

**CONSTITUTION OF
AUSTRALIAN RECREATIONAL FISHING FOUNDATION LTD**

A Company Limited by Guarantee

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1 Definitions

1.1 The following words have these meanings in this Constitution unless the contrary intention appears:

Advisory Council means the Advisory Council established under Rule 13.

Annual General Meeting meaning a meeting open to all members held once a year to meet annual meeting requirements of the *Corporations Act*.

Auditor means the auditor for the time being of the Company.

Board Meeting means a meeting open to Board Directors.

Board means the Board of Directors appointed under Rules 11.1 – 11.7.

Chair means the Chair of the Board of Directors of the Company and Deputy Chair means the Deputy Chair of the Board of Directors.

Company means Australian Recreational Fishing Foundation Ltd.

Constitution means this Constitution as altered or added to from time to time and a reference to a provision of this Constitution is a reference to that provision as altered or added to from time to time.

Corporations Act means the *Corporations Act 2001*.

Director means persons elected pursuant to Rules 11.1 – 11.7, and where appropriate includes an Alternate Director.

Directors mean all or some of the Directors acting as a Board.

Executive Officer means a person appointed as Executive Officer of the Company under Rule 8.6.

Financial year means the year beginning 1 July and ending 30 June the following year.

Full Member means a member that has an entitlement to voting rights

Income Tax Assessment Act means the Income Tax Assessment Act of Australia

Member means a Member of the Company.

Nominated Institution means an entity which has entered into a memorandum of understanding or a project contract to assist the Company in research or such other activity that is compliant with the principles of a deductible gift fund.

Registered Office means the registered office for the time being of the Company.

Representative means a representative or proxy appointed by a Member.

Rule means a provision in this Constitution as altered or added to from time to time.

Secretary means a person appointed as a Secretary of the Company, and where appropriate includes an Acting Secretary and a person appointed by the Directors to perform all or any of the duties of a Secretary of the Company.

State means the State or Territory in which the application for registration as an Australian company was made in respect of this Company.

Subscribers means the persons who have consented to be the first Members of the Company as listed at the end of this Constitution.

2 Interpretation

- 2.1 In this Constitution unless the contrary intention appears:
- (a) the word person includes a firm, a body corporate, an incorporated association, an unincorporated association or an authority;
 - (b) the singular includes the plural and vice versa;
 - (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
 - (d) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;
 - (e) a reference to a Rule is a reference to one of the Rules;
 - (f) a reference to a section is a reference to a section of the *Corporations Act*, and
 - (g) a reference to the *Corporations Act* or to a provision of the *Corporations Act*, means the *Corporations Act* or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it.
 - (h) A reference to the Income Tax Assessment Act or to a provision of the Income Tax Assessment Act, means the Income Tax Assessment Act or that provision as amended from time to time, or any statute, code or provision enacted in its place by the Commonwealth of Australia and includes regulations and other instruments under it.
- 2.2 Headings are inserted for convenience and do not affect the interpretation of this Constitution.
- 2.3 Powers conferred on the Company, the Directors, a Committee of Directors, a Director or a Member may be exercised at any time and from time to time.
- 2.4 To the extent permitted by the *Corporations Act*, the Replaceable Rules contained in the *Corporations Act* are not to apply to this Company.
- 2.5 The Board has the power to interpret this Constitution.

3 Objects of the Company

3.1 Subject to the *Corporations Act*, the principal objects of the Company are:

- (a) To actively and effectively represent and promote the interests of members and recreational fishers generally;
- (b) To educate and promote the benefits of sustainable recreational fishing to the public to ensure the maintenance and growth of fish population throughout Australia;
- (c) To educate the fishing community on the ethical, environmental and safety aspects of sustainable recreational fishing;
- (d) To raise awareness of and promote, the health benefits of sustainable recreational fishing;
- (e) To educate the public on how to protect, preserve and care for the environment, whilst recreationally fishing, including land care, flora and fauna and marine conservation;
- (f) To facilitate research that supports recreational fishing;
- (g) To promote the accessibility of sustainable recreational fishing activities to persons of all age groups, genders and ethnic origins;
- (h) To do all such other things as may be considered to be incidental or conducive to these objects including the development and implementation of policies and strategies as endorsed by a majority vote of Full Members of the Company in accordance with rule 9.4.

3.2 Subject to the *Corporations Act*, for the purpose of carrying out the principal objects in their context, the Company shall have the further objects and powers as follows:

- (a) To work with any person, organization or body as approved from time to time by the Board;
- (b) To collect and raise moneys for the purpose of purchasing or otherwise acquiring land and buildings;
- (c) To purchase, take on, lease, hire, exchange or acquire by gift or otherwise and to manage, sell, transfer, lease, hire, mortgage or otherwise dispose of, invest or deal with any real or personal property or any estate or interest therein;
- (d) To borrow or raise or secure the payment of money for the purposes of the Company whether the same shall have been borrowed or is intended to be borrowed on overdrawn account or otherwise in such manner and upon such terms and whether with or without security as may seem expedient;
- (e) The buying, selling, and/or supplying of and dealing in, goods of all kinds;
- (f) The construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Company;
- (g) To guarantee, indemnify, or receive payment, or act as Trustee on behalf of another body, association, company or person, as the Board deems appropriate;
- (h) To act as Trustee in respect of any trust, as the Board in general meeting may deem expedient;

- (i) To consult, engage, conduct, enter into joint venture, partnership or contract with another body, association, company or person for such purpose as the Board deems appropriate for the purpose of these objects;
The accepting of any gift whether subject to a special trust or not, for any one or more of the objects or purposes of the Company;
- (j) The taking of such steps from time to time as the Board or the Company members in general meeting may deem expedient for the purposes of procuring contribution to the funds of the Company whether by way of donation, subscriptions or otherwise;
- (k) The making of gifts, subscriptions or donations to any fund, authority or institution or individual as determined by the Board for the purpose of these objects;
- (l) The establishment and support or aiding in the establishment or support of any other association formed for any of the basic objects of the Company;
- (m) Subject to the provisions of the current State Trust Act, the investment of any moneys of the Company not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- (n) The doing of all such other lawful things as are incidental or conducive to the attainment of the objects.

4 Distribution of Income

- 4.1 The profits (if any) or other income and the property of the Company, however, derived, must be applied solely towards the promotion of the objects of the Company as set out in this Constitution, and no part of those profits or that income or property may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members of the Company.
- 4.2 If the Company maintains a trust, fund or incorporated body that is a deductible gift fund, authority or institution as defined by the Income Tax Assessment Act, any profits or other income and the property of the relevant deductible gift fund authority or institution, however, derived, must be applied solely towards the promotion of the principle purpose of that relevant deductible gift fund authority or institution as set out in this Constitution or other document. No part of those profits or that income or property may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members of the Company.
- 4.3 Nothing in Rules 4.1 or 4.2, prevent the payment in good faith to an officer or Member of the Company, or to a firm of which an officer or Member is a partner of remuneration for:
- (a) services rendered to the Company or,
 - (b) goods supplied in the ordinary course of business; or
 - (c) of interest at a rate not exceeding the rate for the time being fixed for the purposes of this clause by the Board on money borrowed from an officer or Member of the Company; or
 - (d) of reasonable rent for premises demised or let by an officer or Member of the Company; or
 - (e) of a payment under a project agreement or memorandum of understanding between the Company and a member which is compliant with the principles of the deductible gift fund and or approved by resolution of the Board.

5 Membership and Liability of Members

Becoming a member

- 5.1 The Subscribers to this Constitution are the first Members.
- 5.2 The Board may admit any organization or person as a Member by resolution of the Board and the organisation or person:
- (a) applying in writing to the Company for Membership
 - (b) agreeing to be bound by this Constitution;
 - (c) meeting the criteria for membership for a particular class of membership as described in Appendix A – Criteria for Membership.

Rejection of membership application

- 5.3 The Board may reject an application for membership based on the applicant not meeting the conditions of Rule 5.2.

Ceasing to be a member

- 5.4 A Member ceases to be a Member on:
- (a) resignation;
 - (b) death;
 - (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
 - (e) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts;
 - (f) the Board terminating the organization or person's Membership in accordance with this Constitution or because they no longer meet the Criteria for Membership as described in Appendix A.

Resignation of a member

- 5.5 A Member may by notice in writing to the Company resign Membership with immediate effect or with effect from a specified date.

Termination of a member

- 5.6 The Board may terminate the Membership of any Member in a Board Meeting with immediate effect or with effect from a specified date.

Appeal against termination of membership

- 5.7 Where a Membership has been terminated, the affected party may within 28 days of notice of the decision serve the Company Secretary with written notice of appeal against the decision.
- 5.8 The notice of appeal should state the grounds for the appeal:
- (a) After receipt of the notice of intention to appeal, the Company Secretary must within one month call a meeting of the Members of the Company (Special General meeting) to decide the appeal.

- (b) The meeting notice should contain a copy of the notice of appeal
- (c) An appeal must be decided by a majority vote of Members present and eligible to vote at the meeting.
- (d) The affected party may speak to the appeal at the Special General meeting.

Classes of members

- 5.9 Subject to this Constitution and the *Corporations Act* the Full Members of the Company may
- (a) establish any new class of Members and prescribe the qualifications, rights, restrictions and obligations of Members in that class; and
 - (b) vary or abrogate the qualifications, rights, restrictions or obligations of Members in any new or existing class by a special resolution passed by Full Members at a Special General meeting.
- 5.10 The company will record the classes of membership and any qualifications, restrictions and obligations in Appendix A – Criteria for Membership.

Liability of members

- 5.11 The liability of Members is limited.
- 5.12 Each Member undertakes to contribute to the Company's property, if the Company is wound up while the person or entity is a Member or within one year after the person or entity has ceased to be a Member, for payment of the Company's debts and liabilities contracted before the person or entity ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding ten dollars (\$10.00).

Membership Fees

- 5.13 Membership fees shall be as determined from time to time by the Board and shall apply to the next financial year for each of the classes of membership or alter and abolish any existing annual membership fee or fees.
- 5.14 Each Member shall pay membership fees so levied within 45 days of the 1st of July each year and if not paid within that time, a member shall not be entitled to exercise the rights or enjoy the privileges of membership.

Register of Members

- 5.15 The Company Secretary shall cause a register to be kept in which shall be entered the names and addresses of all financial Members of all Member classes.
- 5.16 The register shall be open for inspection at all reasonable times by any Member having previously applied to the Company Secretary for such information.

6 Meetings of the Company

- 6.1 The company will conduct the following forms of meeting:
- (a) General Meeting;
 - (b) Annual General Meeting ;
 - (c) Special General Meeting;
 - (d) Any other meeting required to achieve its objects.

Power to convene a meeting

- 6.2 Subject to Rule 6.3 and 6.5 and in accordance with section 249D of the *Corporations Act*, a meeting of the company must be convened on the request of members with at least 5 percent of the votes that could be cast at a general meeting of the company.
- 6.3 A requisition for a general meeting or special general meeting shall state the reasons why such meeting is being convened and the business transacted at such meeting shall – unless it coincides with the Annual General meeting – will be confined to the business on notice.
- 6.4 The Directors must convene at least one Annual General meeting of the Company within 5 months of the close of a financial year to conduct the business described in Rule 7.1. Directors may also convene general meetings of the company as they think fit. These meetings may require members to attend the meeting in person or by means of immediate electronic communication.
- 6.5 If at any time there are not sufficient Directors capable of acting to form a quorum to call a meeting, a Director or any two or more Full Members may convene a general meeting of the Company at the cost of the Company.

Notice of meetings

- 6.6 Subject to the provisions of the *Corporations Act* as to short notice, not less than 14 days' notice of a Board meeting, or in the case of a General meeting or Annual General meeting or a Special General meeting convened to consider a special resolution not less than twenty (21) days' notice, must be given in writing to each Member.
- 6.7 A notice convening a meeting of the Company or of any class of Members must specify the place, day and hour of the meeting and in the case of special business the general nature of the special business to be dealt with the meeting. Where the meeting will deal with business, requiring a vote, there must appear in it with reasonable prominence a statement that:
- (a) a Member entitled to attend and vote is entitled to appoint a proxy; and
 - (b) the proxy does not have to be a member of the company.

Auditor's, Director's and Members rights to attend meetings

- 6.8 The Auditor or an agent authorised by the Auditor in writing for the purpose is entitled to:
- (a) attend any meeting of the Company;
 - (b) receive all notices of and other communications relating to any meeting which a Member is entitled to receive; and
 - (c) be heard at any meeting on any part of the business of the meeting which concerns the Auditor in that capacity; and
 - (d) is entitled to be heard notwithstanding that the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.
- 6.9 A Director is entitled to attend any meeting, to receive all notices of and other communications relating to any meeting that a Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting.
- 6.10 Members are entitled to attend meetings as specified for their class of membership and are entitled to the rights of speech at that meeting associated with their class of membership – as specified in Appendix A – Criteria for Membership.

Cancellation or postponement of a meeting

- 6.11 Where a meeting of the company (including an Annual General meeting) is convened the Board may cancel the meeting or postpone the holding of the meeting to a date and time determined. The Board must give notice of cancellation or postponement.
- 6.12 Written notice of cancellation or postponement of a meeting must be given to all persons entitled to receive notices of the meeting from the Company at least three days before the date for which the meeting was to be convened and must specify the reason for cancellation or postponement.
- 6.13 A notice postponing the holding of a general meeting, including an Annual General meeting, must specify:
- (a) a date and time for the holding of the meeting;
 - (b) a place for the holding of the meeting; and
 - (c) the purpose of the meeting.
- 6.14 The number of days from the giving of a notice postponing the holding of a meeting to the date specified in that notice for the holding of the meeting may not be less than the number of days' notice of the meeting required to be given by this Constitution or the *Corporations Act*.
- 6.15 The only business that may be transacted at a meeting which is postponed is the business specified in the notice convening the meeting - unless otherwise agreed to before the notice convening the meeting is issued. Changes to the original business must be prominently highlighted in the notice.
- 6.16 The accidental omission to give notice of the postponement of a meeting to, or the non- receipt of any such notice by, any person entitled to notice does not invalidate that postponement or any resolution passed at a postponed meeting.

- 6.17 If:
- (a) by the terms of an instrument appointing a proxy or attorney or an appointment of a Representative, a proxy or attorney or Representative is authorised to attend and vote at a general meeting to be held on a specified date or a general meetings to be held on or before a specified date; and;
 - (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative, then, by force of this Rule, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative given to the Company at its Registered office notice in writing to the contrary not less than 24 hours before the time to which the holding of the meeting has been postponed.
- 6.18 Rules 6.11 to 6.17 do not apply to a General meeting or a Special General meeting convened by the Directors in accordance with a requisition of Members under Rule 6.2 or the *Corporations Act*

7 Proceedings at Meetings

Business of an annual general meeting

- 7.1 The business of an Annual General meeting is to -
- (a) receive and consider the profit and loss account, the balance sheet and the reports of the directors and the Auditor;
 - (b) appointment of the Auditor;
 - (c) hold election for the Company Board of Directors.

Special Business

- 7.2 All business other than that referred to in Rule 7.1 which is transacted at an Annual General meeting and all business transacted at any other General meeting is special business.

Special General meeting

- 7.3 A Special General meeting is a meeting open to all Members that is convened to address a special resolution.
- 7.4 A requisition for a Special General meeting shall clearly state the reasons why such a meeting is being convened and the nature of the business transacted at such meeting will be confined to the business on notice

Quorum

- 7.5 Subject to Rule 7.6 five (5) Full Members present in person or by proxy, attorney or Representative is a quorum at an Annual General meeting, General meeting or Special General meeting.
- 7.6 An item of business may not be transacted at an Annual General meeting, General meeting or Special General meeting unless a quorum is present when the meeting proceeds to consider it, but if a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the chairman of the meeting on the Chairman's own motion or at the instance of a Member, proxy, attorney or Representative who is present otherwise declares.
- 7.7 If within fifteen (15) minutes after the time appointed for a meeting a quorum is not present, the meeting:
- (a) if convened on requisition of Full Members under section 249D of the *Corporations Act*, is dissolved; and
 - (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

- 7.8 At any such adjourned meeting, five (5) persons each being a Full Member, proxy, attorney or Representative present at the meeting are a quorum and, if a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

8 Company appointed positions

Chair, Deputy Chair, Treasurer, Secretary and Executive Officer

- 8.1 The Directors of the Company must elect a Chair and may elect a Deputy Chair, and must appoint a Company Secretary, Company Treasurer and an Executive Officer and may determine the period during which each is to hold office.
- 8.2 The Chair
- (a) Does not have to be a Member of the Company or a representative of a Member of the Company;
 - (b) Is appointed by the Board for a period as determined by the Board ;
 - (c) Can be removed from the position by a majority vote of all appointed Board Directors;
 - (d) Is not remunerated or compensated for costs and expenses associated with the position unless determined by the Board.
- 8.3 The Deputy Chair
- (a) Is a Member of the Company or a representative of a Member of the Company.
 - (b) Is appointed by the Board for a period as determined by the Board.
 - (c) Can be removed from the position by a majority vote of all appointed Board Directors.
 - (d) Is not remunerated or compensated for costs and expenses associated with the position unless determined by the Board.
- 8.4 The Treasurer
- (a) Does not have to be a Member of the Company or a representative of a Member of the Company.
 - (b) Is appointed by the Board for a period as determined by the Board and on terms and conditions as determined by the Board.
 - (c) Can be removed from the position by a majority vote of all appointed Board Directors.
 - (d) Is not remunerated or compensated for costs and expenses associated with the position unless determined by the Board.
- 8.5 The Company Secretary
- (a) Does not have to be a Member of the Company or a representative of a Member of the Company;
 - (b) Is appointed by Board for a period as determined by the Board and on terms and conditions as determined by the Board;
 - (c) Can be removed from the position by majority vote of all appointed Board Directors;
 - (d) Is not remunerated or compensated for costs and expenses associated with the position unless determined by the Board.

8.6 The Executive Officer

- (a) The Executive Officer:
 - (i) does not have to be a Member of the Company or a representative of a Member of the Company;
 - (ii) is appointed by the Board for a period as determined by the Board and on terms and conditions as determined by the Board.
- (b) The Board shall direct the Executive Officer in terms of required duties but individual Directors will not issue directions to the Executive Officer unless as directed by the Board;
- (c) The Board may determine the remuneration of the Executive Officer.
- (d) The principal duties and responsibilities of the Executive Officer will include but not be limited to –
 - (i) Responsibility for the day to day business activities of the Company as directed by the Board.
 - (ii) Maintenance of an up to date Membership register by class of Membership and the postal or residential address of all Members.
 - (iii) Maintenance of a record of the names and postal and residential addresses of any persons who hold office in the Company.
 - (iv) Custody of all records, books, documents and securities of the Company
 - (v) Cause proper minutes of all proceedings of all Annual General Meetings, General Meetings, Special General Meetings and Board meetings to be prepared and tabled within 30 days post the holding of such meetings.

8.7 Removal from Office

The Chair, Deputy Chair, Treasurer, Secretary and Executive Officer may be removed from that office by a resolution of the Board of which not less than fourteen (14) days' notice has been given to all the Directors.

9 Meeting procedure- General Meetings

Presiding a General meeting

- 9.1 The Chair is entitled to preside at General meetings, but if the Chair is not present and able and willing to act within fifteen (15) minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement): the Deputy Chair, a Director chosen by a majority of the Directors present, the only Director present, a Member, proxy, attorneys and Representatives present.

Determining a vote on a question

- 9.2 Unless otherwise determined prior or upon declaration of the question being put to the meeting, questions submitted to a meeting will be decided by a show of hands.
- 9.3 If there is an equality of votes the Chair of the meeting has a casting vote in addition to any votes to which the Chair is entitled as a Member or proxy or attorney or Representative of a Member. The Chair has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

How Questions decided

- 9.4 Every question submitted to a meeting is to be decided by a show of hands, unless before or on the declaration of a result of the show of hands a poll is demanded by;
- (a) the Chair of the meeting;
 - (b) not less than two Members present in person or by proxy, attorney or Representative and having the right to vote at the meeting; or
 - (c) a Member or Members so present representing not less than ten percent (10%) of the total voting rights of all the Members having the right to vote at the meeting;
 - (d) and the demand for the poll is not withdrawn.
- 9.5 If a poll is so demanded and the demand is not withdrawn, it must be taken in such manner and at such time and place determined by the Chair and the result of the poll is to be deemed the resolution of the meeting at which the poll was demanded.
- 9.6 Unless a poll is so demanded and the demand is not withdrawn, a declaration by the Chair of the meeting that the motion has been carried or lost and an entry to that effect in the minutes of the meeting are conclusive evidence of the outcome. It is not necessary to prove the number or proportion of votes cast in favour of or against the motion.
- 9.7 A poll may not be demanded on the election of a Chair of a meeting and a poll demanded on a question of adjournment is to be taken at the meeting and without adjournment
- 9.8 A demand for a poll does not prevent the continuation of the meeting for the transaction of any business other than the question on which the poll has been demanded.

Objection to voting qualification

- 9.9 Objection may not be raised to the right of a person to attend or vote at a meeting except at that meeting or when that poll is taken. Every vote not disallowed at the meeting or when the poll is held is taken as being a valid vote.
- 9.10 If there is a dispute as to the admission or rejection of a vote, the Chair of the meeting must decide it and the Chair's decision made in good faith is final and conclusive.

Adjournment of a meeting

- 9.11 The Chair of a meeting may with the consent of the Members by ordinary resolution adjourn the meeting from time to time and place to place. The only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 9.12 If a meeting is adjourned for more than fourteen (14) days, notice of the adjournment must be given in accordance with Rule 6.6.

10 Voting rights of Members of the Company

Voting rights

- 10.1 Subject to the rights and any restrictions attached to or affecting any class of Members (Appendix A) and to any other restrictions in this Constitution:
- (a) on a call for a show of hands, each Member present in person and each other person present as proxy or attorney or Representative of a Member has one vote; and
 - (b) on a call for a poll, each Member present in person has one vote and each person present as proxy or attorney or Representative of a Member has one vote for each Member that the person represents.

Right to appoint proxy

- 10.2 A Member entitled to attend and vote at any meeting of the Company is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting and a proxy has the same right as the Member to speak and vote at the meeting.

Instrument of proxy

- 10.3 Subject to section 250A of the *Corporations Act* an instrument appointing a proxy must be in writing in a form acceptable to the Board of Directors and to the extent the Directors permit, may be in respect of more than one meeting.

Right to appoint attorney as a proxy

- 10.4 Member may by power of attorney duly executed in the presence of at least one witness and (if necessary) duly stamped, appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

Receipt of proxy and other instruments

- 10.5 To be effective, an instrument appointing a proxy under Rule 10.3, must be received by the Company at or before the time appointed for the meeting or adjourned or postponed meeting or poll which the appointee proposes to attend or on which the appointee proposes to vote.

Validity of vote in certain circumstances

- 10.6 A vote cast by a proxy, attorney or Representative is valid notwithstanding the previous revocation of that person's authority by the death of the principal or otherwise, unless intimation in writing of the revocation has been received at the registered office or by the Chair of the meeting before the vote is cast.
- 10.7 No Member or proxy, attorney or Representative of a Member may vote at any General meeting, Annual General meeting or Special General meeting unless all moneys due and payable by the Member to the Company have been paid.

11 The Company Board of Directors

Number of directors for the company

- 11.1 The number of Directors must not be less than three (3) and until otherwise determined by the Company in General meeting or an Annual General meeting, not more than five (5).

Membership qualification

- 11.2 A Director must be a nominated representative of a Full Member of the Company unless otherwise determined by the Board

First Directors of the Company

- 11.3 The first Directors of the Company may be appointed in writing by all or a majority of the subscribers to the Company.

Nomination and notice of candidature

- 11.4 A person is not eligible to be elected as a Director at a Annual General meeting unless the person gives written notice to the Company that the person is a candidate for election to the office of Director at the meeting at least fourteen (14) days, or if the candidate is recommended by the Directors for election to the office of Director, at least ten (10) days before the meeting.
- 11.5 Notice of the name of each candidate for each election to the office of Director must be given by the Company to all Members at least seven (7) days before the meeting when the election is to take place.

Appointment of Directors

- 11.6 The Directors may appoint or the Company in a general meeting may elect a person as a Director to fill a casual vacancy or as an additional Director but so that the total number of Directors is not at any time to exceed the maximum fixed by or under Rule 11.1.
- 11.7 Subject to 11.6 a Director appointed by the Directors holds office only until the next following Annual General meeting but is then eligible for re-election.

Remuneration and expenses of Directors

- 11.8 Subject to Rule 4, a Director may not be paid any remuneration for services as a Director but may subject to approval of the Board be reimbursed out of the funds of the Company such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.

Vacation of office of Director

- 11.9 The office of a Director is automatically vacated if the director:

- (a) ceases to be a director by virtue of, or becomes prohibited from being a Director because of an order made under, the *Corporations Act*;
- (b) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns office by notice in writing to the Company or refuses to act;
- (e) is not present personally or by an Alternate Director or by a proxy at the meetings of the Directors for a continuous period of six months without leave of absence from the Directors; or
- (f) is removed from office by a resolution of the Company members as decided by a majority vote of Full Members of the Company in accordance with Rule 8.7.

Director's interests and conflict of interest

- 11.10 Unless the Board of directors decides otherwise, a Director who has a material personal interest in a matter that is being considered at a meeting of the company must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter; unless the interest does not need to be disclosed under section 191 of the *Corporations Act* .
- 11.11 A Director, notwithstanding the Director's office and the fiduciary relationship established by it, may:
- (a) hold an office or place of profit (except that of Auditor) under the Company or under any body corporate in which the Company is a Member or otherwise interested;
 - (b) enter into a contract with the Company as vendor, purchaser or otherwise and participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or any of its predecessors or their dependents or persons connected with them; and
 - (c) retain for the Director's own benefit any profit arising from any such office, place of profit or contract and any pension, allowance or other benefit because of that participation.
- 11.12 A contract entered into by or on behalf of the Company is not void or voidable by reason only that a Director is in any way directly or indirectly interested in it.
- 11.13 In Rule 11.11 the context of a "contract" includes an arrangement and a proposed contract or arrangement.
- 11.14 An interested Director may attest the affixing of the company seal to a contract or any other document with the approval of the Board of Directors.

- 11.15 All arrangements by a Director outlined in Rules 11.11 must be fully declared to the Board of Directors.

Powers of Directors of the Company

- 11.16 The management of the affairs of the Company is vested in the Directors and they may exercise all such powers and do all such things as the Company is by its Constitution or otherwise authorised to exercise and do and are not by this Constitution or by statute required to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the *Corporations Act* and of this Constitution.
- 11.17 Subject to Board approval, Directors may borrow or raise money for the Company and secure the repayment, satisfaction or performance thereof or of any debts liabilities contracts or obligations incurred or undertaken by the Company in such manner and on such terms in all respects as the Board thinks fit.
- 11.18 The Board of Directors shall control and manage the business affairs of the Company between General and Annual General Meetings.

Responsibilities of Directors and the Board

- 11.19 The Board is responsible for governance and management of the Company and will;
- (a) ensure there is a current business strategy and system of performance monitoring in place;
 - (b) ensure there is a system of sound financial management and budget compliance and will regularly review the company's financial performance ;
 - (c) regularly review the Executive Officer's performance and remuneration
- 11.20 Each Director must;
- (a) be diligent in the their duties and shall apply sufficient attention to the business of the Board and the Company;
 - (b) b) apply independent judgement to Board decisions and act in the best interest of the Company;
 - (c) c) comply with the rules set out in this constitution, the policies of the Company and any other laws and rules that apply to the role of Director and the Company.

A Written resolution of the Board of Directors

- 11.21 Subject to the *Corporations Act*, a resolution in writing signed by all the Directors who are for the time being in Australia or all the Members of a committee who are for the time being in Australia, in either case being at least a quorum, is as valid and effectual as if it had been passed at a meeting of the Directors or committee duly called and constituted at the time the resolution was last signed and may consist of several documents in like form each signed by one or more of the Directors or Members.

Alternate Director

- 11.22 Subject to the *Corporations Act*, a Director (“appointor”) may by writing under the appointor’s hand or other form of visible communication, appoint a person approved by a majority of the other Directors to act as an Alternate Director in the appointor’s place whether for a stated period or periods or until the happening of a specified event or from time to time.
- 11.23 An Alternate Director:
- (a) may be removed or suspended from office by writing under the appointor’s hand or by notice in writing from the appointor;
 - (b) subject to this Constitution is entitled to receive notice of meetings of the Directors and to attend and vote if the appointor is not present and, if also a Director in the Alternate Director’s own right or Alternate Director for another director as well, to have a separate vote on behalf of the appointor in addition to the Alternate director’s own or that other Director’s vote;
 - (c) may exercise all the powers except the power to appoint an Alternate Director and, subject to the *Corporations Act*, perform all the duties of the appointor in so far as the appointor has not exercised or performed them;
 - (d) automatically ceases to be an Alternate Director if the appointor ceases to be a Director;
 - (e) whilst acting as a Director is responsible to the Company for the Alternate Director’s own acts and defaults and the appointor is not responsible for them;
 - (f) may not receive any remuneration from the Company as a Director except for any special services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director; and
 - (g) may not be taken into account separately from the appointor in determining the numbers of Directors.

12 Meeting of the Board of Directors of the Company

Director Meetings

- 12.1 The Directors may meet for the dispatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit.
- 12.2 The Directors must give due and proper consideration to any submissions put to them by Advisory Council or members.

Quorum

- 12.3 Until otherwise determined by the Directors, three (3)) Directors present in person or by proxy is a quorum.
- 12.4 Notwithstanding Rule 12.3 a quorum is present during the consideration of a matter at a meeting of the Directors, only if at least three (3) Directors are present who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.

Effect of Vacancy

- 12.5 The continuing Directors may act notwithstanding a vacancy in their numbers but, if and so long as their number is reduced below the minimum fixed by Rule 11.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their numbers up to that minimum or of summoning a general meeting.

Convening meetings

- 12.6 The Directors must convene Board meetings no less than 4 times over the financial year. These meetings may require Directors to attend the meeting in person or by means of immediate electronic communication.
- 12.7 A Director may, and the Company Secretary on the request of the Executive Officer must, convene a meeting of the Directors if the action is so approved by the Chair. Notice of the meeting should be in accordance with Rule 6.6.
- 12.8 A Director who is not in Australia is not entitled to notice of a meeting of the Directors.

Appointment of a proxy for a Board Director

- 12.9 A Director may attend and vote by proxy at a meeting of the Directors if the proxy is a Director and has been appointed by writing under the hand of the appointor and received by the Company before the meeting.. Such an appointment may be general or for any particular meeting or meetings.

Chair and Deputy Chair

- 12.10 The Directors must elect a Chair and may elect a Deputy Chair and may determine the period during which each is to hold office.
- 12.11 The Chair or Deputy Chair may be removed from that office by a resolution of the Directors of which not less than fourteen (14) days notice has been given to all Directors for the time being in Australia.
- 12.12 The Chair is entitled to preside at meetings of the Directors but, if the Chair is not present and able and willing to act within fifteen (15) minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement) the Deputy Chair, a Director chosen by the majority of Directors present.

How questions are decided

- 12.13 Questions arising at a meeting of the Directors are to be decided by a majority of votes and in the event of an equality of votes the Chair of the meeting has a casting vote.
- 12.14 The Chair has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

Committees

- 12.15 The Directors may delegate any of their powers to Committees consisting of such Director or Directors as they think fit and may revoke that delegation.
- 12.16 A Committee in the exercise of the powers so delegated must conform to any regulations imposed by the Directors.
- 12.17 Subject to Rule 12.14, the meetings and proceedings of a Committee consisting of two or more Directors are governed by the provisions of this Constitution as to the meetings and proceedings of the Directors so far as they are applicable.

Written Resolution

- 12.18 Subject to the *Corporations Act*, a resolution in writing signed by all the Directors who are for the time being in Australia or all the members of a Committee who are for the time being in Australia, in either case being at least a quorum, is as valid and effectual as if it had been passed at a meeting of the Directors or Committee duly called and constituted at the time the resolution as last signed and may consist of several documents in like form each signed by one or more of the Directors or Members.

Technology

- 12.19 For the purposes of this Constitution the contemporaneous linking together by electronic means of instantaneous electronic communication of a number of the Directors, being at least a quorum, whether or not any one or more of them is out of Australia, is to be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to meetings of the Directors apply to such a meeting if the following conditions are met:

- (a) all the Directors entitled to notice of a meeting of the Directors received notice of the meeting and for this purpose notice of the meeting may be given by electronic communication;
- (b) all the Directors wanting to take part in the meeting are linked by electronic communication for the purposes of the meeting; and
- (c) at the commencement of the meeting each Director taking part acknowledges the respective Director's presence for the purposes of the meeting to all other Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.

Telephone Meetings

- 12.20 A Director may not leave a telephone meeting without the consent of the Chair of the meeting and a Director is to be deemed to be present and form part of the quorum throughout the meeting unless the Director has obtained the consent of the Chair of the meeting to leave the meeting.
- 12.21 A minute of the proceedings at a telephone meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if the Chair of the meeting certifies it as a correct minute of the meeting.

Validity of acts of Directors

- 12.22 All acts of the Directors, a Committee or a person acting as a Director or Committee or member of a Committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any one of them or that they or any one of them were disqualified or had vacated office.

13 Advisory Council

- 13.1 An Advisory Council consisting of Company Directors and representatives of a Nominated Institution may be established to assist in meeting the objectives of the Company.

Appointment of the Advisory Council members

- 13.2 The Company and the Nominated Institution may each appoint up to 3 persons to be Members of the Advisory Council.

Meetings of Advisory Council

- 13.3 A meeting of the Advisory Council may be convened on a requisition by three (3) Members of the Advisory Council and at least four (4) meetings must be held every twelve (12) months.

- 13.4 Not less than seven (7) days notice, specifying the place, day and time of the meeting, must be given for a meeting of the Advisory Council.

Proceedings at meetings of Advisory Council

- 13.5 The business of a meeting of the Advisory Council is to consider what recommendations it is to make to the Board on the management and operation of the Company in meeting its objectives.

Quorum of an Advisory Council

- 13.6 Two (2) Members of the Advisory Council nominated by the Company under Rule 13.2 and 2 Members of the Advisory council nominated by the Nominated Institution under Rule 13.2 constitute a quorum.

Rules for an Advisory Council

- 13.7 Subject to this Constitution, the Advisory Council may determine its own rules and procedures for meetings.

Board to consider advice

- 13.8 The Board of Directors must give due and proper consideration to any submission it receives from the Advisory Council and must inform the Advisory Council of its response to such submissions.

14 Authentication of Documents

Company seal

- 14.1 The Company must have a common seal and may have an official seal for use in any place outside of the Australian Capital Territory, which is a facsimile of the common seal with the addition on its face of the name of every place where it may be used.
- 14.2 The Directors must provide for safe custody of all seals in such a manner as they think fit.

Use of common seal

- 14.3 The common seal may be affixed to a document only by the authority of the Directors or a Committee of Directors authorised by the Directors in that regard.
- 14.4 Every document to which the common seal is to be affixed must be signed by a Director and countersigned by the Secretary or a second Director or some other person appointed generally or in a particular case by the Directors for that purpose.

Use of Official Seal

- 14.5 An official seal may be affixed to a document only by the authority of the Directors or a Committee of Directors authorised by the Directors in that regard.
- 14.6 Every document to which an official seal is to be affixed must be signed by a person appointed by the Directors to affix that official seal who must in writing under that person's hand certify on the document to which the official seal is affixed the date on which and the place at which it is affixed..

Signatures by mechanical means

- 14.7 The Directors may determine generally or in a particular case that the signature of a Director, Secretary or other person appointed by the Directors for the purpose of signing documents may be written by a specified mechanical means on documents, which bear evidence of examination by the Auditor.

Negotiable instruments

- 14.8 Cheques, bills of exchange, promissory notes and other negotiable instruments may be signed, accepted, drawn, made or endorsed on behalf of the Company in such manner and by such persons (whether Directors or officers of the Company or not) as the Directors determine but not otherwise.

15 Inspection of Company Books and Documents

Minutes

- 15.1 The Company must keep minutes of Members meetings and Board meetings and subject to rule 15.3 allow access to minutes for the meetings of Members in accordance with the *Corporations Act*.

Financial Records

- 15.2 The company must:
- a) Keep written financial records and allow access to such financial records; and
 - b) Prepare, disclose, report and lodge financial reports as required.

Inspection of Records

- 15.3 Subject to the *Corporations Act* and any resolution of the Company in general meeting, the Directors may determine whether and to what extent and at what times and places and under what conditions and regulations the books and documents of the Company or any of them will be open to inspection by the Members and other persons.

- 15.4 A Member or other person, not being a Director, has no right to inspect any of the books or documents of the Company except as conferred by statute or authorised by the Directors or by a resolution of the Company in general meeting and is not entitled to require or receive any information concerning the affairs of the Company.

16 Service of Documents

- 16.1 A notice may be given by the Company to any Member by:
- (a) serving it on the Member personally
 - (b) sending it by post to the Member or leaving it at the Members address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices;
 - (c) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices: or
 - (d) sending it to the electronic address supplied by the Member to the Company for the giving of notices.
- 16.2 A Member whose registered address is not in Australia may specify in writing an address in Australia to be deemed the Member's registered address within the meaning of Rule 16.6
- 16.3 Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the day after the posting.
- 16.4 Where a notice is sent by facsimile or other electric means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it was sent.
- 16.5 A certificate in writing signed by the Executive Officer, Company Secretary or other officer of the Company that a document or its envelope or wrapper was properly addressed and stamped and was posted is conclusive evidence to those facts.
- 16.6 A certificate in writing signed by the Executive Officer, Company Secretary or any other officer of the Company that a facsimile or email document was properly addressed and sent is conclusive evidence of those facts.
- 16.7 Subject to the *Corporations Act*:
- (a) if a given number of days' notice or notice extending over any other period is required to be given, the day on which the notice is to be deemed served and in case of a notice convening a meeting the day on which the meeting is to be held are to be excluded in calculating the number of days or other period of notice;
 - (b) if this Constitution require or permit a notice to be given by the Company, the Directors, a Director or the Secretary, neither accidental omission to give the notice nor non-receipt of the notice invalidates the meeting, resolution, procedure or matter to which the notice relates;
 - (c) the signature to a written notice need not be handwritten;
 - (d) all summonses, notices, process, judgments and orders in relation to any legal proceedings by the Company or its liquidator against a Member not in the Australian Capital Territory may be served by certified or registered

post (the foregoing provisions as to notices applying with the necessary changes) and that service is to be deemed personal service.

17 Winding up of the Company

- 17.1 If on the winding up or dissolution of the Company or the endorsement of the Company as an Income Tax exempt Charity is revoked, there remains, after satisfaction of all its debts and liabilities, any surplus property remaining, that property may not be paid or distributed amongst the Members of the Company but must be given or transferred to a fund, authority, institution or corporation or corporations, as defined in the *Corporations Act*, the objects of which, as stated in its constitution, must be similar to one or more of the objects of this Company as stated in this constitution and to objects incidental or conducive to those so specified and by its constitution is required to apply its profits (if any) or other income in promoting its objectives and is prohibited from paying any dividend to its members, and which is a non – profit body which is exempt from income tax.
- 17.2 The fund, authority, institution or corporation to receive any wind up surplus from the Company is to be determined by the Members of the Company at or before the time of winding up or dissolution or revocation of the endorsement of the Company as an Income Tax Exempt Charity. Failing such a determination, a determination should be sought from a Judge who has or acquires jurisdiction in the matter.
- 17.3 If at the time when Rule 17.1 applies the Company owns a trust, fund or incorporated body that is a deductible gift fund, authority or institution as defined by the Income Tax Assessment Act, and there remains, after satisfaction of all its debts and liabilities, any surplus property belonging to that fund authority or institution whatever, that property may not be paid to or distributed among the Members of the Company, but must be given or transferred to another deductible gift fund, authority or institution, as defined in the Income Tax Assessment Act, the principle purpose of which, are similar to the principle purpose of the particular deductible gift fund, authority or institution being wound up or dissolved. The relevant recipient deductible gift fund, authority or institution is to be determined by the Members of the Company at or before the time of dissolution or, failing such a determination, by a Judge who has or acquires jurisdiction in the matter.

18 Indemnity of the Company Members

- 18.1 The Company indemnifies every person who is or has been an officer of the Company, or is a Member or employee of the Company, out of the assets of the Company, to the relevant extent, against any liability incurred by that person:
- (a) as such an officer, Member or employee of the Company; and
 - (b) to a person other than the Company or a related body corporate of the Company,
- unless the liability arises out of conduct on the part of the officer, Member or employee which:
- (a) involves a lack of good faith; or
 - (b) is contrary to the Company's express instructions.
- 18.2 In this clause "to the relevant extent" means:
- (a) To the extent that the Company is not precluded by law (including the *Corporations Act*) from doing so: and
 - (b) For the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 18.3 The Company indemnifies every officer of the Company against any liability for costs and expenses incurred by the person in his or her capacity as officer of the Company:
- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (b) in connection with an application, in relation to those proceedings, in which the Court grants relief to the person under the *Corporations Act*.
- 18.4 The Company may pay a premium in respect of a contract insuring a person who is or has been an officer against liability incurred by the person as an officer, except in circumstances prohibited by the *Corporations Act*.
- 18.5 In this clause, 'officer' means a Director, Executive Officer, Secretary or Treasurer and includes a Director, Executive Officer, Secretary or Treasurer after they have ceased to hold that office.

19 Miscellaneous

Amending the Constitution

- 19.1 Subject to the *Corporations Act* and notwithstanding anything to the contrary contained in this Constitution, the Company may modify or repeal this constitution only by Special resolution of Members at a Special General meeting.

Appendix A - Criteria for Membership

In accordance with the Constitution of the Australian Recreational Fishing Foundation (ARFF), the Company has established classes of membership and criteria of membership for each membership class.

1. Classes of Membership

The Company has determined three classes of membership for ARFF

1. Full Membership
2. Affiliate membership
3. Individual/ supporter

2. Eligibility criteria for membership by class

Membership will be determined upon the applicant's eligibility to meet the criteria for the membership class.

Class - Full Membership

Eligibility criteria for Full Membership shall include but not be limited to:

National recreational fishing bodies - being defined as any corporation or incorporated association with a formal constitution embodying objectives compatible with those of ARFF, having a record of involvement in recreational fishing related activities for at least 3 years. The entity should have a strong membership base, representing a diverse geographical distribution and be able to demonstrate evidence of recognition by Government(s) as a representative body for recreational fishing.

State recreational fishing bodies - being defined as any corporation or incorporated association with a formal constitution embodying objectives compatible with those of ARFF, having a record of involvement in recreational fishing related activities at a state level for at least 3 years. The entity should have a strong membership base, representing a diverse geographical distribution within its state and be able to demonstrate evidence of recognition by Government(s) as a representative body for recreational fishing.

Industry representative bodies - being defined as any corporation or incorporated association representing the commercial interests of recreational fishing, with a formal constitution embodying objectives compatible with those of ARFF, having a record of involvement in recreational fishing related activities for at least 3 years. The entity should have a strong membership base, representing a diverse geographical distribution and be able to demonstrate evidence of recognition by Government(s) as a representative body for their industry.

Note:

1) A State recreational fishing body or industry representative body will not be considered for Full Membership if it is an existing member of a National recreational fishing body or National industry representative body and that body is a current Full member of ARFF.

2) Notwithstanding these exclusions such State bodies may be considered for Affiliate or Supporter Membership.

Class - Affiliate Member

Eligibility criteria for Affiliate Membership shall include but not be limited to:

National recreational fishing bodies - being defined as any corporation or incorporated association with a formal constitution embodying objectives compatible with those of ARFF, having a record of involvement in recreational fishing but not fully meeting the criteria for full membership.

State recreational fishing bodies - being defined as any corporation or incorporated association with a formal constitution embodying objectives compatible with those of ARFF, having a record of involvement in recreational fishing related activities but not fully meeting the criteria for full membership. This would include state/ territory branches of national recreational fishing bodies – where the national recreational fishing body is an existing member of ARFF.

Industry representative bodies - being defined as any corporation or incorporated association representing the commercial interests of recreational fishing at a state or territory level, with a formal constitution embodying objectives compatible with those of ARFF, having a record of involvement in recreational fishing related activities but not fully meeting the criteria for full membership.

Statutory Bodies/ Corporations – being defined as those organisations established under State or Commonwealth law that engage in activities that have a relationship with recreational fishing.

Fishing Clubs – being defined as any corporation, incorporated association or unincorporated association that carries on the business of a fishing club for the benefit of its members and having a record of involvement with recreational fishing related activities at a national, state, territory or local council level.

Not for profit organisation - being defined as any not for profit association with a formal constitution embodying objectives compatible with those of ARFF, having a record of involvement in recreational fishing activities at a national, state, territory or local council level.

Class – Individual/ supporter

Eligibility criteria for individual membership shall include but not limited to:

Any individual, corporation, incorporated association, not for profit organization, unincorporated association, who has an involvement with recreational fishing activities.

3. Entitlements of members by class

The Company has determined the following entitlements for each class of membership

Class - Full Membership

1. Full voting and speaking rights at annual general meetings, general meetings, and special general meetings of the company
2. Eligible to stand for and occupy an ARFF Board director position
3. Participate in ARFF Policy forums and determination of policy
4. Receive all ARFF policy forum correspondence and general correspondence

Class – Affiliate Membership

1. Full speaking rights at annual general meetings, general meetings, and special general meetings of the company at the invitation of the Board but no voting rights.
2. Participate in ARFF Policy forums and determination of policy at the invitation of the Board

3. Receive all ARFF policy forum correspondence and general correspondence

Class –Individual/ supporter

1. Participate in ARFF Policy forums and determination of policy at the invitation of the Board
2. Receive all ARFF policy forum correspondence and general correspondence.
3. No voting rights.

4. Fee structure for Membership

The Board of Directors has determined that for the present, the fee structure for each class of membership will be as follows. Membership fees are set on an annual basis will be payable on the basis of a financial year. ie from 1 July to 30 June inclusive.

Class	Annual fee- including GST
Full membership	\$1100
Affiliate membership	\$550
Individual/ supporter	Free - donation