



**recfishwest**

## **CONSTITUTION**

---

WEST AUSTRALIAN RECREATIONAL & SPORTFISHING COUNCIL INC

Trading as Recfishwest ABN 77 922 817 608

## TABLE OF CONTENTS

1. NAME .....	3
2. OBJECTS AND POWERS .....	3
3. DISTRIBUTION OF INCOME AND PROPERTY .....	4
4. MEMBERSHIP .....	4
5. SUBSCRIPTIONS AND FINANCIAL MEMBERS.....	5
6. EXPULSION OF MEMBERS .....	6
7. RESIGNATIONS .....	6
8. TERMINATION OF MEMBERSHIP .....	6
9. BOARD OF DIRECTORS .....	7
10. CHAIRPERSON AND DEPUTY CHAIRPERSON.....	10
11. RESPONSIBILITIES OF DIRECTORS AND OF THE BOARD .....	10
12. DISCLOSURE OF INTEREST .....	11
13. REMUNERATION OF DIRECTORS .....	11
14. BOARD MEETINGS .....	11
15. VOTING.....	12
16. COMMITTEES.....	12
17. POWERS OF THE BOARD .....	12
18. ANNUAL GENERAL MEETING .....	12
19. SPECIAL GENERAL MEETING .....	13
20. MANAGEMENT OF THE COUNCIL .....	14
21. INDEMNITY .....	14
22. MINUTES OF MEETINGS .....	14
23. DISPUTE RESOLUTION .....	15
24. AUDITOR .....	15
25. COMMON SEAL.....	16
26. AMENDMENT TO CONSTITUTION .....	16
27. DEFINITIONS AND INTERPRETATION OF CONSTITUTION .....	16
28. DISSOLUTION OF COUNCIL.....	19
29. NOTICES.....	19

## 1. NAME

The name of the association is the WESTERN AUSTRALIAN RECREATIONAL AND SPORTFISHING COUNCIL INC. ("**Council**"). The Council may from time to time as the Members decide register and use other names for the purpose of trading.

## 2. OBJECTS AND POWERS

2.1 The objects of the Council are:

- (a) to be recognised as a major stakeholder in aquatic ecosystem management and participate in fisheries management so as to ensure the sustainability of fish species and their habitat;
- (b) to promote and advocate responsible recreational fishing and assist with the education of fishers;
- (c) to represent and advocate the interests and rights of all Western Australian recreational fishing stakeholders on any issues which affect the participation development and sustainability of recreational fishing;
- (d) to ensure an adequate and reasonable share of the available resource and the opportunity to optimise the social and economic benefits of accessing and harvesting that share; and
- (e) to actively engage in such activities which will assist recreational fishing.

2.2 Each Object of the Council set out under rule 2.1 is a separate and independent Object and is not subsidiary or ancillary to any of the other Objects under rule 2.1.

2.3 The Council must operate solely for the purpose of promoting and advancing the Objects of the Council. However, the Council is not required to promote each Object at the same time or in any particular order and may, in the Council's absolute discretion, determine the level and amount of promotion, funding or any other support that should be applied to any one or more specific Objects at any given time.

2.4 The Council has, in addition to the powers conferred by the Act and elsewhere in this Constitution, power to:

- (a) acquire, hold, deal with and dispose of any real or personal property and erect buildings;
- (b) invest, use and deal with the funds of the Council as the Board thinks fit;
- (c) retain and employ persons for the purposes of the Council;
- (d) borrow money upon any terms and conditions as the Board thinks fit;
- (e) raise and obtain money by means of subscriptions, fees, investments and other activities;
- (f) enter into any contract the Board considers necessary or desirable;
- (g) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and

- (h) affiliate and work in conjunction with kindred organisations.

### **3. DISTRIBUTION OF INCOME AND PROPERTY**

- 3.1 Income and property of the Council shall be applied solely towards the promotion of the Objects of the Council.
- 3.2 No portion of the income or property of the Council shall be paid, transferred or distributed directly or indirectly to the Members, provided that nothing shall prevent the remuneration in good faith of any Member, Director or employee of the Council or any other person or organisation in return for bona fide goods and services rendered to the Council in promotion of the Objects of the Council.

### **4. MEMBERSHIP**

- 4.1 Membership of the Council consists of the following classes:
  - (a) Association Members;
  - (b) Ordinary Members;
  - (c) Affiliate Members; and
  - (d) Life Membership
- 4.2 A corporate body is eligible to apply to become an Association Member if it:
  - (a) provides a certificate of incorporation;
  - (b) provides evidence that the principal business or objective of the corporate body relates to recreational fishing; and
  - (c) has otherwise satisfied the requirements for Association Membership as determined by the Board from time to time.
- 4.3 A person is eligible to apply to become an Ordinary Member if the person:
  - (a) is interested in and supportive of recreational fishing;
  - (b) pays the Annual Subscription; and
  - (c) has otherwise satisfied the requirements for Ordinary Membership as determined by the Board from time to time.
- 4.4 A person is eligible to apply to become an Affiliate Member if the person is interested in and supportive of recreational fishing and has otherwise satisfied the requirements for Affiliate Membership as determined by the Board from time to time.
- 4.5 Ordinary Members and Affiliate Members have rights, privileges and obligations as determined by the Council from time to time for the period of Membership as determined by the Board from time to time.
- 4.6 With the exception of a Life Member, a person who wishes to become a Member and who is eligible for Membership must complete the form of application as prescribed by the Board from time to time. The application must be forwarded to the CEO and accompanied by such Annual Subscription as determined from time to time in

accordance with rule 5.1. The person named in the form of application will only become a Member upon:

- (a) acceptance by the Board of the application; and
- (b) the person's name being entered on the Membership Register.

4.7 Acceptance by the Board of an application for Membership is at the complete discretion of the Board, which is not required to give any reasons if an application for Membership is refused.

#### **4.8 LIFE MEMBERSHIP**

(a) A Member may by way of writing nominate another Member for Life Membership of the Council giving reasons as to why Life Membership should be granted.

(b) The Board at its sole discretion may confer Life Membership on a Member who:

(i) has rendered special and outstanding services to the Council; and

(ii) has not, within 30 days of being given written or oral notice from the Board of the grant of the Life Membership, provided the Board with written notice rejecting the grant of the Life Membership.

(c) Subject to clause 6, the holder of a Life Membership has all of the rights privileges and obligations of an Ordinary member or Affiliate Member pursuant to clause 4.5, for the period of their life and without the requirement to pay an annual subscription.

#### **5. SUBSCRIPTIONS AND FINANCIAL MEMBERS**

5.1 The Board may from time to time determine the amount of the Annual Subscription in relation to each class of Membership and the date on which payment of the Annual Subscription is due.

5.2 Only Financial Members are eligible to stand for election as Directors or vote at any General Meeting of the Council.

5.3 Voting by Association Members

(a) An Association Member may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.

(b) An appointment made under rule 5.3(a) must be made by a resolution of the board or governing body of the Association Member concerned and must be authenticated by that Association Member in accordance with its constitution and the Corporations Act (if applicable).

(c) A copy of the resolution in rule 5.3(b) must be lodged with the CEO.

(d) A person appointed under rule 5.3(a) has authority to represent the Association Member as a Member:

(i) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or

(ii) otherwise, until the appointment is revoked by the Association Member and notice is given to the CEO.

## **6. EXPULSION OF MEMBERS**

- 6.1 Subject to rule 6.2, where the Board is of the opinion that a Member has refused or neglected to comply with a rule of this Constitution or has wilfully acted in a manner prejudicial to the interests of the Council, the Board may by resolution:
- (a) suspend the Member from Membership for a specified period; or
  - (b) expel the Member from the Council.
- 6.2 Where the Board passes a resolution under rule 6.1 it shall be of no effect unless the Board at its next meeting confirms the resolution.
- 6.3 Where the Board passes a resolution under rule 6.1, the CEO shall forward a notice in writing by registered post to the Member at least 14 days before the next Board meeting advising of:
- (a) the resolution;
  - (b) the time and place of that meeting; and
  - (c) the Member's right to attend and speak at that meeting or to submit written representations relating to the resolution.
- 6.4 At the Board meeting referred to under rule 6.3, the Board shall give consideration to oral or written representations from the Member and subsequently by resolution determine whether to confirm or revoke the resolution or seek external mediation or arbitration. The Board's decision under this rule 6.4 is final, conclusive and binding on the Member.

## **7. RESIGNATIONS**

A Member may resign from Membership of the Council by notification in writing to the CEO. Unless the Board determines otherwise, resignation is effective from the date the Member's name is removed from the Membership Register.

## **8. TERMINATION OF MEMBERSHIP**

Membership of the Council shall be terminated if the Member:

- (a) dies;
- (b) subject to rule 4.8(c) fails to pay their Annual Subscription within 3 calendar months of it being due;
- (c) no longer meets the criteria specified in rule 4 for the relevant class of Membership;
- (d) is expelled under rule 6;
- (e) resigns as a Member under rule 7;
- (f) in the case of an Association Member:
  - (i) is insolvent within the meaning of the Corporations Act;

- (ii) enters, or resolves to enter, into a deed of company arrangement with creditors, or passes any resolution to wind itself up, or otherwise dissolve itself, (other than for the purpose of a bona fide and solvent reconstruction or amalgamation);
- (iii) appoints, or there is appointed, a controller, liquidator, provisional liquidator or administrator in respect of it; or
- (iv) becomes subject to an order that it be wound-up.

## **9. BOARD OF DIRECTORS**

9.1 Subject to the requirements of this rule 9, the Board shall comprise:

- (a) 5 Financial Members, who shall be elected by the Financial Members at an Annual General Meeting; and
- (b) 3 persons appointed by the Directors at a Board meeting immediately following the Annual General Meeting in accordance with 9.4 and 9.5.

9.2 Subject to the requirements of this rule 9.22, Directors shall hold office for the following terms:

- (a) The elected Directors referred to under rule 9.1(a) shall be elected for 2 years by the Members in accordance with the procedures set out in this Constitution and shall take office at the conclusion of the Annual General Meeting at which they are elected.
- (b) An appointed Director referred to under rule 9.1(b), shall be appointed for a term of 2 years by the Board and shall take office at the conclusion of the Board meeting held immediately after the Annual General Meeting.
- (c) A Director is, upon the expiration of their term as Director, eligible to be re-elected or re-appointed to the Board.

9.3 A Director appointed under rule 9.1(b) is deemed to be an Ordinary Member for the term of their appointment and any Annual Subscription payable by Ordinary Members during that term is waived in relation to that Director.

9.4 Each Director shall have the expertise, qualifications and experience appropriate to the needs of the Council and the management of the business and affairs of the Council and shall substantially satisfy the skills, competencies and any other eligibility requirements set out in the By-Laws.

9.5 The Board must ensure that to the extent possible the following skills or areas of expertise are represented across the Directors:

- (a) legal (commercial law); and
- (b) accounting or financial qualifications.

9.6 In assessing whether a person satisfies the criteria outlined in rule 9.55 or set out in the By-Laws, the Board may have regard to any information supplied by that person and any information obtained from other sources.

9.7 The following persons are not eligible to be Directors:

- (a) employees of the Council; and

- (b) persons who have had a conviction under the *Fish Resources Management Act 1994* and any related regulations within the last 5 years.

9.8 Any act done by the Board is valid notwithstanding that it is afterwards discovered that a person acted as a Director despite that person ceasing to hold office or being invalidly elected under this Constitution.

9.9 Nomination and Election procedure:

- (a) Impending vacancies for Director positions to be elected by Members at an Annual General Meeting, must be advised to Members at least 28 days prior to the Annual General Meeting.
- (b) Nominations for vacant positions must be received 14 days prior to the Annual General Meeting in the form prescribed by the Board from time to time.
- (c) The procedures to be followed in conducting the nomination process will be set out in the By-Laws.
- (d) The CEO may declare a nomination invalid and the person so nominated ineligible for election if the nomination form has not been fully completed or the information provided on the nomination form is false or misleading.
- (e) If the number of Candidates:
  - (i) is the same as the number of vacancies on the Board as advised under rule 9.9(a), the Candidates are deemed to be elected with effect from the conclusion of the next Annual General Meeting;
  - (ii) is less than the number of vacancies on the Board:
    - A. the Candidates are deemed to be elected with effect from the conclusion of the next Annual General Meeting; and
    - B. the Board may fill the vacancies under rule 9.111; and
  - (iii) is greater than the number of vacancies on the Council, then an election by ballot must be held under rule 9.100.

9.10 Election by ballot:

- (a) The Board shall determine the ballot process and security measures to be followed and may set them out in the By-Laws.
- (b) If an election by ballot is necessary under rule 9.9(e)(iii):
  - (i) the Board must appoint 2 scrutineers and a Returning Officer to conduct the ballot process; and
  - (ii) the ballot shall be under the control of the Returning Officer who shall count votes, determine whether or not votes are informal, and determine any other matters arising in connection with the ballot.
- (c) The non-receipt by a Member of any ballot paper or the non-receipt by the Board of any ballot paper on which a Member has cast a vote shall not invalidate the election.



- (d) The By-Laws may prescribe in further detail the role, duties and responsibilities of the Returning Officer.
- (e) The Returning Officer's decision in respect of all matters, including arising in connection with the election process for Directors, will prevail and is final, conclusive and binding.

9.11 Casual vacancy on the Board:

- (a) A casual vacancy occurs in the office of a Director and that office immediately becomes vacant if the Director:
  - (i) dies;
  - (ii) resigns from office;
  - (iii) ceases to be a Member;
  - (iv) becomes bankrupt;
  - (v) is convicted of any offence punishable by imprisonment;
  - (vi) is disqualified from managing corporations under the Corporations Act;
  - (vii) becomes permanently incapacitated by mental or physical ill-health;
  - (viii) is convicted of an offence under the *Fish Resources Management Act* and any related regulations;
  - (ix) is absent from more than:
    - A. 3 consecutive Board meetings without a leave of absence being granted by the Board; or
    - B. 3 Board meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board meetings,of which meetings the Member received notice, and the Board has resolved to declare the office vacant.
- (b) If there is a casual vacancy within the meaning of rule 9.11(a), or if the Board fails to appoint any person as a Director under rule 9.1(b), the continuing Directors may:
  - (i) subject to rules 9.44 to 9.77, in respect of a vacancy for a position described in rule 9.1(a), appoint a Financial Member to fill that vacancy until the conclusion of the next Annual General Meeting;
  - (ii) subject to rules 9.44 to 9.77, in respect of a vacancy for a position described in rule 9.1(b), appoint any person to fill that vacancy until the conclusion of the next Annual General Meeting; and
  - (iii) subject to rule 9.11(c), act despite the vacant position on the Board.

- (c) If the number of Directors is less than the number fixed under rule 14.4 as the quorum for Board meetings, the continuing Directors may act only to:
  - (i) increase the number of Directors on the Board to the number required for a quorum; or
  - (ii) convene a General Meeting of the Council.
- (d) If the entire Board resigns, the Directors who have resigned must continue to act until their successors are appointed at a Special General Meeting to be called for that purpose.

## **10. CHAIRPERSON AND DEPUTY CHAIRPERSON**

- 10.1 The Chairperson shall be elected by the Board from amongst the Directors at the first Board meeting following an Annual General Meeting that falls in a year in which the term of the Chairperson expires. The term of the appointment shall be for 1 year from the conclusion of the Board meeting, unless terminated by resignation or a resolution of the Board.
- 10.2 The Deputy Chairperson shall be elected by the Board from amongst the Directors at the first Board meeting following an Annual General Meeting that falls in a year in which the term of the Deputy Chairperson expires. The term of the appointment shall be for 1 year from the conclusion of the Board meeting, unless terminated by resignation or a resolution of the Board.
- 10.3 A Director is, upon the expiration of their term as Chairperson or Deputy Chairperson, eligible to be re-elected to that position.
- 10.4 The Chairperson, or person presiding in their absence, shall not vote on resolutions, decisions or motions put to any General Meeting of the Council.
- 10.5 The Chairperson shall act as Chairperson at General Meetings and meetings of the Board.
- 10.6 If the Chairperson is unable to attend a General Meeting or meeting of the Board the Deputy Chairperson shall act as the Chairperson in their absence.
- 10.7 The Chairperson and Deputy Chairperson shall advise the CEO prior to any General Meeting or meeting of the Board if they are unable to attend the meeting. The Chairperson and Deputy Chairperson shall be subject to the requirements of rule 9.11(a)(ix) in the same manner as other Directors.

## **11. RESPONSIBILITIES OF DIRECTORS AND OF THE BOARD**

- 11.1 The Board is responsible for the appointment of the CEO, governance and system of management of the Council and will:
  - (a) ensure that there is a current strategy, business plan and system of performance monitoring in place;
  - (b) ensure that there is a system of sound financial management and budget compliance and will regularly review the Council's financial performance, including budget compliance; and
  - (c) appoint the CEO and regularly review the CEO's performance and remuneration.

11.2 Each Director must:

- (a) be diligent in their duties and shall apply sufficient attention to the business of the Board and the Council;
- (b) apply independent judgement to Board decisions and act in the best interests of the Council;
- (c) comply with the rules set out in this Constitution, the Council's By-Laws, the Council's code of conduct, the policies of the Council and any other laws and rules that apply to the Director; and
- (d) notify the CEO if they are unable to attend a Board meeting at least 24 hours prior to that meeting, unless non-attendance is as a result of extenuating circumstances as set out in the By-Laws.

## **12. DISCLOSURE OF INTEREST**

Any Director who has an interest in any contract, financial arrangement or statement of agreement made or proposed to be made with the Council shall disclose that interest. Depending on that interest and subject to the requirements of the Act, on behalf of the Board, the Chairperson shall determine whether the Director must refrain from voting on the issue or absent themselves from the discussion.

## **13. REMUNERATION OF DIRECTORS**

- 13.1 Directors may not receive any remuneration for their services in their capacity as Directors other than the maximum aggregate fixed amount which must be determined by Members at the Annual General Meeting, to be distributed among the Directors as the Board sees fit.
- 13.2 Despite rule 13.1 the Board may pay from the Council's funds a Director's reasonable travel, accommodation and other expenses properly incurred:
- (a) in attending Board meetings or meetings of a Board committee;
  - (b) in attending any General Meetings of the Council; or
  - (c) otherwise in connection with the Council's business.
- 13.3 The audited accounts and financial statements presented to the Members at the Annual General Meeting must contain information on the remuneration, and compliance with the Members' approval and policies.
- 13.4 The Board may resolve to suspend, reduce or postpone payment of any remuneration to any one or more Director if it thinks fit.

## **14. BOARD MEETINGS**

- 14.1 The Board shall meet a minimum of 6 times per year.
- 14.2 Notice of a Board meeting, including an agenda for that meeting, shall be issued to all Directors and officers in writing at least 7 days prior to the date of the meeting.
- 14.3 Directors who are present via interactive electronic means approved by the Chairman shall be deemed to be present at the meeting for the purposes of quorum and participation in the meeting.

- 14.4 A quorum at a Board meeting shall be the lowest integer which is equal to or greater than 50% of members of the Board.

## **15. VOTING**

- 15.1 At all Board meetings each Director shall have one vote on all matters except as otherwise provided in this Constitution and motions and resolutions shall be decided by a simple majority.
- 15.2 At all General Meetings each Financial Member shall have one vote.
- 15.3 Except as otherwise provided in this Constitution, motions and resolutions at a General Meeting shall be decided by a simple majority.
- 15.4 At all meetings, in the event of an equality of voting the Chairperson shall not have a casting vote.

## **16. COMMITTEES**

- 16.1 The Board may delegate any of its powers to committees consisting of such Directors or such other persons as appointed by the Board. The Chairperson shall be an ex-officio non-voting member of any committee.
- 16.2 The Board must establish:
- (a) a Governance Committee; and
  - (b) a Finance, Audit and Risk Committee.
  - (c) a Communication Committee; and
  - (d) a Remuneration and Nomination Committee.
- 16.3 Any committee formed will, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Board.

## **17. POWERS OF THE BOARD**

- 17.1 The Board, and not the Members, are vested with the management of the Council's affairs and the control of the funds and other property of the Council, including the power to hire, lease, rent, purchase or otherwise obtain office space and equipment that is required to execute the day to day business of the Council.
- 17.2 The Board may exercise all the powers of the Council except those which must, under this Constitution or the Act, be exercised by the Council at a General Meeting.
- 17.3 The Board may make, amend or rescind By-Laws not inconsistent with this Constitution.

## **18. ANNUAL GENERAL MEETING**

- 18.1 The Annual General Meeting of the Council shall be no later than 31 December of each year.
- 18.2 The Council shall notify all Members not less than 28 days prior to the date of the Annual General Meeting of the impending vacancies for Director positions to be

elected by Members at the Annual General Meeting and invite all eligible Financial Members to nominate for the Director positions.

- 18.3 Notice of an Annual General Meeting shall be sent to each Member of the Council not less than 7 days prior to the date of the meeting. Such notice shall include the agenda for the Annual General Meeting, notification of the Candidates and proxy voting forms.
- 18.4 The Annual General Meeting shall transact the following business:
- (a) receive and if approved adopt the annual report of the Council and a statement of the accounts of the Council, together with the Council's financial statement and auditor's report;
  - (b) appoint an Auditor in accordance with rule 23;
  - (c) elect Board members to vacant positions in accordance with rule 9.111; and
  - (d) deal with any special business which may have been placed on the agenda for the Annual General Meeting by the Directors or by the Members.
- 18.5 Any special business which Members wish to include on the agenda for an Annual General Meeting shall be given in writing to the CEO at least 42 days prior to that meeting.
- 18.6 Any Financial Member unable to attend an Annual General Meeting may exercise an absentee vote, provided the Financial Member completes the postal or electronic voting form prescribed by the Board from time to time and delivers it to the CEO 24 hours prior to the Annual General Meeting.
- 18.7 A quorum at an Annual General Meeting shall be 10 Financial Members.

## **19. SPECIAL GENERAL MEETING**

- 19.1 A Special General Meeting shall be convened by the Board not more than 40 days after receipt by the Board of a request in writing which specifies the object of the meeting and is signed by not less than:
- (a) 10 percent of the total number of Financial Members; or
  - (b) 3 Directors.
- 19.2 A Special General Meeting may be convened at any time by resolution of the Board.
- 19.3 To convene a Special General Meeting under rules 19.1 and 19.2 the Board must issue to Members a notice of Special General Meeting not less than 14 days before the date of such Meeting and that notice shall specify the business to be conducted at such meeting.
- 19.4 Any Financial Member unable to attend a Special General Meeting may exercise an absentee vote, provided the Financial Member completes the postal or electronic voting form prescribed by the Board from time to time and delivers it to the CEO 24 hours prior to the meeting.
- 19.5 A quorum for a Special General Meeting shall be 10 Financial Members.

## **20. MANAGEMENT OF THE COUNCIL**

- 20.1 The Board shall have the power to appoint a CEO as required and to suspend or dismiss the CEO and pay them for services rendered.
- 20.2 The Board shall direct the CEO in the requirements of their duties, but individual Directors may not issue instructions to employees of the Council unless as directed by the Chairperson.
- 20.3 The CEO shall keep and maintain an up-to-date Membership Register that includes the postal or residential addresses of Members. Upon request the CEO must make the Membership Register available for the inspection of any Member who may copy any part of the Membership Register but may not remove it from the Council's premises.
- 20.4 The CEO shall keep in up-to-date condition the Constitution of the Council and upon request shall make the Constitution available for the inspection of any Member who may copy any part of the Constitution but may not remove it from the Council's premises.
- 20.5 The CEO shall maintain a record of the names and postal or residential addresses of any persons who hold office of the Council, including all Directors and persons authorised to use the common seal
- 20.6 The CEO shall prepare and present at each Board meeting a financial report for the period from the previous Board meeting showing creditors, debtors and monies received and shall keep proper books of account of such income and expenditure.
- 20.7 The CEO shall in February of each year draw up a budget to demonstrate the anticipated income and expenditure of the Council for the following Financial Year.
- 20.8 The Board shall present a complete and audited financial report of the Council to the Annual General Meeting.
- 20.9 The CEO shall be responsible for the day to day running of the Council as directed by the Board.
- 20.10 The CEO shall have custody of all records, books, documents and securities of the Council.
- 20.11 A Member may at any reasonable time inspect without charge ratified books, documents records and securities of the Council.

## **21. INDEMNITY**

The CEO and any employee, Director or Member of the Council who upon authority of the Council by reason of any act or deed done by the employee, Director or Member of the Council in good faith in that capacity accepts or incurs any pecuniary liability on behalf of the Board or the Council shall be indemnified by the Council out of the funds of the Council against any loss, expense or liability in respect thereof.

## **22. MINUTES OF MEETINGS**

- 22.1 The CEO must cause proper minutes of all proceedings of all General Meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

- 22.2 The Chairperson must ensure that the minutes taken of a General Meeting or Board meeting under rule 22.1 are checked and signed as correct by the Chairperson of the General Meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Board meeting, as the case requires.
- 22.3 When minutes have been entered and signed as correct under this rule 22, they are, until the contrary is proved:
- (a) evidence that the General Meeting or Board meeting to which they relate (in this rule 22.3 called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

### **23. DISPUTE RESOLUTION**

- 23.1 In the event of any dispute under or relating to the rules between Members or between Members and the Association, should any dispute remain unresolved for a period in excess of 30 days, a Member who is a party to the dispute may issue a dispute notice to the then CEO advising the CEO of the nature of the dispute and of the parties to the dispute.
- 23.2 Within 14 days of the CEO being issued with the dispute notice, the CEO must convene a meeting of the parties to the dispute with the Chairman of the Board, in order to allow the Chairman to attempt to mediate a settlement of the dispute.
- 23.3 The CEO must give each party to the dispute seven days written notice of the meeting stating at which time and where the meeting is to be held and advising that all of the parties to the dispute will be given reasonable opportunity to make oral or written submissions to the Chairman.
- 23.4 If any party to the dispute is of the view that no final settlement to the dispute has been reached pursuant to the preceding paragraph, within seven days of any such meeting they may provide a further written notice to the CEO advising the CEO that they wish the dispute to be referred to the Board for determination.
- 23.5 Within 14 days of the CEO being issued with the further written notice, the Chairman must convene a meeting of the Board and the parties to the dispute to allow the Board to assist in mediating a settlement of the dispute.
- 23.6 The CEO must give each party to the dispute seven days written notice of the meeting with the Board stating at what time and where the meeting is to be held and advising that all of the parties to the dispute will be given reasonable opportunity to make oral or written submissions to the Board.

### **24. AUDITOR**

- 24.1 An Auditor shall be appointed at each Annual General Meeting of the Council and shall audit the books of account and financial statements prepared by the CEO and issue an auditor's report for the following Annual General Meeting.

- 24.2 Any deficiencies or irregularities to which the Auditor makes reference shall be addressed by the Finance, Audit & Risk Committee and assessed at the next Board meeting following the presentation of the Auditors report.
- 24.3 If the appointed Auditor is unable to undertake the duties for which he or she is appointed, the Board shall appoint another Auditor.

## **25. COMMON SEAL**

- 25.1 The common seal of the Council is to be kept in the custody of the CEO and must not be used other than by resolution of the Council.
- 25.2 The CEO and the Chairperson, or the person or persons acting in those positions, are authorised to use the common seal on behalf of the Council.
- 25.3 Every document to which the common seal is required to be affixed must be countersigned by the CEO and the Chairperson, or the person or persons acting in those positions.

## **26. AMENDMENT TO CONSTITUTION**

- 26.1 The Board shall have authority to initiate amendments to this Constitution in part or whole, but no such amendment shall take effect unless the amendment is passed by Special Resolution at a General Meeting convened for that purpose. The notice of General Meeting must contain particulars of the proposed amendment.
- 26.2 Any Special Resolution to amend this Constitution shall be recorded in the minutes of the General Meeting at which it was passed.
- 26.3 Within one month of the passing of a Special Resolution altering its Constitution, or such further time as the Commissioner may in a particular case allow (on written application by the Council), the Council must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Director certifying that the resolution was duly passed as a Special Resolution and that the Constitution of the Council as so altered conforms to the requirements of the Act.
- 26.4 Within one month of the passing of a Special Resolution altering its rules, the Council must lodge with the Australian Taxation Office and the Department of Fisheries notice of the Special Resolution setting out particulars of the alteration.
- 26.5 Any amendment to this Constitution takes effect in accordance with the Act.

## **27. DEFINITIONS AND INTERPRETATION OF CONSTITUTION**

- 27.1 In this Constitution, unless the contrary intention appears:

<b>Act</b>	means the <i>Associations Incorporation Act 2015 (WA)</i> as amended or replaced from time to time and any regulations made under it;
<b>Affiliate Member</b>	means a Member defined under rule 4.4 and who is admitted to Membership of the Council under rule 4.6;
<b>Annual General Meeting</b>	means a meeting convened under rule 18;



<b>Annual Subscription</b>	means the amount (if any) to be paid by a Member or an applicant for Membership in accordance with rule 5.1;
<b>Association Member</b>	means a Member defined under rule 4 and who is admitted to Membership of the Council under rule 4.6;
<b>Auditor</b>	means the auditor of the Council appointed under rule 23 who is registered as a company auditor under the Corporations Act;
<b>Board</b>	means the board of Directors of the Council;
<b>By-Laws</b>	means the by-laws of the Council formulated by the Board from time to time under rule 17.3;
<b>Candidate</b>	means a Financial Member who has been duly nominated and is eligible for election, or an elected Director who offers to be re-elected, to the Board;
<b>CEO</b>	means the person appointed as the Chief Executive Officer of the Council under rule 20.1;
<b>Chairperson</b>	means a Director who is appointed as the Chairperson of the Board under rule 10.1;
<b>Commissioner</b>	means the person designated as the Commissioner for the purposes of the Act;
<b>Constitution</b>	means this Constitution of the Council;
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time and any regulations made under it;
<b>Council</b>	means the Western Australian Recreational and Sportfishing Council Inc.;
<b>Deputy Chairperson</b>	means a Director who is appointed as the Deputy Chairperson of the Board under rule 10.2;
<b>Director</b>	means a person who is elected, re-elected, appointed or re-appointed to the Board under this Constitution;
<b>Finance, Audit and Risk Committee</b>	means the committee established by the Board under rule 16.2(b);
<b>Financial Member</b>	means:  (a) an Association Member; and

(b) an Ordinary Member,

who has paid in full any Annual Subscription that is due and owing for the applicable period of Membership, regardless of any grace period; and

(c) a Life Member;

<b>Financial Year</b>	means 1 July in any year to 30 June in the following year;
<b>General Meeting</b>	means a meeting of Members and includes an Annual General Meeting and Special General Meeting;
<b>Governance Committee</b>	means the committee established by the Board under rule 16.2(a);
<b>Life Member</b>	Means a person who is admitted to membership under Rule 4.8
<b>Member</b>	means a person who is admitted to Membership under rule 4;
<b>Membership</b>	means membership of the Council;
<b>Membership Register</b>	means the register of Members kept by the Council as required under the Act;
<b>Objects</b>	means the objects of the Council set out in rule 2.1;
<b>Ordinary Member</b>	means a Member defined under rule 4.3 and who is admitted to Membership of the Council under rule 4.6;
<b>Returning Officer</b>	means the person appointed by the Board as the returning officer under rule 9.10(b)(i);
<b>Special General Meeting</b>	means a General Meeting other than an Annual General Meeting; and
<b>Special Resolution</b>	means a resolution passed by a majority of not less than three-quarters of all Members who are entitled to vote and do vote in person or by postal vote at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.

27.2 In this Constitution:

- (a) headings are for convenience only and do not affect interpretation;
- (b) “under” includes by, by virtue of, pursuant to and in accordance with;
- (c) “including” and similar expressions are not words of limitation;

- (d) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning; and
- (e) unless the context otherwise requires, a reference to:
  - (i) a person includes a corporation, a firm, a body corporate, an unincorporated association or any authority;
  - (ii) the singular includes the plural;
  - (iii) time is a reference to Perth, Western Australia time; and
  - (iv) \$ is to Australian currency unless denominated otherwise.

27.3 The Board shall be the sole authority for the interpretation of this Constitution and the decision of the Board upon any question of interpretation or upon any matter affecting the Council not provided for by this Constitution shall be final and binding upon its Members.

## **28. DISSOLUTION OF COUNCIL**

28.1 Subject to the Act, the Council may be dissolved by a Special Resolution at a General Meeting called specifically for that purpose. Such a meeting shall be convened by resolution of the Board, which shall instruct the CEO to issue a notice of General Meeting 60 days prior to the date set down for the meeting.

28.2 If upon the winding up or dissolution of the Council there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has objects similar to the Objects of the Council and which is not carried out for the purposes of profit or gain to its individual members and which association shall be determined by resolution of the Members.

## **29. NOTICES**

29.1 Subject to rule 29.3, a notice or other communication connected with this Constitution has no legal effect unless it is in writing and given as follows:

- (a) delivered by hand to the nominated address of the addressee;
- (b) sent by post to the nominated postal address of the addressee;
- (c) sent by facsimile to the nominated facsimile number of the addressee; or
- (d) sent by e-mail or any other method of electronic communication to the nominated electronic address of the addressee.

29.2 Any notice given to a Member under these Constitution, should be sent to Member's address as set out in the Membership Register.

29.3 Any notice given under rules 29.1(b) to 29.1(d) will be deemed to have been received:

- (a) subject to rule 29.4, if transmitted by e-mail, facsimile or delivered by hand before 5.00 pm on a working day, at the time of transmission or on the day of delivery (as applicable), or otherwise, at 9.00 am on the next working day; or

- (b) if sent by mail, on the second working day after posting.

29.4 A facsimile or e-mail is not given and received if:

- (a) at the conclusion of the facsimile transmission the sender's facsimile machine issues an error transmission report which indicates that the relevant number of pages comprised in the notice has not been sent; or
- (b) at the conclusion of the e-mail the sender receives an automated message stating that the e-mail was undeliverable.