearly intervals and adjusted to keep pace with the Consumer Price Index if necessary.**

Members' Liabilities

7 The liability of a Member of the Council to contribute towards the payment of the debts and liabilities of the Council or costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the Member in respect or membership of the Council as required by Rule 6.

Cessation of Membership

8 Membership of the Council ceases if that Member:

1. **resigns that membership, or**
2. **fails to pay membership fees for a period of two years, or**
3. **is expelled from the Council, or**
4. **on the death of a Life/Honorary Life Member;**

Expulsion

9 Any Member who contravenes these Rules of the Council may be expelled by the Council at a General Meeting of the Council. A notice of motion of such intended expulsion shall be given to Members at least fourteen days prior to the meeting called to deal with the matter.

Right of Appeal

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1. **A Member may appeal to the Council against a resolution which is confirmed under Rule 9, within fourteen days of the resolution being served on that Member.**
2. **Upon receipt of a notice under Clause 10(1) the Honorary Secretary shall convene a Special Meeting of the Council within thirty days after the Honorary Secretary received such notice. No other business other than the appeal shall be transacted at such a meeting.**

Part III

Office Bearers

11 The following shall be the Office Bearers of the Council:

President
Immediate Past President
Senior Vice President
At least five Vice Presidents
Honorary Secretary
Executive Secretary
Assistant and Minute Secretary

**Honorary Treasurer
Honorary Editor
Public Officer
Environment Officer**

Election of Office Bearers

12 All Office Bearers shall be elected at the Annual General Meeting of the Council and shall retire in the year following at the conclusion of the Annual General Meeting of such year but shall be eligible for re-election.

1. **Nomination of candidates for election as Office Bearers of the Council**
 - (a) shall be made in writing, signed by two Members of the Council and accompanied by written consent (which may be endorsed on the form of nomination);
 - (b) shall be delivered to the Honorary Secretary of the Council not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
2. **If insufficient nominations are received to fill all vacancies of Office Bearers, nominees received shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.**
3. **If insufficient further nominations are received, any vacant positions remaining shall be deemed casual vacancies.**
4. **If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.**
5. **If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.**
6. **The ballot for the election under this clause is not valid if that candidate has been nominated for election to another office at the same election.**

Part IV

The Executive Committee

13 The Office Bearers shall be the Executive Committee of the Council. The Executive Committee of the Council shall, subject to the Act, the Regulations and these Rules and to any resolution passed by the Council in General Meeting or Annual General Meeting:

1. **control and manage the affairs of the Council, as directed by the Council;**
2. **exercise all such functions as may be exercised by the Council other than those functions that are required by these Rules to be exercised by a General Meeting of the Members of the Council; and**
3. **has the power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Council.**

The Executive Office Bearers

14

1. **The President shall be the Chief Executive Officer of the Institute and shall act as Chairperson at Council and Executive Committee Meetings.**

2. **The Senior Vice President shall exercise all the powers of the President in the President's absence.**
3. **The Honorary Secretary shall supervise the Executive administration and management of the Council.**
4. **The Executive Secretary shall perform at the Honorary Secretary's discretion the administrative tasks of the Council, shall attend to the correspondence thereof and shall generally liaise with members. The Executive Secretary may at the discretion of the Council be a paid officer.**
5. **Assistant and Minute Secretary shall keep proper records and minutes of all meetings and shall ensure that such minutes are signed by the Chairperson of the meeting or by the Chairperson of the following meeting.**
6. **The Honorary Treasurer shall ensure that all money due to the Council is collected and that all payments authorised by the Council are made, and shall keep correct books and accounts showing the financial affairs of the Council. A brief statement of financial affairs shall be prepared for General Meetings of the Council and Annual General Meetings of the Council and an audited annual statement of receipts and expenditures and Balance Sheet shall be prepared for Annual Report.**
7. **The Public Officer shall keep in his or her control all books and documents relating to the Institute necessary under the Act.**

Casual Vacancies

15 For the purpose of these rules, a casual vacancy in the office of the Executive Committee occurs if an Office Bearer -

1. **dies;**
2. **ceases to become a Member of the Council;**
3. **becomes an insolvent under administration within the meaning of the Companies (NSW) Code;**
4. **resigns office by notice in writing given to the Honorary Secretary;**
5. **is removed from office under Rule 16;**
6. **becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or**
7. **is absent without the consent of the Executive Committee from all Committee meetings held during a period of six months.**
8. **In the event of a casual vacancy occurring in the membership of the Executive Committee the Committee may appoint a Delegate or Life Member of the Council to fill the vacancy and the Member so appointed shall hold office subject to these Rules until the conclusion of the Annual General Meeting following the appointment.**

Removal of Executive Office Bearer

16 The Council may by resolution remove any member of the Executive Committee from office before the end of the Member's term of office, and may by resolution appoint another person to hold that office until the next Annual General Meeting.

Part V

Council Meetings and Quorum

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- 1. The Council shall consist of Delegates from each member club, society or organisation, and the Executive Committee, whether or not the members of the Executive Committee are Delegates. The management and administration of the Council shall be vested in the Council which may delegate such matters as it sees fit to the Executive Committee.**
- 2. There shall be one Annual General Meeting of the Council and at least two ordinary General Meetings of Council each year at such place and time as the Council may determine.**
- 3. A quorum at such meetings shall be a Delegate or Delegates from at least three member clubs, societies or organisations and two members of the Executive Committee.**
- 4. No business shall be transacted by the Council of the Council unless a quorum is present and if within half an hour of the appointed time for the meeting a quorum is not present the meeting stands adjourned until further notice by the Honorary Secretary to Members.**
- 5. The Chairperson of meetings will be the President, or Senior Vice President or in the absence of both the Council shall elect a Chairperson from the attending Executive Committee.**
- 6. The Executive Committee shall meet to carry out the business of the Council whenever they see fit.**
- 7. The Executive Committee shall call a Special Meeting of the Council whenever it sees fit.**

Notice of Meetings

18

- 1. Except where the nature of the business proposed to be dealt with at a General Meeting, Annual General Meeting or Special Meeting requires a special resolution of the Council, the Honorary Secretary shall, at least fourteen days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post or email to each Delegate of the member organisations appearing in the Register of Members and each member of the Executive Committee, a notice specifying the date, place and time of the meeting and the nature of the business proposed to be transacted at the meeting.**
- 2. Where the nature of the business proposed to be dealt with at a General Meeting, Annual General Meeting or Special Meeting requires a special resolution of the Council, the Honorary Secretary shall, at least twenty one days before the date fixed for the holding of the general meeting, cause notice to be sent to each Delegate and Executive Committee Member in the manner provided in clause (1) specifying in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.**

Voting

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1. **Only Members as defined in Section 4.1 to 4.4 inclusive are entitled to vote in the election of Office Bearers at the General Meeting.**
2. **Voting on all other matters at all meetings is restricted to Delegates as defined in 4.1 and who are in attendance at meetings: Member clubs, societies, organisations shall be entitled to send voting Delegates to Council meetings and Annual General Meetings provided however that a member shall be entitled to two Delegates only for up to one hundred financial members of such member club, society or organisation and one further voting Delegate for each additional one hundred or part thereof financial members of such club, society or organisation. A member club, society or organisation that chooses to pay a capped affiliation/membership fee as described in clause 6.3 shall only be entitled to the number of voting Delegates commensurate with the number of financial members that the fee cap they pay represents based on the membership fee determined in clause 6.1. A Member of the Executive shall not be entitled to vote at such Council meetings unless they are also a Delegate of a Member.**
3. **The Chairperson may have a vote but not a casting vote.**
4. **In the case of an equality of votes on a question at a general meeting the status quo shall prevail.**
5. **A Member is not entitled to vote at any meeting of the Council unless all money due and payable by the Member to the Council has been paid, other than the amount of the annual membership fee payable in respect of the current year.**
6. **A person is entitled to only one vote, regardless of whether that person qualifies as a Member in several ways.**

Part VI

General Meeting

Annual General Meetings

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1. **With the exception of the first Annual General Meeting of the Council, the Council shall, at least once in each calendar year and within the period of six months after the finish of each financial year of the Council, convene an Annual General Meeting of its Members.**
2. **The Council shall hold its first Annual General Meeting -**
 - (a) **within the period of eighteen months after incorporation under the Act; and**
 - (b) **within the period of two months after the expiration of its first financial year of the Council.**
 - (c) **Clauses (1) and (2) have the effect subject to any extension or permission granted by the Commissioner under Section 26(3) of the Act.**
3. **In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be -**

- (a) to confirm the minutes of the last Annual General Meeting or Special Meeting;
- (b) to receive reports from the Executive Committee upon the activities of the Council during the preceding year;
- (c) to elect the Office Bearers; and
- (d) to receive and consider the statement which is required to be submitted to Members pursuant to Section 26(6) of the Act.

Part VII

Finances of the Council

21

1. **Finances of the Council shall be the responsibility of the Council through the Honorary Treasurer.**
2. **The Council shall have no borrowing powers other than as granted by the Council upon notice of motion by an Annual General Meeting.**
3. **The Honorary Treasurer shall maintain the proper books of account which are audited annually.**
4. **The Council shall not in any circumstances distribute any of its assets to its Members nor undertake activities for profit.**
5. **The funds of the Council shall be derived from annual subscriptions of Members, donations and investments.**
6. **All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Executive Committee or employees of the Council, authorised to do so by the Council of the Council.**
7. **Subject to any resolution passed by the Council in General Meeting, the funds of the Council shall be used in pursuance of the Objectives of the Council, in such a manner as the Council determines.**

Part VIII

Miscellaneous

Insurance

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1. **The Council shall effect and maintain insurance pursuant to Section 44 of the Act.**
2. **In addition, the Council may effect and maintain other insurances.**

Common Seal

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1. **The Common Seal of the Council shall be kept by the Honorary Secretary.**
2. **The Common Seal shall be used only with the authority of the Council and be attested by the signatures of two members of the Executive Committee.**

Property

24 All property both real and personal of the Council shall be held in the name of two trustees to be appointed from time to time. The Council may empower the trustees to invest such monies as may be available in any of the modes of investment authorised by the Act.

Surplus Property

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1. At the first general meeting of the Council, the Council shall pass a special resolution nominating an incorporated association in which to vest its surplus property pursuant to Section 53(2) of the Act in the event of winding up or the cancellation of the incorporation of the Council.
2. The incorporated association so nominated shall be one which fulfils the requirements specified in Section 53(2)(a)-(c) of the Act.

Alteration of Rules and Objects

26 The statements of objects and these rules may be altered, rescinded or added to only by Special Resolution of the Council.

Special Resolution

27 A Resolution of the Council is a Special Resolution if -

1. it is passed by a majority which comprises not less than three-quarter of the votes cast at a Council meeting of the Council, of which not less than 21 days written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these rules; or
2. where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (1) - the resolution is passed in a manner specified by the Commission.

Inspection of Books

28 The records, books and other documents of the Council shall be open to inspection, free of charge, by a Member of the Council at any reasonable hour.