

CONSTITUTION OF THE NSW COUNCIL OF FRESHWATER ANGLERS INCORPORATED

December 2025

Founded in 1958 to represent the freshwater anglers of NSW and the ACT.

Registration Number: Y1904425

ABN: 22 497 104 592

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Part 1 – Preliminary

1.1. Name

The name of the association is NSW Council of Freshwater Anglers Incorporated (“the Association”).

1.2. Objects

The Association will in NSW and the ACT:

- 1.2.1. Foster the conservation and development of freshwater recreational angling and freshwater habitats for the benefit of present and future generations.
- 1.2.2. Act as a coordinating and representative body between freshwater anglers, freshwater recreational angling bodies, and government bodies.
- 1.2.3. Assist Members to make representations relating to freshwater recreational angling issues.
- 1.2.4. Form partnerships and alliances with other like-minded non-government and government bodies to promote freshwater recreational angling.
- 1.2.5. Comment on or make submissions in response to State and Federal Government policies, proposals, and documents that relate to freshwater recreational angling and freshwater habitat management, for the benefit of anglers and the community.
- 1.2.6. Assist Members to improve recreational angling opportunities in their local areas.
- 1.2.7. Maintain an effective constitution that encourages an active Executive Committee and a strong, representative network of Members.
- 1.2.8. Promote sustainable and lawful freshwater recreational angling practices; effective access; safe practices; best-practice solutions to issues affecting freshwater angling and freshwater habitat management; and research into improving freshwater recreational fisheries and habitat management.

1.3. Definitions

Act means the *Associations Incorporation Act 2009* (NSW).

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

Association means the NSW Council of Freshwater Anglers Incorporated.

Executive Committee means the management committee of the Association, comprising the President, Past President, Senior Vice-President, Secretary, and Treasurer.

Executive Committee Meeting means a meeting of the Executive Committee.

Executive Office Bearer means a member of the Executive Committee; that is, the President, Immediate Past President, Senior Vice-President, Secretary or Treasurer.

Delegate: means a natural person nominated in writing by an Affiliate Member or Corporate Member to exercise that Member's voting rights.

General Meeting means an Annual General Meeting, Quarterly General Meeting, or a Special General Meeting.

Immediate Past President means the person who last held the position of President immediately before the current President.

Member means a person or organisation admitted to membership under Part 2 – Membership.

Membership Classes means Adult Members, Junior Members, Honorary Life Members, Affiliate Members, Corporate Members, and Supporting Members.

Non-Executive Office Bearer means an office holder appointed under clause 3.4 Non-Executive Office Bearers) who is not a member of the Executive Committee.

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

Public Officer has the meaning given in the Act.

Regulation means the *Associations Incorporation Regulation 2022* (NSW).

Secretary means (1) the person elected as Secretary, or (2) if none, the Public Officer.

Special General Meeting means a meeting convened to resolve a single issue or amend this Constitution.

Sub-Committee means a sub-committee appointed by the Executive Committee.

1.4. Interpretation Act

The *Interpretation Act 1987* (NSW) applies to this Constitution as if it were an instrument made under the Act. Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 – Membership

2.1. Categories of Membership

The Association shall consist of the following classes:

2.1.1 Adult Members

Individuals aged 16 years and over.

Subject to payment of the annual membership fee.

Each Adult Member is entitled to one (1) vote at General Meetings.

2.1.2 Junior Members

Individuals under 16 years of age.

No membership fee payable.

Junior Members are not entitled to vote.

2.1.3 Honorary Life Members

Conferred by resolution of the Committee or the Association at a General Meeting, in recognition of outstanding service to the Association.

No membership fee payable.

Each Honorary Life Member is entitled to one (1) vote at General Meetings.

2.1.4 Affiliate Members

Eligibility: Recreational Fishing Clubs, Acclimatisation Societies, or associations whose purposes are aligned with the Objects of the Association.

Application: Applications are made under clause 2.5. Application for Membership) and must include a copy of the Affiliate's constitution or rules certified by two office bearers.

Delegates: An Affiliate may nominate up to one (1) Delegates for up to 10 financial Members, and one (1) additional Delegate for each additional 10 financial Members or part thereof, up to a maximum of ten (10) delegates. Nominations must be in writing, in a form determined by the Executive Committee, and lodged with the Secretary. Nominations must be accompanied by a full name and contact details such as email or postal address for the delegate and remain valid until replaced by written notice.

Voting: Each Delegate is entitled to one (1) vote at General Meetings, up to a maximum of ten (10) votes per Affiliate. Affiliates must submit a certified statement of financial membership numbers, signed by two office bearers, to the Secretary by 30 June annually to verify Delegate and voting entitlements.

Fees: Affiliate Members pay an annual fee determined by the Executive Committee, which may be based on membership size or other criteria.

Register: The Association must record Affiliate Member details and nominated Delegates in the Register of Members.

Discipline and Appeals: Affiliate Members are subject to clause 6.2 Right of Appeal.

2.1.5 Corporate Members

Eligibility: Businesses or organisations aligned with the Objects of the Association.

Application: Applications are made under clause 2.5. Application for Membership).

Delegates and Voting: Each Corporate Member must nominate one Delegate in writing, lodged with the Secretary, to represent it. Each Corporate Member is entitled to one (1) vote, exercised by its nominated Delegate.

Fees: Corporate Members pay an annual fee determined by the Executive Committee.

Register: The Association must record Corporate Member details and nominated Delegate's name and address in the Register of Members.

Discipline and Appeals: Corporate Members are subject to Part 6 – Disciplinary and Dispute Procedures; any appeal is made under clause 6.2 (Right of Appeal).

2.1.6 Supporting Members

Individuals who support the Objects of the Association. Supporting Members are recorded in the Association's Register of Members under section 68 of the *Associations Incorporation Act 2009 (NSW)*.

Supporting Members are not entitled to vote or hold office but may attend meetings, receive communications, and participate in consultations and activities of the Association.

Supporting Members will receive Association communications, be invited to meetings, events, and may be engaged in surveys and consultations.

2.2. Rights of Members

Voting Rights: Adult Members, Honorary Life Members, Affiliate Members (through Delegates), and Corporate Members (through one Delegate for each Corporate Member).

Non-Voting Rights: Junior Members and Supporting Members.

Participation Rights: All Members may attend meetings, receive communications, and participate in activities, but only voting Members may move or vote on resolutions.

2.3 Voting by Members

2.3.1 Each Voting Member is entitled to one vote on any resolution at a General or Special General Meeting.

2.3.2 Voting may be conducted in person or by secure electronic means, as determined by the Executive Committee.

2.3.3 The Executive Committee shall establish procedures to ensure fairness, confidentiality, verification of eligible voters, and integrity of any electronic voting process.

2.3.4 A resolution is carried by a majority of votes cast, except where this Constitution or the Act requires a special resolution.

2.3.5 The Executive Committee may prescribe additional rules for conduct of ballots and electronic voting consistent with this Constitution.

2.4. Executive Committee Voting and Decisions

2.4.1 Each Executive Committee Member present at a duly convened meeting has one vote. In the event of an equality of votes, the Chairperson has a casting vote.

2.4.2 The Executive Committee may make decisions without a meeting, by written or electronic means, provided that:

(a) The motion has been circulated to all Executive Committee Members,

(b) A majority of Executive Committee Members approve the resolution in writing or by electronic confirmation within the period specified, and

(c) The resolution is recorded in the minutes of the next Executive Committee meeting.

2.4.3 A resolution approved in accordance with subclause 2.4.2 of clause 2.4. Executive Committee Voting and Decisions) shall have the same effect as one passed at a meeting duly convened.

2.5. Application for Membership

Applications must state the class of membership sought, be in a form approved by the Executive Committee, and be approved by the Executive Committee.

The Executive Committee must provide reasons for refusal and offer an appeal process to a General Meeting.

On approval, the applicant must pay any applicable fee and be entered in the Register of Members.

2.6. Register of Members

The Association must maintain a Register of Members recording:

2.6.1 The name of each Member;

2.6.2 The Member's residential or postal address, and where the Member has consented to electronic communication, their email address as the primary contact;

2.6.3 The class of membership; and

2.6.4 The dates of admission and cessation.

2.6.5 For Affiliate and Corporate Members, the names and addresses of Delegates.

For privacy and administrative efficiency, the Association may record only suburb and postcode rather than a full street address where a Member has consented to electronic communication as the primary contact method.

The Register of Members must be kept in New South Wales at the Association's main premises (or, if there are no premises, at the official address) and may be maintained in electronic or other form, provided it can be readily produced in legible form. Subject to any lawful privacy restrictions, the Register must be open for inspection by any Member free of charge at any reasonable time.

2.7. Matters Reserved for the Membership

To avoid doubt, the following matters are reserved to Voting Members at a General or Special Meeting and are not within the power of the Executive Committee alone. All other operational, administrative and policy decisions are delegated to the Executive Committee between meetings:

2.7.1 Election of Office Bearers;

2.7.2 Adoption or amendment of this Constitution;

2.7.3 Adoption of the Annual Report and financial statements;

2.7.4 Appointment of the auditor;

2.7.5 Special resolutions required by law; and

2.7.6 Any other matter referred to a General Meeting by the Executive Committee.

2.8 Annual Membership Fees

Membership fees are set by the Executive Committee and may be zero.

2.9 Members' Liabilities

Members have no liability to contribute to the debts or liabilities of the Association.

Part 3 – The Executive Committee and Office Bearers

3.1 Composition

The Executive Committee comprises the Executive Office Bearers, being the President, Immediate Past President, Senior Vice-President, Secretary and Treasurer. Non-Executive Office Bearers hold positions determined by the Executive Committee but are not members of the Executive Committee.

Executive Committee Members and Non-Executive Office Bearers must be Adult Members, Honorary Life Members, or the Delegate of an Affiliate or Corporate Member.

The Public Officer is appointed per the Act and may be an Executive Committee Member.

Geographical Representation: In filling positions of Office Bearers, the Association will seek, so far as practicable, to ensure representation from across the geographic areas of NSW and the ACT.

Junior Representation: Junior Members may be elected or appointed as up to two (2) Junior Executive Committee Representatives, as determined by the Executive Committee. Junior Executive Committee Representatives may attend and contribute to Executive Committee meetings but are not entitled to vote and cannot hold Executive Office Bearer positions, per the Act.

3.2 Duties of Secretary

As soon as practicable after appointment, lodge notice of the Secretary's contact details with the Association.

Keep records of all appointments of Office Bearers; records of the names of Members present at Executive Committee and General Meetings; records of all proceedings at Executive Committee and General Meetings; and registers of Members (including Affiliate and Corporate Delegates).

The Secretary may delegate any duty under this clause to an Assistant Secretary or Minute Secretary.

3.3 Duties of Treasurer

Ensure that all money due to the Association is collected and received, and all authorised payments are made.

Keep records of financial affairs, including full details of receipts and expenditure.

Ensure compliance with clause 5.2 Funds – Management.

3.4 Non-Executive Office Bearers

Non-Executive Office Bearers hold positions determined by the Executive Committee such as: Environment Officer, Promotions Officer, Assistant Secretary, Minute Secretary, Publications Editor, Website Manager, Honorary Solicitor, Scientific Advisor, and any delegates appointed to committees and forums.

3.5 Election of Office Bearers

The Executive Committee must call for nominations for Executive Office Bearers and Non-Executive Office Bearers when giving notice of the AGM.

Nominations must be made in writing in the form approved by the Executive Committee, be signed by two Members, include the nominee's written consent, and be lodged with the Secretary at least 7 days before the AGM.

If insufficient nominations are received to fill all vacancies, further nominations may be taken from the floor of the AGM.

If the number of nominations equals the number of vacancies, the candidates are declared elected.

If the number of nominations exceeds the number of vacancies, the election must be conducted in such usual and proper manner as the Executive Committee may direct.

The results of the election must be declared at the AGM and recorded in the minutes.

3.6 Terms of Office and Casual Vacancies

Office Bearers (Executive and Non-Executive) hold office until immediately before the next AGM.

Members may be re-elected without limit.

The Executive Committee may appoint a Member to fill a casual vacancy until the next AGM.

The Executive Committee may remove an Office Bearer for misconduct, subject to written notice, a 21-day response period, and appeal to a General Meeting.

3.7 The Executive Committee

No person may hold both the offices of President and Senior Vice-President simultaneously.

The Secretary must maintain a register of Office Bearers' details—name, address, position, and dates of appointment and cessation—and any disclosed interests, as required by section 31 of the Associations Incorporation Act.

3.8. Executive Committee Meetings and Quorum

This clause applies to meetings of the Executive Committee. Meetings may be face-to-face or electronic.

3.8.1 Notice must be given at least 48 hours (unless unanimously waived).

3.8.2 Quorum is a majority of Executive Committee Members.

3.8.3 Decisions are by majority vote; the chairperson has a casting vote.

3.8.4 Minutes must be approved by the chairperson of the meeting or the next meeting.

3.8.5 The Executive Committee may transact its business at a meeting at which one or more Executive Committee Members participate by telephone or other electronic means, provided a Member who speaks on a matter can be heard by the other Members.

Part 4 – Meetings

4.1 Annual General Meeting

Must be held within 6 months of the end of the financial year.

Ordinary business: confirm minutes, receive reports, elect Executive Committee, adopt financial statements as required by the Act.

4.2 Special General Meetings

The Executive Committee may convene a Special General Meeting (SGM) at any time.

The Executive Committee must convene a Special General Meeting if requested in writing by at least 5% of Members entitled to vote, as per the Act.

4.3 Notice of General Meetings

At least 14 days' notice specifying date, time, place, and business to be transacted.

The Association may transact its business at a General Meeting at which one or more Members participate by telephone or other electronic means, provided that a Member who speaks on a matter can be heard by the other Members.

If a special resolution is to be proposed, at least 21 days' notice must be given and the notice must set out the wording of the proposed resolution.

4.4 Quorum at General Meetings

A quorum consists of three (3) Office Bearers plus four (4) voting Members (including Delegates of Affiliate and Corporate Members), total seven (7).

No business may be transacted unless a quorum is present.

4.4.1 Adjournment of General Meetings. If a quorum is not present within 30 minutes after the appointed starting time of a General Meeting, the meeting must be adjourned to a date, time and place determined by the Executive Committee.

When a meeting is adjourned for 14 days or more, the Secretary must give written or electronic notice of the adjourned meeting to each Member entitled to attend, stating the place, date and time of the meeting and the nature of the business to be transacted. Otherwise, no further notice of an adjournment or of the business to be transacted at an adjourned General Meeting is required.

The Executive Committee must review the quorum annually to reflect membership growth, proposing amendments via special resolution as needed to ensure representation.

4.5 Decisions and Voting at General Meetings

4.5.1 Questions are decided by a simple majority unless a special resolution is required.

4.5.2 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.

4.5.3 A special resolution is passed if at least 75% of the Members entitled to vote who are present and voting at the meeting vote in favour, per the Act.

4.5.4 Each voting Member (Adult, Honorary Life) and Delegate of Affiliate and Corporate Members has one vote.

4.5.5 A Member must be financial within 90 days of the start of each financial year to remain eligible to vote at any meeting of the Association.

4.5.6 Proxy voting is not permitted.

4.6 Ballots

Ballots may be conducted by post, electronically, or by a combination of both.

Ballots must comply with Schedule 4 of the Regulation.

4.7 Business Outside Meetings

Business may be conducted by circulation of papers (including electronic means), or by combination of both.

A written resolution approved by a majority of voting Members is taken to be a valid resolution and must be recorded in the minutes of the Association.

Part 5 – Financial Matters

5.1 Funds – Source

Funds are derived from membership fees, donations, and other sources determined by the Executive Committee.

5.2 Funds – Management

Money received must be promptly deposited to the Association’s nominated account.

Payments must be authorised by any two Executive Committee Members or otherwise resolved.

Records of transactions must be kept.

5.3 Insurance

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

5.4 Financial Year

The financial year ends on 30 June.

Part 6 – Disciplinary and Dispute Procedures

6.1 Disciplinary Action

6.1.1 A complaint may be made in writing to the Secretary that a Member (including an Affiliate or Corporate Member, through its Delegates) has failed to comply with this Constitution or acted in a manner prejudicial to the interests of the Association.

6.1.2 The Executive Committee may refuse to deal with a complaint if it considers it trivial, vexatious, or more appropriately dealt with by mediation.

6.1.3 If the Executive Committee proceeds, it must give written notice of the complaint and proposed action and allow the Member at least 21 days to respond in writing.

6.1.4 After considering any response, the Executive Committee may reprimand, suspend, or terminate the Member's membership.

6.1.5 Notice of the decision, reasons, and rights of appeal must be given in writing within 14 days.

6.1.6 A decision does not take effect until the appeal period has expired, or if an appeal is lodged, until the appeal is determined.

6.2 Right of Appeal

6.2.1 A Member (including an Affiliate or Corporate Member) may appeal to a Special General Meeting within 28 days of notice of a disciplinary decision.

6.2.2 At the meeting, no other business may be transacted, both the Executive Committee and the Member may present their case orally or in writing, and the Members decide by simple majority.

6.2.3 The decision of the General Meeting is final.

6.3 Dispute Resolution

6.3.1 A dispute between two or more Members (including Affiliate and Corporate Members), or a Member and the Association, is to be referred first to mediation by a mutually acceptable person.

6.3.2 If unresolved within 3 months, the dispute must be referred to arbitration under the *Commercial Arbitration Act 2010 (NSW)*.

6.3.3 The decision of the arbitrator is final and binding.

Part 7 – Miscellaneous

7.1 Public Officer

The Association must appoint a Public Officer in accordance with the Act.

7.2 Custody of Records

The Secretary must keep custody of all books, records, and documents, except as otherwise provided by law, for at least five (5) years per the Regulation.

7.3 Inspection of Records

7.3.1 Members may inspect records free of charge at reasonable times on reasonable notice.

7.3.2 Copies may be provided subject to a reasonable fee.

7.3.3 Any documents provided to a Member are provided on the basis that the Member must not disclose them to any party other than Members of the Association or Members of an Affiliate or Corporate Member and must not use the Register or records for non-Association purposes, except where disclosure or use is required by law.

7.4 Service of Notices

7.4.1 Notices may be given personally, by post, or electronically.

7.4.2 Unless proven otherwise, notices are taken to be received: personally, on the day delivered; by post, when normally delivered; and electronically, on the day sent.

7.5. Change of Name, Objects, and Constitution

Changes may be lodged with the regulator by the Public Officer or another authorised Executive Committee Member via special resolution.

7.6 Non-Profit Status

The Association must not operate for the pecuniary gain of Members, except as permitted by the Act.

7.7 Child Protection and Working with Children

The Association will comply with all applicable child protection and child safety laws. The Executive Committee may adopt and implement policies and procedures to ensure a safe environment for Junior Members and to guide Members in meeting their legal and ethical responsibilities.

7.8 Transitional Arrangements

7.8.1 On the adoption of this Constitution, the Members of the Executive Committee in office immediately prior to adoption will continue to hold office until the next Annual General Meeting.

7.8.2 Any person who was eligible to hold office under the previous constitution will be eligible to nominate for election under this Constitution.

7.9 Winding Up

7.9.1 The Association may be wound up by special resolution.

7.9.2 Surplus assets must be transferred to another not-for-profit with similar objects, not carried on for profit.