

# CONSTITUTION



**WESTERN AUSTRALIAN RECREATIONAL  
& SPORTFISHING COUNCIL (INC)**

**Trading as**

***RECFISHWEST***

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## **1. TITLE**

The organisation shall be WESTERN AUSTRALIAN RECREATIONAL AND SPORTFISHING COUNCIL (hereinafter referred to as the "**Council**"). The Council may from time to time as the members decide register and use other names for the purpose of trading.

## **2. OBJECTS**

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 and sports fishing and assist with the education of fishers;
- (c) to represent and advocate the interests and rights of all Western Australian recreational and sports fishing stakeholders on any issues which affect the participation development and sustainability of recreational and sports 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 and sports fishing.

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

3.1 All 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 shall be paid, transferred or distributed directly or indirectly to the Members of the Council provided that nothing shall prevent the remuneration in good faith of any Officer, Board Member or employee of the Council or any other person or firm in return for bona fide goods and services rendered to the Council.

## **4. MEMBERSHIP**

4.1 The Members of the Council shall be:

- (a) association members;
- (b) public members; and
- (c) affiliate members.

4.2 Association members shall be corporate bodies that:

- (a) Apply to the Council on an annual basis providing:
  - (i) Certificate of Incorporation;

- (ii) Evidence of formal infrastructure in more than one bioregion being Kimberley/Pilbara; Gascoyne; West Coast; South Coast;
- (iii) Evidence that the principal business or objective relates to recreational fishing;
- (iv) Evidence of financial viability;
- (v) Summary of Register of financial members; and

4.3 Public Members of the Council shall be persons who are interested and supportive of recreational fishing.

4.4 Affiliate Members shall be companies organisations clubs corporate bodies or persons carrying on a business club or profession of which the principal business or objective relates to recreational fishing. Affiliate Membership may be granted should applicants provide proof that such business club or profession has been actively in existence for more than one calendar year.

4.5 Nomination for Membership shall be on a prescribed form accompanied by such Annual Subscription as decided from time to time by the Board of Management (See Clause 5.1) and forwarded to the Executive Director.

## **5. SUBSCRIPTIONS**

5.1 The Board of Management may from time to time prescribe the amounts to be paid by annual subscriptions for association and public and affiliate members. Any recommendations for variations to subscriptions shall be put to the Annual General Meeting and decided upon by a simple majority.

5.2 Non-financial members shall be ineligible to stand for office or vote at any meetings of the Council.

## **6. EXPULSION OF MEMBERS**

6.1 Where the Board of Management is of the opinion that a Member of the Council has refused or neglected to comply with a provision or provisions of this Constitution or has wilfully acted in a manner prejudicial to the interests of the Council the Council may by resolution:

- (a) expel the Member from Council; and
- (b) suspend the Member from membership for a specified period.

6.2 Where the Board of Management passes a resolution under Clause 6.1 it shall be of no effect unless the Board of Management at its next meeting confirms the resolution.

6.3 Where the Board of Management passes a resolution under Clause 6.1 the Executive Director shall forward a notice in writing by certified mail to the Member at least fourteen (14) days before the next Board meeting advising them of the resolution and the grounds on which it is based and advising them of the time and place of that meeting and that they may attend and speak at that meeting or submit written representations relating to the resolution.

- 6.4 At the next meeting the Board of Management 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.

#### **TERMINATION OF MEMBERSHIP**

Membership of the Council shall be terminated if the member:

- (a) is declared bankrupt in the case of a company;
- (b) fails to pay within three (3) calendar months after subscription falls due;
- (c) no longer qualifies under Clause 4; or
- (d) is expelled under Clause 6.

#### **8. RESIGNATIONS**

Any public association or affiliate member may resign from membership of the Council by notification in writing to the Executive Director. The letter of resignation shall be tabled at the next meeting of the Executive Committee after receipt.

#### **9. BOARD OF MANAGEMENT**

- 9.1 The Board of Management shall comprise a Chairperson elected from the Board plus fifteen (15) members of council made up as follows:

- (a) five (5) representatives of association members elected for a one year term;
- (b) six (6) public members who are nominated by two members of Council and are elected for a two year term; and
- (c) four (4) bioregional representatives representing one each of: Pilbara/Kimberley; Gascoyne; West Coast; and South Coast and are elected for a two year term. Each bioregional representative must:
  - (i) Be enrolled on the electoral roll or be able to provide evidence of permanent resident status in the relevant bioregion;
  - (ii) Be willing to participate in a relevant bioregional management committee; and
  - (iii) Be nominated by two members of Council at least one of whom must be resident in the bioregion in which the vacancy occurs.

- 9.2 Impending vacancies for Board Member positions should be advised to Members at least twenty-eight (28) days prior to the Annual General Meeting. Nominations for vacant positions must be received fourteen (14) days prior to the Annual General Meeting.

- (a) Associations shall provide the name of a person who shall stand on behalf of the association for election to fill vacancies under Clause 9.1 (a). The nominee shall provide evidence of membership of the association.

- 9.3 At each Annual General meeting the Board positions of Board Members whose terms are concluded shall be declared vacant and one person shall be elected to each vacant position for a two-year term except under Clause 9.1(a).

- (a) Candidates in each membership category who were unsuccessful but who received the next highest number of votes shall be notified that they are placed on an eligibility list to fill any vacancies which may become available during the coming year.

9.4 Nominees for association bioregional and public Board Membership who have a conviction under the Fish Resources Management Act 1994 and Regulations within the last five (5) years shall not be eligible for appointment to the Board.

9.5 In the event that a Board Member resigns or is expelled with more than ninety (90) days remaining in their term the next eligible person on the eligibility list as described in Clause 9.3 (a) shall be submitted for endorsement by the Board of Management at the next meeting. The term for a person so endorsed shall complete the term of the person whom they replace.

9.6 In the event that a Board member nominated under Clause 9.1 (a) resigns with more than ninety (90) days remaining in their term due to ill health misadventure or relocation the relevant association shall apply in writing to the Board for a replacement. Following Board approval the term for a person so nominated shall complete the term of the person they replace.

9.7 In the event that any Board Member resigns with less than ninety (90) days remaining in their term the position shall remain vacant until the Annual General Meeting.

## **10. CHAIRPERSON**

10.1 The Chairperson of the Board of Management shall be elected by the Board at the first Board Meeting after the Annual General Meeting. The term of the appointment shall be for one year unless terminated by resignation or a resolution of the Council.

10.2 The position the newly appointed Chairperson previously held will be deemed vacant and filled according to the provisions under Clause 9.3 (a) or 10.7.

10.3 The Chairperson shall not vote on resolutions decisions or motions put to any Meeting of the Council including Special General Meetings General Meetings and Annual General Meetings.

10.4 The Chairperson shall act as Chairperson at Meetings of the Board of Management Special General Meetings General Meetings and Annual General Meetings.

10.5 Should the Chairperson be unable to attend any Meeting of the Council the Deputy Chairperson shall take the Chair in their absence. The Deputy Chairperson shall then not be eligible to vote.

10.6 The Chairperson shall advise the Executive Director prior to any Meeting of the Council if they will be unable to attend such Meeting. The Chairperson shall be subject to the requirements of Clause 14 in the same manner as Board of Management Members.

10.7 Should the Chairman elected be an association Board Member then the relevant association shall nominate a replacement Board Member.

## **11. RESPONSIBILITY OF MEMBERS OF BOARD OF MANAGEMENT**

11.1 An apology from a Board Member who is unable to attend a Meeting of the Council shall be given to the Executive Director prior to that Meeting.

- 11.2 Any Board Member absent without proper and acceptable reason from three consecutive Meetings of the Council shall be removed and replaced in accordance with the appropriate process described in Clause 9.5.

## **12. DISCLOSURE OF INTEREST**

Any member of the Board of Management who has an interest in any contract or financial arrangement or statement of agreement made or proposed to be made with the Board of Management shall disclose this interest. Depending on that interest the Chairman on behalf of the Board shall determine whether the member needs to refrain from voting on the issue or to absent themselves from the discussion.

## **13. SUB-COMMITTEES**

The Board of Management may from time to time appoint sub-committees to examine and report on any matter. The Chairperson shall be an ex-officio non-voting member of any sub-committee.

## **14. MEETINGS**

- 14.1 The Board of Management shall meet a minimum of four (4) times per year and the Executive shall meet a minimum of nine (9) times per year.
- 14.2 Notice of a Board of Management Meeting including an agenda shall be issued to all Board Members and Officers in writing prior to the date of the meeting.
- 14.3 The Executive Director shall make an accurate record of the proceedings of all Meetings which after confirmation at a subsequent meeting shall be prima facie evidence of the accuracy of the meeting stated in such record.
- 14.4 Members who are present via interactive electronic means approved by the Chairman shall be deemed to be present.
- 14.5 A quorum at a Board of Management meeting shall be the lowest integer which is equal to or greater than fifty (50) percent of members of the Board.

## **15. VOTING**

- 15.1 At all Board of Management Meetings each Member of the Board 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 Special General Meetings Extraordinary General Meetings and Annual General Meetings each Member shall have one vote. Associations shall provide the name of the person who will exercise the association members vote.
- 15.3 Motions and resolutions 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. EXECUTIVE COMMITTEE**

- 16.1 The Executive Committee shall comprise the Chairperson Deputy Chairperson and three other members at least two of whom shall be Chairpersons of Board Committees. At least

one of the members of the Executive Committee shall be an association Board member and at least one member of the Executive Committee shall be a public Board member.

16.2 The Deputy Chairperson and members of the Executive Committee are to be elected by the Board of Management at the first Board Meeting after the Annual General Meeting.

16.3 All decisions of the Executive Committee shall be reported to the next Board of Management Meeting following such decisions.

## **17. POWERS**

17.1 The Board of Management shall have the power to take any action within the boundaries of State or Commonwealth law which are considered conducive to the attainment of any of the Objects of the Council.

17.2 The Board of Management shall have the power to hire lease rent or by any other means acquire any assets either real or proprietary investments or chattels conducive to the attainment of any of the Objects of the Council.

## **18. ANNUAL GENERAL MEETING**

18.1 The Annual General meeting of the Council shall be not later than 31 October of each year.

18.2 Notice of an Annual General Meeting shall be sent to each Member of the Council not less than fourteen (14) days prior to the date of the Meeting. Such Notice shall include the Agenda for the Annual General Meeting. Proof of electronic dispatch or posting shall be accepted as delivery of such Notice.

18.3 The Annual General Meeting shall transact the following business:

(a) receive and if approved adopt the Annual Report of the Council and adopt a Statement of the Accounts of the Council together with the Council's Financial Statement and Auditor's Report;

(b) appoint an Auditor;

(c) elect Board members to vacant positions as described under Clause 9; and

(d) deal with any special business which may have been placed on the agenda for the Meeting by the Delegates or by the Members.

18.4 Any special business which Members may wish to include on the agenda for an Annual General Meeting shall be given in writing to the Executive Secretary at least twenty-one (21) days prior to that Meeting.

18.5 Any Members entitled to vote but unable to attend an Annual General Meeting may exercise an absentee vote provided the Member completes the appropriate postal or electronic voting form and delivers it to the Executive Director twenty four (24) hours prior to the meeting.

18.6 A quorum at an Annual General Meeting shall be ten (10) Members entitled to vote.

## **19. SPECIAL GENERAL MEETING**

- 19.1 A Special General Meeting shall be convened by the Executive Director not more than twenty-one days after receipt of a request in writing signed by not less than four Board Members and which specifies the object of the meeting.
- 19.2 A Special General Meeting may be convened by resolution of a meeting of the Board of Management.
- 19.3 The Executive Officer shall following 19.1 or 19.2 above issue to Members a Notice of Special General Meeting not less than fourteen (14) days before the date of such Meeting and that Notice shall specify the business to be conducted at such Meeting. Proof of posting shall be accepted as delivery of such Notice.
- 19.4 Any Members entitled to vote but unable to attend a Special General Meeting may exercise an absentee vote provided the Member completes the appropriate postal or electronic voting form and delivers it to the Executive Director twenty four (24) hours prior to the meeting.
- 19.5 A quorum for a Special General Meeting shall be ten (10) Members entitled to vote.

## **20. EXECUTIVE OFFICER AND STAFF**

- 20.1 The Board of Management shall have the power to employ an Executive Director as required and to suspend or dismiss the same and pay them for services rendered.
- 20.2 The Board of Management shall direct the Executive Director in the requirements of their duties but individual Board Members may not issue instructions to staff unless as directed by the Board.
- 20.3 The Executive Director shall keep and maintain an up-to-date register of the Members of the Council and their postal or residential addresses and upon request will make the register available for the inspection of any Member who may copy any part of the register but may not remove it from the Councils premises.
- 20.4 The Executive Director 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 Executive Director shall maintain a record of the names and postal or residential addresses of any persons who hold office of the Council including all Board Members and persons authorised to use the Common Seal and of any persons appointed to act as trustees on behalf of the Council.
- 20.6 The Executive Director shall prepare and present at each Board Meeting of the Council a financial report for the period from the previous Meeting showing creditors debtors and monies received and shall keep proper books of account of such income and expenditure.
- 20.7 The Executive Director shall in February each year draw up a Budget to demonstrate the anticipated income and expenditure of the Council for the ensuing financial year.
- 20.8 The Executive Director shall present a complete and audited financial report to the Annual General Meeting.

- 20.9 The Executive Director shall ensure that an accurate record be made of the proceedings of all meetings which after confirmation at a subsequent meeting shall be prima facie evidence of the truth of the matter stated in such record.
- 20.1 The Executive Director shall be responsible for the day to day running of the Council as directed by the Executive Committee.
- 20.11 The Executive Director shall have custody of all records books documents and securities of the Council.
- 20.12 A member may at any reasonable time inspect without charge ratified books documents records and securities of the Council.

## **21. RESPONSIBILITY OF OFFICERS**

The Executive Director or staff members or Members of the Council who upon authority of the Council accept or incur any pecuniary liability on behalf of the Board of Management shall be indemnified by the Council against any loss in respect thereof.

## **22. FISCAL YEAR**

The Fiscal Year of the Council shall be 1 July to 30 June each year.

## **23. AUDITOR**

- 23.1 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 Executive Director and issue an Auditor's report for the following Annual General Meeting.
- 23.2 Any deficiencies or irregularities to which the Auditor makes reference shall be addressed by the Executive Committee and assessed at the next Meeting of the Board of Management following the presentation of the Auditors Report.
- 23.3 Should the appointed Auditor be unable to undertake the duties for which appointed the Board of Management shall appoint another Auditor.

## **24. BANKING ARRANGEMENTS**

The Board of Management shall direct the place and manner in which the funds of the Council shall be kept by the Executive Director and the expenditure of such funds shall be subject to this Constitution as follows:

- (a) a current account shall be opened at a bank chosen by the Board of Management. The account shall have five signatories and any two of these may sign cheques; and
- (b) the five signatories shall be the Executive Director one other staff member as determined by the Board of Management at the first meeting following the Annual General Meeting the Chairperson and two other Board Members.
- (c) the Executive Director and other authorised staff member shall only jointly co-sign cheques for which they are not a direct beneficiary and which are less than a level determined by the Board of Management by formal resolution.

## **25. PREMISES AND EQUIPMENT**

The Board of Management shall be empowered to hire lease rent or purchase or otherwise obtain office space and equipment that is required to execute the day to day business of the Council.

## **26. THE SEAL**

26.1 The Seal of the Council shall not be affixed to any instrument by the Seal Holder except by the authority of a resolution of the Board of Management. The Seal shall be so affixed in the presence of the Seal Holder and the Executive Director who both shall countersign every instrument to which the Seal of the Council is so affixed.

26.2 The Seal of the Council shall be kept in the custody of the Executive Director who shall keep a record of all documents to which the Seal is affixed. The Seal Holder of the Council shall be the Chairperson.

## **27. AMENDMENT TO CONSTITUTION**

27.1 The Board of Management shall have authority to initiate amendment to the Constitution of the Council in part or whole but no such alteration shall take effect unless the amendment or amendments are passed in their entirety without discussion at a Special General Meeting convened for that purpose or at an Annual General Meeting. Constitutional amendment motions shall be passed by at least three-fourths majority of votes cast by members present or their proxies.

27.2 Any motion to amend the Constitution as carried shall be recorded in the Minutes of the Meeting at which it was passed and the amendment shall also be recorded in two (2) official copies of the Constitution in accordance with the requirements of the Associations Incorporation Act of 1987 or any subsequent Act of Parliament which supersedes that Act.

27.3 The amendment or amendments shall be lodged with the Commissioner for Corporate Affairs within one month of being passed accompanied by a certificate by a Member of the Board 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 Associations Incorporation Act 1987 and Amendments.

27.4 The amendment or amendments shall be lodged with the Australian Taxation Office and the Department of Fisheries within a reasonable time following the making of the changes within one month of being passed.

## **28. INTERPRETATION OF CONSTITUTION**

The Board of Management shall be the sole authority for the interpretation of this Constitution and the decision of the Council 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.

## **29. DISSOLUTION OF COUNCIL**

29.1 At a Special General Meeting specifically called for the purpose of voluntarily dissolving the Council the Council shall be voluntarily dissolved by a resolution passed by a three-fourths majority of the Members present eligible to vote in accordance with Clauses 5 and 15 provided there is a quorum. Such a meeting shall be convened by resolution of the Council which shall instruct the Executive Director to issue a Notice of Special General Meeting sixty (60) days prior to the date set down for the Meeting and such Notice of

Special General Meeting shall be posted to the last recorded address held of each Board Member the President or equivalent of each association member and affiliate member and to every public Member. Proof of electronic dispatch or posting shall be accepted as delivery of such Notice.

- 29.2 If upon the winding up or dissolution of the Western Australian Sportfishing Council Incorporated 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 similar objects 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.