

# The Constitution of

## Fishers with Disabilities Association Incorporated

### **1. Name of**

The name of the Association shall be Fishers with Disabilities Association Incorporated.

### **2. Definitions**

In this Constitution, unless the contrary intention appears –

“the Act” means the *Associations Incorporation Act 1987*;

“the Association” means the association referred to in rule 1;

“Board Meeting” means the meeting referred to in rule 14 (1);

“Board Member” means person referred to in paragraph (a), (b),(c), (d) or (e) of rule 10 (1);

“The Board of Management” means the Board of Management of the Association referred to in rule 10 (1);

“Board” means the Board of Management;

“Financial year” has the meaning given by the relevant section of the Act, a reference in that section to-

(a) “an incorporated association” or “the association” being construed as a reference to the Association; and

(b) “the Committee” being construed as a reference to the Board;

“general meeting” means meeting convened under rule 16;

“member” means member of the Association;

“ordinary resolution” means resolution other than a special resolution;

“special resolution” has the meaning given by the relevant section of the Act;

“the Chairman” means-

(a) in relation to the proceedings at a Board Meeting or general meeting, the person presiding at the Board Meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice Chairman as referred to in rule 10 (1) (b).

“the Secretary” means the Secretary referred to in rule 10 (1) (c);

“the Treasurer” means the Treasurer referred to in rule 10(1)(d);

“the Vice Chairman” means the Vice Chairman referred to in rule 10 (1) (b);

In this Constitution, the masculine shall include the feminine, the singular shall mean the plural, and vice versa.

The Board of Management shall have the sole right of interpretation of this Constitution and its decision shall be binding on members.

### **3. Objects**

3.1 The objects of the Association are,

- to provide rehabilitation and support to people living with a disability, whether a mental illness, or physical disability, by provision of funds , property, equipment and organisational support to enable them to enjoy and participate in recreational fishing, and,
- to advocate on behalf of the group of people for whom the Association provides services, and,
- any other activity of similar aims and purposes as those above, so approved by the Board from time to time.

3.2 The property and income of the Association shall be applied solely towards the promotion of the objects and purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

### **4. Powers**

4.1 The powers of the Association shall be those conferred on the Association by the relevant section of the Act.

4.2 The management of the Association shall be vested in the Board, which shall have the power to do all such things as may be convenient, desirable or necessary in the pursuit of the objects and purposes of the Association.

### **5. Qualifications for Membership**

5.1 Membership of the Association is open to all persons who subscribe to the objects of the Association, who are invited to apply by the Board or apply in writing in any form so determined by the Board, pay such sums as shall be fixed from time to time by the Board, and be so approved by the Board at a Board Meeting.

5.2 The Board may establish various classes of membership of the Association, with varying fees and conditions for each class of membership, as determined by the Board from time to time.

5.3 Permanent staff members of the Association are not eligible for membership of the Association except as allowed in 10.2.

5.4 The initial members of the Association are David Foulkes, Neville GordonThomas, Ross Raymond Gould, Terrence Crommelin, Frank Prokop, Patricia Rae Burrows and Mike Roennfeldt.

## **6. Register of Members**

6.1 The Secretary shall on behalf of the Association keep and maintain the Register of Members in accordance with the relevant section of the Act.

## **7. Subscriptions of Members**

7.1 The Board may determine annual membership subscription fees and a due date for payment. Any member who fails to pay the fee, if any, as set by the Board for the class of membership to which the said member belongs, within three months of the date for payment, shall cease to be a member.

7.2 Such membership subscription fees shall be paid to the Secretary.

## **8. Resignation of Members**

8.1 A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Board member, ceases on that delivery to be a member, unless a date of resignation, which is later than the date of delivery of the letter, is specified in the letter of resignation.

## **9. Expulsion of Members**

9.1 The Board may, at its discretion, expel members of the Association. Any such expulsion will be communicated in writing to the member without giving any explanation and the written notice sent to the address shown in the Register of Members for that member.

9.2 Membership of any person so expelled, will cease at the conclusion of the Board Meeting at which the Board expelled the member.

## **10. Board of Management**

10.1 The affairs of the Association shall be managed exclusively by a Board of Management consisting of,

- (a) a Chairman,
- (b) a Vice Chairman,
- (c) a Secretary,
- (d) a Treasurer,
- (e) a person who is a Voluntary Fisheries Liaison Officer (VFLO) nominated by VFLOs; and
- (f) not less than three other persons, and no more than ten other persons, all of whom shall be members of the Association elected to membership of that Board at an Annual General Meeting.

10.2 Elected members of the Board shall serve for a term of three years. Except as otherwise provided in this Constitution, all elected Board members shall hold office until the conclusion of the Annual General Meeting occurring at the end of their three year term.

10.3 At each Annual General Meeting, one third of the elected Board members should retire from the Board by rotation, and shall be eligible for re-election.

- 10.4 Nominations shall be called to fill vacant Board member positions occurring as a result of retirements required by the preceding clause. Nominations shall be called by the Secretary immediately prior to the start of the Annual General Meeting.
- 10.5 If necessary, an election to fill vacant Board positions from the nominees shall be held at the Annual General Meeting. The election shall be by secret ballot on ballot papers issued to every member present in person at the Annual General Meeting.
- 10.6 If an election to fill Board positions is necessary at any Annual General Meeting, a returning officer shall be appointed by the Board and this person may be from amongst the members present, but not a candidate for election. Each candidate in the election may act as, or appoint from the members present, a scrutineer.
- 10.7 Members so elected shall commence their three year term of office at the conclusion of the Annual General Meeting at which they are elected.
- 10.8 Casual Vacancies are defined in Rule 14.1. All casual vacancies shall be filled by the appointment of the Board. The person so appointed shall hold office until the next completion of the three year term of office of the position filled.
- 10.9 A person eligible for election or re-election may at the Annual General Meeting concerned, propose or second him or her self for election or re-election and, vote for him or her self.
- 10.10 Elections for Office bearers as shown in rule 10.1 shall be held on the occasion of the Annual General Meeting by and from, those elected to the Board of Management at the same Annual General Meeting.
- 10.11 Vacancies for the positions shown in 10.1 may be filled until the next Annual General Meeting, by an election held for that purpose by the Board at a Board Meeting, from amongst Board members.
- 10.12 No person is eligible to hold more than one position shown in rule 10.1.
- 10.13 The first members of the Board of Management shall be David Foulkes, Terrance Crommelin, Mike Roennfeldt, Frank Prokop, Patricia Rae Burrows, Ross Raymond Gould and Neville Gordon Thomas.

## **11. Chairman**

- 11.1 The Chairman shall preside at all general meetings and Board Meetings.
- 11.2 In the event of the absence from -
  - a) a general meeting of -
    - i) the Chairman, the Vice-Chairman; or
    - ii) both the Chairman and the Vice-Chairman, a member elected by the other members present at the general meeting;
  - or,
  - b) a Board Meeting of -
    - i) the Chairman, the Vice-Chairman; or

- ii) both the Chairman and the Vice-Chairman, a Board member elected by the other Board members present, shall preside at the general meeting or Board Meeting, as the case requires.

11.3 The Chairman may sit *ex-officio* on all Board approved Committees and Sub-Committees.

11.4 The first Chairman shall be Neville Gordon Thomas.

## **12. Secretary**

12.1 The Secretary shall -

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct Minutes of the proceedings of the Board and of the Association;
- (c) comply on behalf of the Association with the -
  - (i) relevant section of the Act in respect of the register of members of the Association;
  - (ii) relevant section of the Act in respect of the rules of the Association; and
  - (iii) relevant section of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) of this rule unless the Board determines otherwise; and
- (e) perform such other duties as are imposed by these rules, or by the Board, on the Secretary.

## **13. Treasurer**

13.1 The Treasurer shall –

- (a) maintain the books of account on a day to day basis, covering receipts, expenditure, assets and liabilities;
- (b) bank monies received and issue receipts;
- (c) seek authorisation for disbursements and draw cheques accordingly;
- (d) pay the accounts for approved expenditure incurred;
- (e) control the bank account;
- (f) maintain a petty cash float;
- (g) give periodical Treasurer's reports to meetings of members and the Board;
- (h) produce an annual financial report;
- (i) where an audit is required by the Constitution, make the necessary arrangements for it to be carried out;
- (j) assist the Secretary to maintain membership records;
- (k) send out accounts for monies due to the Association;
- (l) ensure that the Association complies with relevant sections of the Act in respect of the accounting records of the Association; and
- (m) maintain custody of all securities, books and documents of a financial nature and accounting records of the Association,

## **14. Casual Vacancies in Membership of the Board**

14.1 A casual vacancy occurs and the Board may declare a position vacant if:

- the Board member resigns in writing; or
- the Board member dies; or
- in the opinion of the Board, the Board member is incapable of performing their duties as a Board member; or
- the Board member is convicted of an offence under the Act; or
- the Board considers the Board member guilty of conduct which discredits the Association; or
- the Board member is absent from three consecutive Board Meetings without prior apology; or
- the Board member fails to observe, comply with or conform to the rules of the Association; or
- the Board member ceases to be a member of the Association, or
- any vacancy caused by a lack of nominations for membership of the Board (in accordance with Rule 10.1).

## **15. Proceedings of the Board**

1.1 The Board shall meet together for the discharge of business at least three times in each calendar year and may adjourn a meeting or call additional meetings as they see fit. The Chairman or any three Board members may call a meeting of the Board.

15.2 The Board may participate in a meeting of the Board by means of a conference telephone or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting. A resolution in writing signed by all members of the Board shall be as valid as if it had been passed at a meeting of the Board. Such resolution may consist of several documents in like form. The date of the resolution is the date on which the last signature was affixed.

15.3 Questions arising at Board Meetings shall be decided by a majority of the members present. Each Board member shall have a deliberative vote. In the case of an equality of votes, the Chairman of the meeting shall have a casting vote in addition to his or her deliberative vote.

15.4 The Board shall appoint the bankers to the Association and until otherwise determined by the Board, cheques, drafts, bills of exchange, and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may require by any two Board members, or other persons so approved by the Board from time to time.

15.5 The Board may appoint a Chief Executive Officer and may employ, or enlist the aid of personnel to carry out the operations of the Association subject to such terms and conditions as the Board may determine.

15.6 The Board shall appoint an auditor to audit the Association's annual accounts.

- 15.7 The Board shall cause proper accounts to be kept of the Association and shall submit to the Annual General Meeting a Statement of Income and Expenditure and a Statement of Assets and Liabilities, together with the auditor's report thereon. These statements shall be available to members of the Association for inspection on request.
- 15.8 The officers of the Association and the members of the Board shall be indemnified by the Association from and against all actions, suits, claims, demands, costs, damages and expenses which any such officer or member may incur, suffer or be liable to by reason of any contract entered into, or any act or deed done or omitted to be done by him or her as such officer or member in any way in the proper discharge of his or her duties or in any way relating thereto, except such as may happen through his or her own wilful act or default.
- 15.9 Any Board member having any direct or indirect pecuniary interest referred to in the relevant sections of the Act shall comply with that section.
- 15.10 Where a quorum is not present within fifteen minutes after the appointed time for any meeting, then:
- in the event of a Special General Meeting called as a result of the requisition of members, the meeting shall lapse; or
  - in the event of any other general meeting, the meeting will stand adjourned to another day, time and place to be determined by the Chairman or in his/her absence the Vice Chairman. If a quorum is not present at such resumed meeting within fifteen minutes of the appointed time those members present shall be deemed to be a quorum.

## **16. General Meetings**

- 16.1 The Annual General Meeting shall be held within 4 months of the end of the Financial Year. All general meetings shall be held in such place and at such time and date as determined by the Board, and at least fourteen days notice thereof shall be given to members of the Annual General Meeting.
- 16.2 Notices shall be deemed to have been served on a member when delivered personally or mailed to him or her at his or her address as shown in the register. The non-delivery of any notice shall not invalidate the proceedings at such meeting.
- 16.3 A Special General Meeting shall be called by the Secretary when either directed by the Chairman, or upon a requisition in writing signed by at least five members of the Association setting out the purpose of the proposed meeting. At all Special General Meetings, no business shall be transacted other than that specified in the notice convening such meeting.
- 16.4 All general meetings shall be presided over by the Chairman, or in his or her absence, the Vice Chairman. If both are absent, the members present in person shall elect a Chairmanperson for that meeting in accordance with rule 11.2.
- 16.5 No member shall have more than one vote, except where votes are equal in which case the Chairman of the meeting shall have a casting vote in addition to his or her deliberative vote.

16.6 The Chairman of the meeting shall determine the order and proceedings of the Annual General Meeting, any Special General Meeting, General Meeting, or any other meeting of the Association, subject to the rules of this Constitution, and the Act.

16.7 There must be an interval of more than fourteen days between general meetings of members.

## **17. Quorum in Proceedings at Meetings**

17.1 A Quorum at Board Meetings shall be the lowest integer which is equal to or greater than fifty percent of members of the Board.

17.2 A Quorum at General meetings shall be the greatest integer which is equal to or greater than thirty percent of members.

## **18. Minutes of Meetings**

18.1 The Board will cause minutes to be made of all appointments, proceedings, meetings of the Board, meetings of Board approved Committees and Sub-Committees, and meetings of members.

## **19. Voting Rights of Members**

19.1 No member shall have more than one vote, except where votes are equal in which case the Chairman of the meeting shall have a casting vote in addition to his or her deliberative vote.

## **20. Proxies of Members**

20.1 A formal appointment of a proxy in such form as may be determined by the Board (if it so chooses) must be lodged with the Chairman of the meeting prior to the commencement of business and the proxy shall be announced by the Chairman.

## **21. Constitution**

21.1 This Constitution may be amended, altered, rules may be rescinded, or additional rules made, at any general meeting of members, by a special resolution, providing:

- the notice convening such meeting is given to members at least twenty one days before the date of the meeting and specifies the proposed amendments, alterations, rescissions or additions as is the case; and
- the said amendments, alterations, rescissions, or additions as is the case, are approved by the meeting by a majority of at least seventy five percent of the members present in person and voting.

21.2 Any amendments, alterations, rescissions or additions to the rules must be in accordance with the procedure set out in relevant sections of the Act, and rule 28.1 of this Constitution.

## **22 Banking**

22.1 The funds of the Association may be invested in any bank, savings bank, cash management trust or building society, as determined by the Board from time to time.

22.2 All monies received shall be deposited in the Association's bank account that is divided into "Gift Fund" ledger and operating ledger.

**23 Tax deductible donations**

23.1 Tax deductible donations received by the Association must be deposited into the "Gift Fund".

22.2 Money may only be transferred between the "Gift Fund" and the operating ledger of the bank account to:

- (a) correct banking, account posting or similar administrative or accounting errors;
- (b) recoup from the "Gift Fund" qualifying payments made from the operating ledger;
- (c) meet bank or other similar account charges upon the "Gift Fund" from the operating ledger in the event that there are insufficient funds in the "Gift Fund" to meet due payments; and
- (d) make qualifying payments from the operating ledger.

**24 Distribution of surplus assets**

24.1 Any surplus assets held in the "Gift Fund" will be transferred to another gift deductible fund, authority or institution when the "Gift Fund" is wound up or the Australian Taxation Office's Deductible Gift Recipient endorsement is revoked, whichever occurs first.

**25. Common Seal**

25.1 The common seal of the Association bearing the name of the Association shall be kept in the care of the Secretary unless the Board determines otherwise. The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Board and in the presence of two voting members of the Board.

**26. Inspection of Records**

26.1 The duties of the Secretary shall also include making the records, books, documents and securities of the Association available for inspection by members of the Association during regular working hours, upon written request to the Secretary.

## **27 Distribution of Surplus Property on Winding Up**

- 27.1 The Association may be dissolved, wound up or amalgamated with another Association by the vote of at least seventy five percent of all members present in person and voting at a special general meeting called for such a purpose.
- 27.2 Where, in any case, it is proposed that the affairs of the Association shall be amalgamated with those of any other body, and as a result of such amalgamation, the Association shall cease to exist as a separate body, notice of the proposal shall be given to the members by post at least 28 days before the date appointed for the special general meeting to consider the proposal. With such notice shall be sent a memorandum setting out:
- the advantages of such amalgamation prepared by such officers of the Board as are in favour, and,
  - the matters in opposition, prepared by such officers if any, as are adverse to the proposal.
- 27.3 If upon dissolution or winding up of the Association there shall remain, after the satisfaction of the debts and liabilities of the Association, any monies, properties or assets whatsoever of the Association, the same shall be transferred to another association with similar objects incorporated under the Act or for charitable purposes as resolved by the members of the Association in a general meeting before the time of such dissolution, in accordance with the relevant section of the Act and rule 28.2 and 28.3 of this Constitution.

## **28. Retention of Public Benevolent Institution Status**

- 28.1 The Deputy Commissioner of Taxation in the State of Western Australia will be advised of any amendments to this Constitution.
- 28.2 Upon dissolution of the Association., any assets remaining after the satisfaction of all outstanding debts and liabilities will be transferred to another fund approved under the relevant section of the Income Tax Assessment Act.
- 28.3 The Australian Tax Office will be advised of the date of the dissolution of the fund, should it be dissolved.

Dated: 25 September 2009

~~~~~