

**CONSTITUTION OF THE NEW SOUTH WALES  
COUNCIL OF FRESHWATER ANGLERS INCORPORATED  
(21 May 2016)**

Registration Number Y1904425. ABN: 22 497 104 592  
Founded in 1958 to represent the freshwater anglers of NSW and the ACT.

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## PART I - PRELIMINARY

### 1.1 Definitions

In this constitution:

**the Act** means the NSW Government *Associations Incorporation Act 2009*.

**Affiliate** means an organisation that is affiliated under this constitution with the NSWCFCA.

**Annual General Meeting** means a meeting held once per year to elect Office Bearers and conduct business as specified under this constitution.

**Executive Committee** means the committee consisting of the Executive Office Bearers of the NSWCFCA formed under this constitution.

**Committee Meeting** means a meeting of the Executive Committee held under this constitution.

**General Meeting** is a collective term that means an Ordinary General Meeting or Special General Meeting or Annual General Meeting that is held under this constitution.

**Immediate Past President** means the person who held the position of President immediately prior to the person currently holding the position of President.

**Member** means a person who is a member of the NSWCFCA under this constitution.

**Membership** means membership of the NSWCFCA.

**NSWCFCA** means the New South Wales Council of Freshwater Anglers Incorporated.

**Office Bearer** means an Executive Office Bearer or Non-Executive Office Bearer elected under this constitution.

**Ordinary General Meeting** means a meeting of Members held under this constitution at various times and in various locations or electronically in NSW and the ACT.

**Public Officer** means the person holding office under ss34-36 of the Act.

**Region** is an area of NSW as defined by the Executive Committee from time to time.

**Regional Vice President** means a person holding office of Regional Vice President under this constitution.

**Register of Affiliates** means the register used by the NSWCFCA to record the name, contact details and any other relevant information relating to organisations that are affiliated with the NSWCFCA.

**Register of Executive Committee** means the register providing relevant information on the members of the Executive Committee as required to be kept under s29 of the Act.

**Register of Members** means the register used by the NSWCFCA to record the name, contact details and any other relevant information relating to persons who are members of the NSWCFCA.

**the Regulation** means the NSW Government Associations Incorporation Regulation 2010.

**Secretary** means:

- (1) the person holding office under this constitution as Secretary, or
- (2) if no such person holds that office, the Public Officer of the NSWCFCA.

**Special General Meeting** means a meeting of the NSWCFCA convened under this constitution, the purpose of which is to resolve a single issue or to amend this constitution.

**Sub-Committee** means a sub-committee appointed by the Executive Committee and formed under this constitution.

## **1.2 Functions and Duties**

In this constitution:

1.2.1 a reference to a function includes a reference to a power, authority and duty, and

1.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

## **1.3 Interpretation Act**

The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **1.4 Objects**

The NSWCFCA will in NSW and the ACT:

1.4.1 Foster the conservation and development of freshwater recreational angling and freshwater habitats for the benefit of present and future generations.

1.4.2 Act as a coordinating and representative body between freshwater angler bodies and government bodies.

1.2.3 Assist Affiliates/Members to prepare submissions and other documents relating to freshwater recreational angling issues.

1.4.4 Form partnerships and alliances with other like-minded non-government and government bodies to promote freshwater recreational angling.

1.4.5 Comment on or make submissions in response to both State and Federal Government

policies proposals and documents that relate to freshwater recreational angling and freshwater habitat management.

1.4.6 Assist Affiliates to improve recreational angling opportunities in their local areas.

1.4.7 Maintain an effective constitution that encourages an active Executive Committee and a strong, representative network of Affiliates and Members.

1.4.8 Promote:

- (1) sustainable freshwater recreational angling practices,
- (2) effective access for freshwater recreational angling,
- (3) lawful and ethical freshwater recreational angling,
- (4) safe practices in freshwater recreational angling,
- (5) best-practice solutions to problems relating to freshwater recreational angling and freshwater habitat management.
- (6) research into improving freshwater recreational fisheries, and
- (7) the involvement of anglers in Regions to improve regional freshwater recreational angling opportunities and enjoyment.

## **1.5 NSW regional representation**

1.5.1 The NSWCFCA may be organised into a number of Regions of NSW to provide equal opportunity for the identification and promotion of freshwater angler regional issues.

1.5.2 The number of Regions, regional boundaries and names of the Regions may be determined by the Executive Committee from time to time.

1.5.3 Each Region may nominate one person to represent the Region on the Executive Committee as that Region's Regional Vice President. A Regional Vice President is nominated and elected as an Office Bearer under this constitution. A person nominated under this section shall be deemed to be an elected Office Bearer under this Constitution and subject to the terms of this Constitution

## **PART 2 - MEMBERSHIP**

### **2.1 Membership generally**

2.1.1 A person is eligible to be a Member if:

- (1) the person is a natural person, and
- (2) the person has been nominated and approved for Membership in accordance with clauses 2.2 and 2.4 of this constitution.

2.1.2 A person is taken to be a Member (with voting rights) if, immediately prior to this constitution:

- (1) the person was a natural person, and
- (2) in accordance with the provisions of this Constitution, the person was:

- (a) a Life Member, or
- (b) an Honorary Life Member, or
- (c) a delegate of an Affiliate.

2.1.3 A person is taken to be a Foundation Member (without voting rights) if, immediately prior to this constitution:

- (1) the person was a natural person, and
- (2) in accordance with the former constitution of the NSWCFCA, the person was a Foundation Member.

## **2.2 Honorary Life Member**

2.2.1 Nomination for Honorary Life Membership may be proposed by another Member in writing to the Secretary who is to refer the nomination to the next ordinary General Meeting.

2.2.2 A nomination proposal is to describe how the nominee has provided meritorious service in fields in which the NSWCFCA is active.

2.2.3 A nominee must be a Member.

2.2.4 If a General Meeting approves the nomination the Secretary is to enter the name of the nominee into the Register of Members.

## **2.3 Life Member**

A Life Member is a person who had paid a fee and was appointed prior to 20 August 2005 as a Life Member under the superseded Rules and Objects of the NSWCFCA.

## **2.4 Delegate Member - a person nominated by an Affiliate**

2.4.1 An Affiliate may nominate as a Delegate:

- (1) a natural person who is a member of the Affiliate and who will act on behalf of the Affiliate and who will contribute to the effective functioning of the NSWCFCA.

2.4.2 An Affiliate:

- (1) may nominate up to two persons for up to 100 financial members of the Affiliate and one further person for each additional 100 or part thereof of financial members of such Affiliate,
- (2) the person or persons nominated shall be so nominated in writing in a form as determined by the Executive Committee,
- (3) the nomination must be lodged with the Secretary, and
- (4) the person or persons so nominated shall be designated the delegate or delegates of such affiliate.

2.4.3 The Secretary must enter or cause to be entered the nominee's name in the Register of Members.

2.4.4 The Executive Committee or a General Meeting may reject a nomination for Delegate.

2.4.5 As soon as practicable after the Executive Committee or General Meeting rejects a nomination for Delegate, the Secretary must notify the nominee and the nominating Affiliate, in writing, that the nomination as Delegate was rejected.

2.4.6 A Delegate may be nominated at any time and will remain a Delegate until the person ceases to be a Member under clause 2.6.

## **2.5 Foundation Member**

2.5.1 Foundation Membership is available to any person who agrees to assist in meeting some of the costs of running the NSWCFCA.

2.5.2 A Foundation Member must be a natural person who pays an annual fee fixed from time to time by a General Meeting. A Foundation Member may or may not also be a Member as described in clauses 2.2 - 2.4.

2.5.3 The Secretary must enter the name of the Foundation Member into the Register of Members.

2.5.4 The period of Foundation Membership is 12 months from the date of receipt of the annual fee.

2.5.5 Foundation Membership will cease if another annual fee is not received within one month after the 12 month period referred to in clause 2.5.4.

2.5.6 A Foundation Member who is not also a Member will not be entitled to vote at General Meetings.

## **2.6 Cessation of Membership**

2.6.1 A person ceases to be a Member if the Affiliate which nominated the Member

- (1) ceases to be an Affiliate, or
- (2) withdraws the endorsement of a person who it nominated for Membership. Notice of any such withdrawal must be in writing addressed to the Secretary in the form approved by the Executive Committee and received by the Secretary

2.6.2 A person ceases to be a Member if the Member"

- (1) resigns Membership, or
- (2) dies, or
- (3) is expelled from the NSWCFCA, or
- (4) the person is a Foundation Member but not also a Member, and ceases to renew Foundation Membership.

Notice of any such withdrawal must be in writing addressed to the Secretary in the form approved by the Executive Committee and received by the Secretary

## **2.7 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member:

- (1) is not capable of being transferred or transmitted to another person, and
- (2) terminates on cessation of the person's Membership.

## **2.8 Resignation of Membership**

2.8.1 A Member may resign from Membership by first giving to the Secretary written notice of at least one month (or such other period as the Executive Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

2.8.2 If a Member ceases to be a Member under clause 2.8.1 and, in every other case where a Member ceases to hold Membership, the Secretary must notify the Public Officer.

2.8.3 Upon being notified that a person has ceased to be a Member, the Public Officer must

make, or cause to make, an appropriate entry in the Register of Members.

## **2.9 Register of Members**

2.9.1 The Public Officer must ensure the establishment of and maintain a Register of Members of the NSWCFCA specifying the name and contact details of each person who is a Member.

2.9.2 The Register of Members must be kept in New South Wales by the Secretary and may be in electronic form.

2.9.3 The Register of Members must be open for inspection by any Member, free of charge, at any reasonable hour.

2.9.4 A Member may obtain a hard copy of any part of the Register on payment of a fee, as determined by the Executive Committee, for each page copied.

2.9.5 If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.

2.9.6 A Member must not use information about a person obtained from the Register to contact or send material to the person, other than for:

- (1) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the NSWCFCA or other material relating to the NSWCFCA, or
- (2) any other purpose necessary to comply with a requirement of the Act or the Regulation.

2.9.7 Any breach of clause 2.9.6 may result in suspension of the Member.

## **2.10 Annual Membership Fee**

An Annual Membership Fee may be zero or shall be such amount as shall be determined from time to time by the Executive Committee.

## **2.11 Members' liabilities**

A Member has no liability to contribute towards the payment of debts and liabilities of the NSWCFCA or the costs, charges and expenses of the winding up of the NSWCFCA.

## **2.12 Resolution of disputes**

2.12.1 A dispute between a Member or Members, not involving a matter under clauses 2.13 or 2.14, and the NSWCFCA is to be mediated by a person (not necessarily being a Member) acceptable to the parties to the dispute and to the Executive Committee.

2.12.2 If a dispute is not resolved by mediation within 3 months of the referral, the dispute is to be referred to arbitration.

2.12.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **2.13 Dealing with complaints against a Member or Members**

2.13.1 A complaint may be made in writing addressed to the Secretary of the Executive Committee by any Member who believes that a Member:

- (1) has refused or neglected to comply with a provision or provisions of this constitution,  
or

- (2) has wilfully acted in a manner prejudicial to the interests of the NSWCFCA.

2.13.2 The Executive Committee may refuse to deal with a complaint if it considers the complaint to be:

- (1) trivial or vexatious in nature, or
- (2) in the opinion of the Executive Committee more properly dealt with by way of mediation under Clause 2.12

2.13.3 If the Executive Committee decides to deal with the complaint, the Executive Committee:

- (1) must cause notice of the complaint to be served on the Member concerned, and
- (2) must give the Member concerned at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
- (3) must take into consideration any submissions made by the Member concerned in connection with the complaint.

## **2.14 Disciplining of Members**

2.14.1 The Executive Committee may by resolution reprimand, terminate or suspend a Member from Membership if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the reprimand, termination or suspension is warranted in the circumstances.

2.14.2 If the Executive Committee terminates or suspends a Membership, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the Member's right of appeal under clause 2.15.

2.14.3 A reprimand, expulsion or suspension does not take effect:

- (1) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
- (2) if within that period the Member exercises the right of appeal, unless and until the NSWCFCA confirms the resolution under clause 2.14.1

whichever is the later.

## **2.15 Right of appeal of disciplined Member**

2.15.1 A Member may appeal to the NSWCFCA against a resolution of the Executive Committee under clause 2.14.1, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

2.15.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal. The notice must contain all grounds on which the Member intends to rely for the purposes of the appeal.

2.15.3 On receipt of a notice from a Member under clause 2.15.1, the Secretary must notify the Executive Committee which is to convene a Special General Meeting to be held within 28 days after the date on which the Secretary received the notice.

2.15.4 At a Special General Meeting convened under clause 2.15.3:

- (1) no business other than the question of the appeal is to be transacted, and
- (2) a representative of the Executive Committee and the Member concerned must be given the opportunity to state their respective cases orally or in writing, or both, and
- (3) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

2.15.5 The appeal is to be determined by a simple majority of votes cast by Members present at the Special General Meeting.

## **PART 3 - AFFILIATION**

### **3.1 Affiliation generally**

3.1.1 An organisation is eligible to be affiliated with the NSWCFA if:

- (1) the organisation has similar and compatible objects to the NSWCFA, and
- (2) the organisation has been nominated and approved for Affiliation in accordance with clause 3.2.

3.1.2 An organisation is taken to be an Affiliate if the organisation was a member organisation of the NSWCFA immediately prior to the adoption of this Constitution. A list of such affiliated organisations is at Appendix 1 of this Constitution.

### **3.2 Nomination for Affiliation**

3.2.1 A nomination of an organisation for Affiliation:

- (1) must be made by a Member in writing in the form decided from time to time by the Executive Committee, and
- (2) must be lodged with the Secretary, together with a copy of the Rules/Constitution of the organisation being nominated, certified by two of the President or Chairman or Secretary or Treasurer of the Organisation being nominated.

3.2.2 As soon as practicable after receiving a nomination for Affiliation, the Secretary must refer the nomination to the Executive Committee which is to review and either accept or reject the nomination.

3.2.3 As soon as practicable after the Executive Committee makes that determination, the Secretary must:

- (1) notify the nominee, in writing, that the NSWCFA approved or rejected the nomination (whichever is applicable), and
- (2) if the Executive Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under clause 3.8 by an Affiliate as an Annual Subscription .

3.2.4 The Secretary must, on payment by the nominee of an amount referred to in clause 3.8, enter or cause to be entered the nominee's name in the Register of Affiliates and, on the name being so entered, the nominee becomes an Affiliate of the NSWCFA.

### **3.3 Affiliates' entitlements not transferable**

A right, privilege or obligation which an organisation has by reason of being an Affiliate:

3.3.1 is not capable of being transferred or transmitted to another person or organisation, and

3.3.2 terminates on termination of the Affiliation.

### **3.4 Suspension of Affiliation**

3.4.1 The Executive Committee may suspend Affiliation of an organisation that fails to pay the Annual Subscription within 3 months after the fee is due. The suspended Affiliate will remain suspended while fees remain outstanding.

3.4.2 If an Affiliate is suspended, the appointments of the relevant Delegates are also suspended.

3.4.3 A suspended Delegate may attend meetings of the NSWCFCA but will have no voting rights. The Delegates shall remain suspended until such time as the Delegate receives notification, in writing, from the Secretary of the withdrawal of the Delegates suspension.

3.4.4 If an Affiliate is suspended the Secretary must make, or cause to make, an appropriate entry in the Register of Affiliates recording the date of the suspension.

### **3.5 Termination of Affiliation**

3.5.1 The Executive Committee may terminate Affiliation of an organisation if that organisation:

(1) is wound up, or

(2) becomes moribund, or

(3) resigns the Affiliation.

(4) In the opinion of the Executive Committee the Affiliate no longer has similar and compatible objects to the NSWCFCA.

3.5.2 An organisation is deemed to be moribund if its membership declines to less than 10 natural persons, or it fails to hold an AGM in any given year.

3.5.3 If an Affiliate ceases to be an Affiliate the Secretary must make an appropriate entry in the Register of Affiliates recording the date on which the organisation ceased to be an Affiliate.

3.5.4 If Affiliation is terminated, the appointments of the relevant Delegates are also terminated.

### **3.6 Resignation of Affiliation**

3.6.1 An Affiliate may resign from affiliation with the NSWCFCA by first giving to the Secretary written notice of at least one month (or such other period as the Executive Committee may determine) of the Affiliates' intention to resign and, on the expiration of the period of notice, the Affiliate ceases to be an Affiliate.

3.6.2 If an Affiliate resigns, the Secretary must make, or cause to make, an appropriate entry in the Register of Affiliates recording the date on which the organisation ceased to be an Affiliate.

3.6.3 If an Affiliate resigns, the appointments of the relevant Delegates are terminated.

### **3.7 Register of Affiliates**

3.7.1 The Secretary must establish and maintain a Register of Affiliates specifying the name and contact details of each Affiliate, together with the date of Affiliation.

3.7.2 The Register of Affiliates must be kept in New South Wales by the Secretary and may be in

electronic form.

3.7.3 The Register of Affiliates shall be open for inspection, free of charge, by any Member at a time mutually agreed with the Secretary. If such an agreement cannot be reached within 21 days then the Register may be inspected at any reasonable time nominated by the Secretary but subject to seven (7) days' notice in writing addressed to the Secretary.

3.7.4 A Member may obtain a hardcopy of any part of the Register of Affiliates on payment of a fee as determined by the Executive Committee for each page copied.

3.7.5 A Member or an Affiliate must not use information about an Affiliate obtained from the Register to contact or send material to the Affiliate, other than for:

- (1) the purposes of sending the Affiliate a newsletter, a notice in respect of a meeting or other event relating to the NSWCFCA or other material relating to the NSWCFCA, or
- (2) any other purpose necessary to comply with a requirement of the Act or the Regulation.

3.7.6 Any breach of clause 3.7.5 may result in suspension of the Affiliate.

### **3.8 Affiliate annual subscription**

An Affiliate must pay to the NSWCFCA an annual subscription as an affiliation fee as determined by the Executive Committee:

- (1) except as provided by sub-clause (2), before 1 July in each calendar year, or
- (2) if the Affiliate becomes an Affiliate on or after 1 July in any calendar year, an amount equal to  $x/12$  of the annual subscription, where  $x$  is the number of full months until 01 July of the next calendar year and thereafter before 01 July in each succeeding calendar year.

### **3.9 Affiliates' liabilities**

The liability of an Affiliate to contribute towards the payment of the debts and liabilities of the NSWCFCA or the costs, charges and expenses of the winding up of the NSWCFCA is limited to the amount, if any, unpaid by the Affiliate in respect of Affiliation as required by clause 3.8.

### **3.10 Dealing with complaints against Affiliates**

3.10.1 Any Member may lodge a complaint in writing with the Executive Committee stating that an Affiliate:

- (1) has refused or neglected to comply with a provision or provisions of this constitution, or
- (2) has wilfully acted in a manner prejudicial to the interests of the NSWCFCA.

3.10.2 The Executive Committee may refuse to deal with a complaint if it considers the complaint to be:

- (1) trivial or vexatious in nature, or
- (2) amenable to being dealt with by mediation.

3.10.3 If the Executive Committee decides to deal with the complaint, the Executive Committee:

- (1) must cause notice of the complaint to be served on the Affiliate concerned, and may

be copied to the relevant Delegates, and

- (2) must give the Affiliate which is the subject of the complaint at least 21 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
- (3) must take into consideration any submissions made in writing by the Affiliate in connection with the complaint.

### **3.11 Disciplining of Affiliates**

3.11.1 The Executive Committee may, by resolution, reprimand the Affiliate, terminate Affiliation or suspend Affiliation if, after considering a complaint and any submissions in writing made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the reprimand, termination or suspension of affiliation is warranted in the circumstances.

3.11.2 The Secretary must, within 14 days after the Executive Committee has resolved the complaint, cause written notice to be given to the Affiliate of the action taken, of the reasons given by the Executive Committee for having taken that action and of the Affiliates' right of appeal under clause 3.13.

3.11.3 The termination or suspension does not take effect:

- (1) until the expiration of the period within which the Affiliate is entitled to appeal against the resolution concerned (the appeal period), or
- (2) if within the appeal period the Affiliate exercises the right of appeal, unless and until the NSWCFCA confirms the resolution under 3.13.

whichever is the later.

### **3.12 Right of appeal of disciplined Affiliate**

3.12.1 An Affiliate may appeal to the NSWCFCA in General Meeting against a resolution of the Executive Committee under clause 3.12, within 14 days after notice of the resolution is served on the Affiliate (the appeal period), by lodging with the Secretary a notice to that effect.

3.12.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Affiliate intends to rely for the purposes of the appeal. Any such statement must be in writing.

3.12.3 On receipt of a notice from an Affiliate under clause 3.13.1, the Secretary must notify the Executive Committee which is to convene a Special General Meeting to be held within 42 days after the date on which the Secretary received the notice.

3.12.4 At a Special General Meeting convened under clause 3.13.3:

- (1) no business other than the question of the appeal is to be transacted, and
- (2) the Executive Committee and the Affiliate must be given the opportunity to state their respective cases orally or in writing, or both, and
- (3) the Members present are to vote by secret ballot on the question of whether the Executive Committee's resolution should be confirmed or revoked.

3.12.5 The appeal is to be determined by a simple majority of votes cast by Members present at the Special General Meeting.

### **3.13 Dealing with disputes between Affiliates and the NSWCFCA**

3.13.1 A dispute between an Affiliate or Affiliates (in their capacity as Affiliates) against the NSWCFCA, not involving a matter under clause 3.11, is to be mediated by a person (not necessarily being a Member), acceptable to the Affiliate or Affiliates and to the Executive Committee.

3.13.2 If a dispute under clause 3.13.1 is not resolved by mediation within 3 months of an attempt to mediate the dispute, the dispute is to be referred to arbitration.

3.13.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **PART 4 - OFFICE BEARERS AND EXECUTIVE COMMITTEE**

### **4.1 Office Bearers**

4.1.1 **General.** The NSWCFCA will have two divisions of Office Bearers, Executive Office Bearers, who comprise the Executive Committee, and Non-Executive Office Bearers who work outside the Executive Committee.

Note: the Public Officer is independent of the Executive Committee; duties and responsibilities are governed by ss34-36 of the Act.

4.1.2 **Executive Office Bearers.** The Executive Office Bearers are the persons elected to the positions of:

- (1) **President.** The President will act as the representative and spokesperson of NSWCFCA subject to any direction from time to time by the Executive Committee.
- (2) **Senior Vice president.** The Senior Vice president acts as the President in the President's absence and may act as the President's delegate.
- (3) **Regional Vice President.** A Regional Vice President will represent the angling organisations located within the Region for which he/she is responsible. In particular, he/she is to ensure that relevant information is passed from the Executive Committee to the relevant Affiliates in the Region and from the relevant Affiliates to the Executive Committee.
- (4) **Secretary.** The Secretary will keep minutes of all meetings and maintain the records of the NSWCFCA. As a minimum, the Secretary is to carry out the duties of clause 4.1.3.
- (5) **Immediate Past President** - will assist the current President in carrying out the duties of President.
- (6) **Treasurer.** The Treasurer will carry out all duties relating to the financial management of the NSWCFCA. As a minimum, the Treasurer is to carry out the duties of clause 4.1.4.

#### **4.1.3 Duties of Secretary**

- (1) The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the NSWCFCA of his or her contact details.
- (2) The Secretary must keep:

- (a) records of all appointments of Office Bearers,
  - (b) records of the names of Members present at an Executive Committee Meeting or a General Meeting,
  - (c) records of all proceedings at Executive Committee Meetings and General Meetings, and
  - (d) registers of Affiliates and Members.
- (3) The Secretary may delegate any of the duties under this clause to either the Assistant Secretary or Minute Secretary.

**4.1.4 Duties of Treasurer.** The Treasurer will ensure:

- (1) that all money due to the NSWCFCA is collected and received and that all payments authorised by the NSWCFCA are made;
- (2) that appropriate records are kept showing the financial affairs of the NSWCFCA, including full details of all receipts and expenditure connected with the activities of the NSWCFCA.
- (3) compliance with clause 6.3 of this constitution (Funds Management).

**4.1.5 Non-Executive Office Bearers.** The duties and responsibilities of the Non-Executive Office Bearers will be determined by the Executive Committee. The Non-Executive Office Bearers are:

- (1) Environment Officer
- (2) Promotions Officer
- (3) Assistant Secretary
- (4) Minute Secretary
- (5) Publications Editor
- (6) Website Manager
- (7) Honorary Solicitor
- (8) VRFish Liaison
- (9) Delegates to Recreational Fishing Alliance of NSW
- (10) Scientific Advisor
- (11) Delegates to committees and forums as appointed by the Executive Committee from time to time.

**4.1.6 Election of Office Bearers**

- (1) Nominations of candidates for election as Office Bearers must be sent to the Secretary and:
  - (a) must be made in writing in the form approved by the Executive Committee, endorsed by two Members and accompanied by the written consent of the candidate,

- (b) must be delivered to the Secretary at least 7 days before the date fixed for the holding of the AGM at which the election is to take place, and
  - (c) may be made, consented to and endorsed by post, email, or facsimile transmission.
- (2) If only one nomination is received to fill an Office Bearer vacancy the candidate nominated is taken to be elected.
  - (3) If only one nomination is received to fill an Office Bearer vacancy, further nominations can be received at the AGM.
  - (4) If no nomination is received for a vacant Office Bearer position that position is taken to be a casual vacancy.
  - (5) If more than one nomination is received for an Office Bearer vacancy a ballot is to be held.
  - (6) The ballot for the election of Office Bearers is to be conducted at the AGM in such usual and proper manner as the Executive Committee may direct.
  - (7) A person nominated as a candidate for election as an Office Bearer must be a Member.

## **4.2 The Executive Committee**

### **4.2.1 Composition and Membership of Executive Committee**

- (1) The Executive Committee is to consist of the Executive Office Bearers.
- (2) An Executive Committee Member may hold more than one office (other than both the offices of President and Senior Vice-President).
- (3) Each Executive Committee Member is, subject to this constitution, to hold office until the AGM following the date of the Member's election, but is eligible for nomination and re-election.
- (4) Details of the Executive Committee members are to be recorded in the Register of Executive Committee as required by s29 of the Act.

**4.2.2 Powers of the Executive Committee.** Subject to the Act, the Regulation, this constitution and to any resolution passed by a General Meeting, the Executive Committee:

- (1) is to control and manage the affairs of the NSWCFCA, and
- (2) may exercise all such functions as may be exercised by the NSWCFCA, other than those functions that are required by this constitution to be exercised by a General Meeting, and
- (3) has 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 NSWCFCA.

### **4.2.3 Casual vacancies on the Executive Committee**

- (1) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a Member to fill the vacancy and

the Member so appointed is to hold office, subject to this constitution, until the AGM next following the date of the appointment.

- (2) A casual vacancy in an Office Bearer position occurs if the Member:
- (a) dies, or
  - (b) ceases to be a Member, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 4.2.4
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Executive Committee from 3 consecutive meetings of the Executive Committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

#### **4.2.4 Removal of Office Bearers**

- (1) The NSWCFCA in General Meeting may by resolution remove a person from an Office Bearer position before the expiration of the Office Bearer's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Office Bearer so removed.
- (2) An Office Bearer removed from office in sub-clause (1) may make representation in writing to the Secretary or President (not exceeding a reasonable length of time after removal) and request that the representation be notified to the Members. The Secretary or the President may send a copy of the representation to each Member or, if the representation is not so sent, the Office Bearer is entitled to require that the representation be read out at the meeting at which the resolution is considered.

#### **4.2.5 Executive Committee Meetings and quorum**

- (1) The Executive Committee may meet face to face or via electronic means at times and dates as determined by the Executive Committee.
- (2) Additional meetings of the Executive Committee may be convened by the President, Senior Vice President or Secretary at the request of any Executive Committee Member.
- (3) Notice, either written or electronic, of an Executive Committee Meeting must be given by the Secretary to each Executive Committee Member at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Executive Committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Committee Members present at the meeting unanimously agree to treat as urgent business.
- (5) Subject sub-clause (8), any 3 Members of the Executive Committee constitute a quorum for the transaction of the business of an Executive Committee Meeting.
- (6) No business is to be transacted by the Executive Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned until reconvened at a mutually agreed time.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At an Executive Committee Meeting:
  - (a) the President or, in the President's absence, the Senior vice-President is to preside, or
  - (b) if the President and the Senior vice-President are absent or unwilling to act, one of the remaining members of the Executive Committee as may be chosen by the Executive Committee Members present at the meeting is to preside.
- (9) Members and other persons may be invited by an Executive Committee Member to attend an Executive Committee Meeting to advise, or provide information to, the Executive Committee. Such co-opted persons will have no voting rights and may be required to absent themselves from the Meeting before a vote is taken on any resolution.
- (10) Notwithstanding any of the foregoing, an Executive Committee Meeting may be held using telephones or other electronic means, including internet-based services. The person presiding at such an electronic meeting is to be satisfied that:
  - a) a minimum of three members of the Executive Committee is present on line,
  - b) Executive Committee Members can effectively participate in discussions of resolutions, and
  - c) voting is properly conducted.
- (11) Minutes of proceedings at a meeting must be approved by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **4.2.6 Delegation by Executive Committee to Sub-Committee**

- (1) The Executive Committee may delegate some functions to sub-committees consisting of such Members as the Executive Committee thinks fit.
- (2) The functions of a sub-committee will be specified in writing in the instrument of delegation but will not include:
  - (a) the power of delegation, and

- (b) a function which is a duty imposed on the Executive Committee by the Act or by any other law.
- (3) The exercise of a function which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (4) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (5) Despite any delegation under this clause, the Executive Committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- (7) The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (8) A sub-committee may meet and adjourn as it thinks proper.

#### **4.2.7 Voting and decisions - Executive Committee Meeting**

- (1) Questions arising at an Executive Committee Meeting or of any sub-committee are to be determined by a majority of the votes of members of the Executive Committee or sub-committee present at the meeting.
- (2) Each Executive Committee Member present at an Executive Committee Meeting or of any sub-committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 4.2.5, the Executive Committee may act despite any vacancy on the Executive Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Executive Committee Member or sub-committee member.

**4.2.8 Register of Executive Committee.** The Public Officer is to maintain the Register of Executive Committee as required under s29 of the Act.

## **PART 5 - GENERAL MEETINGS**

### **5.1 Annual General Meetings**

5.1.1 The NSWCFAs must hold its first Annual General Meeting within 18 months after its registration under the Act.

5.1.2 The NSWCFAs must hold its Annual General Meeting:

- (1) within 6 months after the close of the financial year, or
- (2) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

5.1.3 Subject to the Act and to clause 5.1.2, the Annual General Meeting is to be convened on such date and at such place and time as the Executive Committee thinks fit.

5.1.4 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

- (1) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
- (2) to receive from the Executive Committee reports on the activities during the last preceding financial year,
- (3) to elect Office-Bearers,
- (4) to receive and consider any financial statement or report required to be submitted to Members under the Act.

5.1.5 For the purposes of electing Office Bearers, Members present at an Annual General Meeting may elect a Returning Officer.

5.1.6 An Annual General Meeting must be specified as such in the notice convening it.

5.1.7 Members and other persons may be invited by an Executive Committee Member to attend an Annual General Meeting to advise, or provide information to, the Meeting. Such co-opted persons will have no voting rights and may be required to absent themselves from the Meeting before a vote is taken on any resolution.

## **5.2 Special General Meetings**

5.2.1 The Executive Committee may, whenever it thinks fit, convene a Special General Meeting.

5.2.2 A Special General Meeting must be convened as nearly as is practicable in the same manner as an Ordinary General Meeting is convened.

5.2.3 Only a single issue is to be transacted at a Special General Meeting.

5.2.4 The Executive Committee must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a Special General Meeting.

5.2.5 A requisition of Members for a Special General Meeting:

- (a) must state the purpose or purposes of the meeting, and
- (2) must be confirmed in writing by the Members making the requisition, and
- (c) must be lodged with the Secretary, and
- (d) may consist of several documents in a similar form, each endorsed by one or more of the Members making the requisition.

5.2.6 If the Executive Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

5.2.7 A member of the Executive Committee may invite non-Members to attend a Special General Meeting to facilitate the particular item of business but those persons will not be entitled to vote on any motion of the meeting.

5.2.8 The Secretary must, at least 21 days before the date fixed for the holding of the Special General Meeting, cause notice to be given to each Member specifying the intention to propose the special resolution.

5.2.9 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting.

Note: voting at Special General Meetings is to be conducted in accordance with s39 of the Act.

### **5.3 Ordinary General Meetings**

5.3.1 Ordinary General Meetings are to be held at least four times each year at an agreed venue or electronically as decided by the Executive Committee.

5.3.2 The Meeting is to consider matters of general significance to freshwater angling.

### **5.4 Notice of General Meetings**

5.4.1 The Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

5.4.2 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

5.4.3 A Member may raise other business at a General Meeting.

### **5.5 Quorum for General Meetings**

5.5.1 No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.

5.5.2 Three Office Bearers plus five Members present (being Members entitled under this constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

5.5.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

- (1) if convened on the requisition of Members, is to be dissolved, and
- (2) in any other case, is to stand adjourned until another date, time and place as determined by the Executive Committee.

5.5.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

5.5.5 If a quorum is not present at the adjourned meeting of clause 5.5.4 the meeting is to be cancelled.

## **5.6 Presiding Member at General Meetings**

5.6.1 The President or, in the President's absence, the Senior Vice-President, is to preside as chairperson at each General Meeting.

5.6.2 If the President and the Senior Vice-President are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

5.6.3 Minutes of proceedings at a General Meeting must be approved by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **5.7 Adjournment of General Meetings**

5.7.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.

5.7.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Affiliate stating the place, date and time of the General Meeting and the nature of the business to be transacted at the General Meeting.

5.7.3 Except as provided in clauses 5.7.1 and 5.7.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned General Meeting is not required to be given.

## **5.8 Making of decisions at General Meetings**

5.8.1 A question arising at a General Meeting is to be determined by either:

- (1) a show of hands, or
- (2) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot — a written ballot.

5.8.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

5.8.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **5.9 Special Resolution**

A special resolution is a resolution dealt with at a Special General Meeting.

## **5.10 Voting at General Meetings**

5.10.1 On any question arising at a General Meeting a Member has only one vote.

5.10.2 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

5.10.3 A Member is not entitled to vote at any General Meeting if the Member is under 18 years of age or has been suspended.

### **5.11 Proxy votes not permitted at General Meetings**

Proxy voting may not be undertaken at or in respect of a General Meeting.

### **5.12 Postal ballots at General Meetings**

5.12.1 The NSWCFCA may hold a postal ballot to determine any issue or proposal (other than an appeal under clauses 2.15).

5.12.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **PART 6 - MISCELLANEOUS**

### **6.1 Insurance**

NSWCFA may effect and maintain such insurances as the Executive Committee may from time to time determine.

### **6.2 Funds - source**

6.2.1 The funds of the NSWCFCA are to be derived from annual subscriptions of Affiliates and Members, donations and such other sources as the Executive Committee determines.

6.2.2 All money received by the NSWCFCA must be deposited without deduction as soon as practicable and to the credit of the NSWCFCA's bank account or other authorised deposit-taking institution account.

6.2.3 The NSWCFCA must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **6.3 Funds - Management**

6.3.1 Subject to any resolution passed by the NSWCFCA in General Meeting, the funds of the NSWCFCA are to be used in pursuance of the Objects of the NSWCFCA in such manner as the Committee determines.

6.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Members of the Executive Committee, being Members authorised to do so by the Executive Committee.

6.3.3 All electronic banking payments must be approved by any 2 Members of the Executive Committee, being Members authorized to do so by the Executive Committee.

### **6.4 Change of Name, Objects and Constitution**

An application to the Director-General for registration of a change in the NSWCFCA's name, objects or this constitution in accordance with section 10 of the Act is to be made by the Public Officer or an Executive Committee Member.

### **6.5 Custody of Records**

Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control, all records, books and other documents relating to the NSWCFCA.

## **6.6 Inspection of Records**

6.6.1 The following documents will be open to inspection, free of charge, by a Member or Affiliate at a time mutually agreed with the Secretary:

- (1) records, books and other financial documents of the NSWCFCA,
- (2) this constitution,
- (3) minutes of all Committee Meetings and General Meetings .

6.6.2 If such an agreement to inspect the documents in clause 6.6.1 cannot be reached within 21 days then the documents may be inspected at any reasonable time as nominated by the Secretary, subject to seven days notice.

6.6.3 A Member may obtain a copy of any of the documents referred to in clause 6.6.1 on payment of a fee of not more than \$1 for each page copied.

6.6.4 Any documents provided to a Member or Affiliate will be provided subject to an undertaking not to disclose the documents to any party other than members of Affiliates or of NSWCFCA unless for the purpose of protecting the Member's or Affiliates' legal rights.

## **6.7 Service of Notices**

6.7.1 For the purpose of this constitution, a notice may be served on or given to a person:

- (1) by delivering it to the person personally, or
- (2) by sending it by pre-paid post to the address of the person, or
- (3) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

6.7.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (1) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (2) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (3) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **6.8 Financial Year**

The financial year of the NSWCFCA is:

- (1) the period of time commencing on the date of incorporation of the NSWCFCA and ending on the following 30 June, and
- (2) each period of 12 months after the expiration of the previous financial year of the NSWCFCA, commencing on 1 July and ending on the following 30 June.