

NATIVE FISH AUSTRALIA INCORPORATED CONSTITUTION

(formally adopted Canberra 21 June 1986)

(amended: Eildon, 2 May 1987; Canberra, 8 Mar 1994;

Clarencetown, 15 Mar 1997)

NAME

1. The name of the organisation shall be Native Fish Australia Incorporated.

DEFINITIONS

2. In this constitution, unless the contrary intention appears:

'NFA' shall mean Native Fish Australia Incorporated, its members and executive;

'member' or 'members' shall include both an individual member or a branch member referred to in clause 5(a);

'native fish' shall include all fish indigenous to Australian inland and tidal waters;

'Commissioner' shall mean the Commissioner of Corporate Affairs in the Australian Capital Territory;

'meeting' shall mean both a meeting at which delegates are physically present and a meeting held by electronic or other communications linking delegates at various locations;

the masculine shall be taken to include the feminine and vice-versa;

and

the singular shall be taken to include the plural and vice-versa.

OBJECTS

3. The objects of NFA are:

(a) to encourage, promote and sponsor the propagation and conservation of Australian native fish;

(b) to promote and sponsor the scientific study, conservation and management of native fish species, their environment and ecology;

(c) to disseminate information and knowledge of scientific work on

native fish and related matters to members, governments, scientific bodies and the general public;

(d) to participate and assist in the collection, preparation and analysis of any information relevant to native fish; and,

(e) to encourage members to instigate and participate in, where appropriate, programs of scientific project.

POWERS

4. In pursuance of its objects, NFA shall have powers which shall include:

- (a) representing the interests of members and allowing the members to confer and speak on matters
- (b) making, and assisting members to make representations and submissions on matters of importance to native fish species and in the furtherance of these objects and for the benefit of native fish
- (c) promoting the cause of native fish and opening and maintaining communication and discussion with relevant Commonwealth, State and Local Governments, departments and agencies and with scientific institutions and allied organisations within Australia and internationally
- (d) liaising with all recreational and sport fishing organisations and encouraging them to participate with NFA in the furtherance of its objectives
- (e) co-operating with national and international organisations with similar or allied interests
- (f) representing, in Australia or overseas, NFA members at meetings, conferences, or seminars relating to native fish and the utilisation and management of native fish
- (g) encouraging the enjoyment of native fish species by fostering a greater understanding of them and by promoting the legal and ethical aspects of angling for them within the context of the need to observe at all times the conservation and management requirements of the resource
- (h) commissioning, contracting and making grants to organisations or individuals for the purpose of research and education in matters relevant to native fish, their conservation, environment and management
- (i) receiving gifts, grants and subscriptions for the functioning or furtherance of the objects of NFA
- (j) in any way whatsoever, assisting members to do all such acts, deeds and things, including such legal action as may from time to time be necessary for the furtherance of these objects, and
- (k) doing all such things and acts which may be deemed necessary to achieve the objects.
- (l) the purchase, taking on lease or in exchange, and the hiring and otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of NFA
- (m) the buying, selling and supplying of, and dealing in, goods of all kinds;
- (n) the construction, maintenance and alteration of building or works necessary or convenient for any of the objects or purposes of NFA
- (o) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of NFA
- (p) the taking of such steps from time to time as the executive or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of NFA, whether by way of donations, subscriptions or otherwise
- (q) the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the executive or the members in general meeting may think desirable for the promotion of the objects and purposes of NFA
- (r) the borrowing and raising of money in such manner and on such terms as the executive may think fit or as may be approved or directed by resolution passed at a general meeting, and securing the repayment of monies so raised or borrowed or the payment of a debt or liability of NFA by giving mortgages, charges or securities upon or over all or any of the real or personal property of NFA

(s) subject to the provisions of the Trustee Ordinance 1957, the investment of any monies of NFA not immediately required for any of its objects or purposes in such manner as NFA may from time to time determine

(t) to enter into and terminate any contract of service or contract for services, with any persons or organisations for the administration and furtherance of the objects of NFA, on such terms as NFA may decide;

(u) the establishment and support or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of NFA and their dependents and the granting of pensions, allowances or other benefits to servants or past servants of NFA and their dependants, and the making of payments towards insurance in relation to any of those purposes; and

(v) the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of NFA or of any of the objects and purposes specified in this clause.

MEMBERSHIP

5. (a) There shall be three categories of membership of NFA:

(i) Branch Member, which shall be a properly constituted association of persons and having an executive, comprising at least the positions of president, secretary and treasurer elected annually by a majority of that association's members, and such an association shall be admitted to Branch Membership conditional upon its acceptance of this constitution and all of the objects, rules and restrictions of the NFA contained herein,

(ii) Individual Member, who shall be a person having no affiliation with a Branch Member and who shall be admitted to Individual Membership conditional on acceptance of this Constitution and all of the objects, rules and restrictions of NFA contained herein.

(iii) Affiliate Member, which shall be a properly constituted association and having an executive comprising at least positions of president, secretary, and treasurer elected annually by a majority of that association's members. Affiliation under this clause applies only to the Affiliate Member and not the constituent members of the Affiliate Member.

(b) (i) Any association or individual may be admitted to membership of NFA subject to the following subclauses.

(ii) The membership application shall be in writing and accompanied by a affiliation or annual subscription fee to NFA.

(iii) Branch Members, Affiliate Members and Individual Members shall pay to NFA an annual affiliation fee in the case of Branch Members and an annual subscription fee in the case of Individual Members, pursuant to clause 6 (a) and (b).

(iv) The annual subscription fee payable by Individual Members who are pensioners, full-time students or under the age of sixteen years will be half the amount fixed, pursuant to clause 6 (a) and (b).

(c) If a Branch Members of NFA is either wound up (whether voluntarily or otherwise) or ceases to accept or observe any of the objects, rules and restrictions of the NFA contained in this constitution, it shall cease to be a member of NFA and the number of Executive Officers referred to in clause 8 (a) (v) herein shall be reduced accordingly.

(d) If an Individual Member ceases to accept or observe any of the objects, rules and restrictions of the NFA contained in this constitution, that individual shall cease to be a member of NFA.

(e) Any member of NFA shall be expelled from membership upon the resolution of seventy-five per cent of the members present at a general meeting, and such decision of NFA shall be final and binding. Expulsion shall be dealt with at a general meeting and the agenda for that meeting shall set out clearly and concisely the ground for the motion.

AFFILIATION AND SUBSCRIPTION FEES

6. (a) At each annual general meeting NFA will fix annual affiliation and subscription fees or alter existing annual affiliation or subscription fees.

(b) Each new member shall pay any affiliation or subscription fee immediately on admission to membership and in the case of existing members, affiliation and subscription fees will be due on 1 April each year and payable by 31 July each year, and if fees are not paid by this time, a member shall not be entitled to exercise the rights or enjoy the privileges of membership.

DELEGATES

7. (a) Each Branch Member shall appoint in writing two delegates to Native Fish Australia each NFA financial year.

(b) (i) (a) Individual Members shall elect two delegates to Native Fish Australia pursuant to the following sub-clauses.

(b) Affiliate Members shall elect two delegates to Native Fish Australia pursuant to the following sub-clauses.

(ii) (a) No less than eighty days before each NFA annual general meeting, the Executive will call in writing for nominations from all currently financial Individual Members for the positions of two Individual Member delegates to NFA.

(b) No less than eighty days before each NFA annual general meeting, the Executive will call in writing for nominations from all currently financial Affiliate Members for the positions of two Affiliate Member delegates to NFA.

(iii) (a) No less than fifty days before each NFA annual general meeting, the Executive shall conduct a postal vote among all currently financial Individual Members for the election of two Individual Member delegates from the persons nominated pursuant to sub-clause

7(b)(i)(a). The candidate receiving the highest number of votes and the candidate receiving the second highest number of votes will be elected as Individual Member delegates for the year from and including the annual general meeting.

(b) No less than fifty days before each NFA annual general meeting, the Executive shall conduct a postal vote among all currently financial Affiliate Members for the election of two Individual Member delegates from the persons nominated pursuant to sub-clause

7(b)(i)(b). The candidate receiving the highest number of votes and the candidate receiving the second highest number of votes will be elected as Affiliate Member delegates for the year from and including the annual general meeting.

(iv) (a) In the event of no nominations being received for the positions of Individual Member delegates, the Executive will, no less than 21 days before the annual general meeting, appoint two such delegates from among the currently financial Individual Members.

(b) In the event of no nominations being received for the positions of Affiliate Member delegates, the Executive will, no less than 21 days before the annual general meeting, appoint two such delegates from among the currently financial Affiliate Members.

(v) (a) In the event of only one nomination for Individual Member delegates being received, the Executive will declare the person so nominated an Individual Member delegate and the Executive will, no less than 21 days before the annual general meeting, appoint a second such delegate from among the currently financial Individual Members.

(b) In the event of only one nomination for Affiliate Member delegates being received, the Executive will declare the person so nominated an Individual Member delegate and the Executive will, no less than 21 days before the annual general meeting, appoint a second such delegate from among the currently financial Affiliate Members.

(c) Each delegate is entitled to one vote and may be appointed or co-opted by the Executive for committee work.

(d) If a delegate ceases to be either a member or an accredited delegate of a Branch Member or, in the case of an Individual Member delegate, ceases to be a member of NFA, he shall cease to be a delegate to NFA.

(e) The office of a delegate may become vacant if he:

(i) becomes bankrupt or makes an arrangement with his creditors under any law relating to bankruptcy or insolvent debtors;

(ii) becomes a patient in a mental hospital or institution;

(iii) resigns his office in writing;

(iv) ceases to be a permanent resident of Australia;

(v) fails to attend meetings of NFA without leave of NFA, or in the case of a delegate who is a member of the Executive, fails without leave granted by the Executive to attend meetings of the Executive.

(f) If a delegate brings discredit to NFA, NFA may vote at a general meeting not to accept that person's appointment as a delegate.

EXECUTIVE

8. (a) At the annual general meeting, NFA shall elect as an Executive from the delegates referred to in clause 7 and from members referred to in clause 8 (b) as follows:

(i) a president

(ii) a Vice president

(iii) an Immediate Past President

(iv) a Secretary

(v) a Treasurer

(vi) a Publications Editor

(vii) subject to the following, a number of Executive Officers

(b) The members of the Executive shall be elected from the delegates appointed on Clause 7 or, at the discretion of the annual general meeting, from those members of other Branch Members as may be decided by the AGM provided that at least one delegate from each Branch Member, and one Individual Member delegate, elected or appointed pursuant to clause 7(b), shall be elected to the Executive and provided always that if, pursuant to clause

5(b)(i), NFA accepts a new Branch Member, the number of Executive Officers elected to the Executive pursuant to clause

8(a)(vii) shall be increased by one Executive Officer for each member so accepted by NFA, and further provided always that all Branches and the Individual Members shall each have at least one delegate within the Executive.

(c) The Executive of NFA shall control and manage the business and affairs of NFA other than at general meetings.

(d) The Executive may, subject to these rules, exercise all such powers and functions as may be exercised by NFA, other than those powers and functions that are required by these rules to be exercised by general meetings of NFA.

(e) Subject to the Associations Incorporation Ordinance 1953 and these rules, the executive has power to perform all such acts and things as appear to it to be essential for the proper management of the business and affairs of NFA.

(f) Subject to this Constitution, the duties of the officers of the executive shall include:

(i) the President shall be the chief executive officer and shall act a chairman at general and executive meetings.

(ii) the Vice-President shall exercise the powers of the President in his absence;

(iii) the Secretary shall supervise the overall administration and management of NFA including recording minutes of meetings and preparing agendas, notices and correspondence. He shall present the Annual Report in conjunction with the President and such other officers as the President may direct;

(iv) the Treasurer shall be responsible for the sound financial management of NFA and shall prepare and present the annual balance sheet and ensure that the Auditor is fully satisfied.

VACANCIES

9. (a) A Vacancy on NFA shall be filled by a delegate appointed by the Branch Member which appointed the delegate whose position has become vacant or in the case of an Individual Member vacancy, the Executive shall appoint an interim delegate.

(b) a delegate so appointed to the Executive shall hold office only until the next annual general meeting.

PUBLIC OFFICER

10. (a) The Public Officer shall be a resident in the Australian Capital Territory and need not be a delegate to NFA although he may be so and may hold any other office in NFA.

(b) The Executive shall appoint a Public Officer within fourteen days of the date of incorporation of NFA, or within fourteen days of the date of the position of Public Officer becoming vacant.

(c) Within fourteen days after his appointment, the Public Officer shall give written notice of his full name and address to the Commission.

(d) Within fourteen days after changing his address, the Public Officer shall give written notice of that change to the Commission.

(e) Within one month after an alteration of:

(i) the objects or powers of NFA

(ii) the Constitution of NFA, or

(iii) any trusts relating to NFA the Public Officer shall file with the Commission:

(i) notice of the change

(ii) a copy of any minutes or instrument evidencing the change;

(iii) a statutory declaration by the Public Officer that the copy is a true copy; and

(iv) if the objects are changed, a statutory declaration stating the change is allowed by and made in accordance with this Constitution.

MEETINGS

11. (a) NFA shall meet at least once every twelve months and on any other occasions that the Executive decides. The members of NFA and delegates shall be given at least thirty days' notice of any meeting.

(b) NFA upon receipt of a requisition in writing expressing the objects of a proposed meeting and signed by a majority of Branch Members or ten percent of Individual Members shall call a general meeting to be held within thirty days of the receipt of the requisition. The NFA shall forward written notice of the meeting and its agenda to all members within seven days.

Failing the convening of such a meeting by the Executive, any signatory to the requisition may convene the meeting.

(c) The Executive shall meet as necessary at the call of the President or on any other occasions the executive decides. The members of the Executive shall be given at least seven days' notice of any meeting.

(d) The venue and date for the annual general meeting shall be decided by the Executive.

(e) The Annual General Meeting of NFA shall be in March, or as near as practicable, each year and the order of business at that meeting shall be:

(i) to confirm the minutes of the last Annual General Meeting and any general meeting held since then;

(ii) to receive from the Auditor, Executive and servants of NFA reports on the business and financial transactions of NFA during the preceding year;

(iii) to consider any submissions by members for financial grants or other assistance from the Commonwealth or any other organisation;

(iv) to elect the Executive;

(v) to appoint the Auditor and determine his remuneration;

(vi) to determine the remuneration of servants of NFA, or amounts due under any contracts for services entered into by NFA; and

(vii) to transact any other business on the agenda.

(viii) to transact any other business that has the support of the majority of members.

PROCEEDINGS AT MEETINGS

12. (a) At a general meeting, a quorum shall consist of a simple majority of the delegates of NFA and at an Executive meeting a quorum shall consist of a simple majority of Executive members.

(b) Any Branch Member may nominate in writing to NFA proxy delegates to attend in person any specified meeting of NFA. Such proxy delegates shall have the right to vote in place of the delegates for whom they are substituting and their proxies shall be presented to the chairman of that meeting and shall be used when deciding whether there is a quorum present.

(c) At a general meeting, a vote shall be decided by a simple majority of delegates and at an Executive meeting a vote shall be decided by a simple majority of Executive members.

(d) In the event of equality of voting, the motion or matter or matter which has been voted upon will be deemed to have been resolved in the negative.

(e) At a meeting of NFA not conducted by means of electronic or other communication, voting shall be by a show of hands but if a ballot is called for it shall be taken forthwith.

(f) Notwithstanding anything to the contrary in this Constitution, NFA may hold any meeting by means of electronic or other communication provided that the chairman of a meeting so held shall, within fourteen days of the meeting, confirm in writing to the members participating at the meeting, the terms of any resolutions passed at the meeting, the names of the delegates and the results of all motions dealt with.

(g) At meetings conducted by electronic or other communication, the Chairman shall decide the method of conducting and recording ballots.

(h) The President or in his absence the Vice-President, shall preside as chairman of any meeting provided that if neither is present, the meeting shall elect a chairman.

CHANGE OF CONSTITUTION

13. Notwithstanding anything to the contrary contained in this Constitution, the Executive shall cause members to receive at least sixty days' written notice of motion to change the Constitution of NFA and any vote on such a motion shall be taken only at a general meeting of NFA and shall be successful if a majority of the delegates present vote in favour of the change.

SEAL

14. (a) NFA shall have a Seal which shall contain in legible print the name of NFA and the word 'Seal'.

(b) The Seal shall be affixed with the authority of the Executive and shall be witnessed by the signatures of two members of the Executive.

FINANCIAL

15. (a) NFA shall open accounts as necessary into which shall be deposited all monies received by NFA in the name of NFA and the signatories to those accounts shall be any two of three persons authorised by the Executive and one of these three persons shall be the Treasurer.

(b) The Treasurer shall faithfully keep, in a form and manner as NFA may direct, all records, books of account and records of receipt and expenditure connected with the operations and business of NFA.

(c) The Treasurer shall ensure that all books relating to NFA's financial and business affairs are kept in a form that is able to be properly audited.

(d) The property and income of NFA shall be used only for the purposes of furthering the objects of NFA.

(e) The Treasurer shall cause to be prepared a balance sheet setting out the assets and liabilities of NFA as at 31 January each year and shall file a copy of that balance sheet with the Commissioner.

(f) No member shall have any claim on any property, real or personal, of NFA other than those claims duly authorised by NFA.

AUDITOR

16. (a) NFA shall appoint an Auditor who is not a delegate to NFA, the Public Officer or an employee or member of NFA.

(b) The Auditor shall report to NFA on the financial affairs of NFA prior to the annual general meeting. In that report, the Auditor shall state whether, in his opinion:

(i) he has obtained the information required by him;

(ii) the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of NFA according to the information at his disposal and the explanations given to him and shown by the books of account; and

(iii) the rules relating to the administration of the funds of NFA have been observed.

(c) The Treasurer shall cause to be delivered to the Auditor, a list of all the accounts, books and records of the financial affairs of NFA and shall give the Auditor access to those accounts, books and records and provide the Auditor with any explanation he may require of the Treasurer as any other delegate, officer of the Executive or employee shall also do if and when called upon by the Auditor to provide any explanation.

(d) NFA shall invest monies held by it only in investments that are authorised trustee investments within the meaning of the Trustee Ordinance 1957.

PUBLICITY

17. All public statements on national issues made for or on behalf of NFA shall be approved by the president of NFA.

SPECIAL OBSERVERS

18. (a) The Executive may invite any persons to attend a specified meeting or meetings as observers in an advisory or consultative capacity. Such persons will not have the right to vote.

(b) Any Branch Member or Affiliate Member may nominate in writing, fourteen days in advance, up to five official observers who may attend any meeting of NFA but such observers will not have the right to vote nor access to expenses from NFA. Individual Members may attend any meeting of NFA but will not have the right to vote nor access to any expenses from NFA.

NOTICE OF ADDRESS

19. (a) A member shall inform NFA of its/his/her postal address, telephone and telex numbers and Branch Members and Affiliate will advise the names and addresses of its delegates upon their appointment and shall keep NFA informed of any changes to these particulars.

(b) A Branch Member shall inform NFA of the names and addresses of the officers of its governing body and shall keep NFA informed of any changes to these particulars.

(c) Any notice required to be given to a member or a delegate shall be deemed to be given if sent by ordinary post to the last notified address of that member or delegate.

(d) NFA shall fix and keep a postal address and any notice or written communication may be given to NFA at that address.

DISCLOSURE OF INTEREST

20. (a) Any delegate who has an interest in any contract or financial arrangement made or proposed to be made with NFA shall disclose his interest forthwith to NFA after it has come to his notice that the contract or arrangement is being or has been considered.

(b) If a delegate becomes interested in a contract or financial arrangement after it is made or entered into by NFA, he shall disclose his interest forthwith to NFA immediately after he becomes so interested.

(c) A delegate shall not vote in respect of a motion at any meeting concerning a contract or financial arrangement in which he is interested.

WINDING UP

21. (a) NFA shall be dissolved if:

(i) the Branch Membership is reduced to fewer than three members and individual Membership is reduced to fewer than ten individuals, or

(ii) a resolution to that effect is passed by a seventy-five per cent majority of delegates present at a general meeting called for that purpose. Notice of motion to that intent shall be given to members sixty days prior to that meeting.

(b) Any property or funds held by NFA may only be paid upon a resolution to that effect to an organisation with similar aims and objects to that of NFA, or if there be no such organisation, to a charity.