

CORPORATIONS LAW
An Association Limited by Guarantee
and not having a Share Capital



MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
**ANSA - Australian National
Sportfishing Association Ltd**

ACN 063 293 514
ABN 80 063 293 514

6 April 1994

as amended

4 November 1995
9 November 1996
23 October 1999
29 October 2000
7 September 2001
20 September 2002
16 October 2004
30 October 2011

1.

MEMORANDUM OF ASSOCIATION

OF

ANSA - AUSTRALIAN NATIONAL SPORTFISHING ASSOCIATION LTD

ACN 063 293 514
ABN 80 063 293 514

NAME:

1. The name of the body shall be: -

ANSA - Australian National Sportfishing Association Ltd
Herein known as the "Association" or "ANSA".

AIM:

2. The aim of for which the Association is formed: -

To encourage and promote the Sport of Fishing throughout the Commonwealth of Australia, its Territories and Dependencies, and overseas countries.

OBJECTS:

3. The objects for which the Association is formed are:

- (1) To take over the funds and other assets and liabilities of the present unincorporated Association known as the Australian National Sportfishing Association.
- (2) To govern and co-ordinate Sportfishing within the Commonwealth of Australia, its Territories and Dependencies, and overseas countries.
- (3) To formulate from time to time, Fishing Rules for the conduct of Sportfishing.
- (4) To sponsor, and/or organise Sportfishing Tournaments, Competitions or Contests, and provide or contribute towards the provision of prizes, awards and distinction in connection therewith. Provided that no member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at competitions held or promoted by the Association.
- (5) To undertake scientific research of fishes and marine / freshwater life and habitat to benefit the Australian public and the sustainability of our Fisheries resources.
- (6) To adjudicate on and grant or reject Australian Sportfishing Records.
- (7) To adjudicate on and grant or reject Australian Master Angler Claims.

- (8) To keep and maintain an up to date Australian Sportfishing Record chart issued annually to all Affiliated Branches with electronic updates at least every three (3) months.
- (9) To co-operate if thought fit with any other organisation on a National or International level.
- (10) To do all such acts and things as may be deemed necessary in order to achieve any or all of the above objects.

POWERS:

4. The powers of Association are:

- (1) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association.

Provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Clause 4(26).

- (2) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- (3) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements of property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association.

Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (4) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from; any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (5) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

- (6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects.
- (7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (8) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (9) To take, or otherwise acquire, and hold shares, debentures or other securities of any Association or body corporate.
- (10) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (13) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (14) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.

- (15) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in clause 3(4).
- (16) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (18) In furtherance of the objects of the Association to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of clause 4(26).
- (19) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated Associations with which the Association is authorised to amalgamate.
- (20) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate.
- (21) To make donations for patriotic, charitable or community purposes.
- (22) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (23) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- (24) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend or otherwise, to the members of the Association.
- (25) Every member of the Association undertakes to contribute to the property of the Association in the event of same being wound up while it is a member, or within one year after it ceases to be a member, for payment of the debts and liabilities of the Association (contracted before it ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding ten dollars (\$10.00).

(26) If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to nor distributed among the members of the Association, but shall be given or transferred to other institution or Association having objects similar to the objects of the Association and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4(25) hereof. Such institution or institutions to be determined by the members of the Association at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

(27) The names, addresses and occupations of the subscribers are as follows:

Geoffrey James Hawkins
66 Palmer Street
BLAYNEY NSW 2799
Retired

Christopher Mark McKinnirey
26 Rogers Avenue
DAPTO NSW 2530
Fitter and Turner

John William Scott
51 Waratah Street
WINDANG NSW 2528
Public Servant

Ross Brinkworth
75 Sladden Road
ENGADINE NSW 2233
Manager

Stephen George Church
145 Shoalhaven Road
NOWRA NSW 2541
Fisheries Inspector

Wayne Leslie Evans
38 Henry Street
GUILDFORD NSW 2161
Salesperson

Hilton Norman Edwards
73 Maroo Road
BOMADERRY NSW 2541
Surveyor

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Association in pursuance of the Memorandum of Association.

[Nb Signatures are on the original document kept at the Registered Office of the Association.]

Geoffrey James Hawkins

Signed:..... Witness:.....

Christopher Mark McKinnirey

Signed:..... Witness:.....

John William Scott

Signed:..... Witness:.....

Ross Brinkworth

Signed:..... Witness:.....

Stephen George Church

Signed:..... Witness:.....

Hilton Norman Edwards

Signed:..... Witness:.....

Dated this day of 1994.

ARTICLES OF ASSOCIATION

OF

ANSA – AUSTRALIAN NATIONAL SPORTFISHING ASSOCIATION LTD

ACN 063 293 514
ABN 80 063 293 514

INTERPRETATION:

1. In these Articles:

"**the Law**" means the Corporation Law 1990;

"**the Board of Directors**" means the directors of the Association elected or appointed pursuant to those Articles and referred to in these Articles as the ANSA Board of Directors

"**the Association**" means ANSA - Australian National Sportfishing Association Ltd;

"**the unincorporated Association**" means the unincorporated body known as Australian National Sportfishing Association, whose funds and other assets and liabilities the Association is authorised to take over by Clause 3(1) of the Memorandum of Association;

"**the seal**" means the common seal of the Association;

"**the National Council**" shall consist of the elected ANSA Board of Directors and accredited Branch delegates

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Law.

2. The Association is established for the purposes set out in the Memorandum of Association.
3. Every person who at the date of incorporation of the Association was a member of the unincorporated Association, shall be admitted by the National Council to the same class of Membership of the Association as that member held in the unincorporated Association, and shall not be required to pay any further subscription until the next due date for payment of that subscription.
4. Further, the members comprising the current ANSA Board of Directors of the Association shall be the subscribers to the Memorandum of Association, and therefore fulfil the same positions of the new ANSA Board of Directors as per clause 25(1).

PART 1 – MEMBERSHIP

5. The membership of the Association shall consist of any State or Territory or dependency of the Commonwealth of Australia, and other foreign countries, hereafter known as "Branches". Individual members of the public within and outside the Commonwealth of Australia may at the discretion of the Branch in which the individual normally resides, join the Association via that Branch. Such members shall hereafter be known as "Direct members".

BRANCHES AND CLUBS:

6. (1) In the case of there being only one (1) Sportfishing Club in a State, Territory or Dependency of the Commonwealth of Australia or "foreign country", then that Club shall be eligible for Membership of the Association and shall be referred to as the Branch representing that State, Territory or foreign country.
 - (2) Every application by a Branch or Club for membership of the Association shall be lodged with the Executive Officer and shall be accompanied by:
 - (a) A Statement giving:
 - (i) The name and postal address of the Branch or Club, and
 - (ii) The full names of the Executive Committee of the Branch or Club, and
 - (iii) The names and postal addresses of all affiliated Sportfishing Clubs in the State, Territories, Dependencies of the Commonwealth or foreign country, and
 - (iv) The number of enrolled financial members in all the affiliated Fishing Clubs in the State, Territory, Dependency of the Commonwealth or foreign country as at the preceding 30th June.
7. An Agreement, to adopt and abide by the Fishing Rules of the Australian National Sportfishing Association as are from time to time in force.
8. A copy of the Constitution of the Branch or Club to be forwarded with application.
9. (a) At the next meeting of the ANSA Board of Directors, after receipt of any application and the fee applicable for membership, such application shall be considered by the ANSA Board of Directors, who shall thereupon determine upon admission or rejection of the applicant.
 - (b) Any applicant who receives a majority of the votes of the members of the ANSA Board of Directors present at the meeting at which such application is being considered shall be accepted as a member of the Branch of the Australian National Sportfishing Association.
 - (c) Upon the acceptance or rejection of an application for membership to the Association the Executive Officer shall forthwith give the applicant notice in writing of such acceptance or rejection.

10. The number of Branches shall be unlimited, providing that each Branch is the sole representative of a State, Territory, Dependency of the Commonwealth of Australia or foreign country, and has the full support of the Clubs in the State, Territory and Dependency of the Commonwealth or foreign country to apply for membership of the Association.
- 11 The facilitation of direct membership of the Association will be at the discretion of those Branches providing a direct member service.

TERMINATION OF MEMBERSHIP:

12. (1) A member Branch may resign from the Association at any time by giving notice in writing to the Executive Officer. Such resignation shall take effect at the time such notice was received by the Executive Officer, unless a later date is specified in the Notice, when it shall take effect on that later date, but shall continue liable for any annual subscription and all arrears due and unpaid at date of resignation and all other monies due by the Branch to the Association and in addition for any sum not exceeding ten dollars (\$10) for which it is liable as a member of the Association under clause 4(26) of the Memorandum of Association of the Association.
- (2) If a member Branch:
 - (a) Fails to comply with any of the Provisions of the Fishing Rules of the Australian National Sportfishing Association; or
 - (b) Conducts itself in a manner considered to be spurious or prejudicial to the character or interests of the Australian National Sportfishing Association; or
 - (c) The affiliation fees of a Branch and all affiliated Clubs of that Branch remain unpaid for a period of twelve (12) calendar months;

the ANSA Board of Directors shall consider whether the membership of the Branch shall be terminated.
- (3) The Branch concerned shall be given a full and fair opportunity of presenting its case and if the ANSA Board of Directors resolves to terminate the membership, it shall instruct the Executive Officer to advise the member Branch accordingly.

DISQUALIFICATIONS:

13. (1) Any Australian National Sportfishing Association affiliated Club, may, subject to the Constitution, Rules and Regulations of the Club / Association, deny or discontinue membership of any member who has been suspended, disqualified or expelled for life from another Australian National Sportfishing Association affiliated Club.
- (2) In determining whether to deny or discontinue membership of a member, the Club shall take into consideration the reason for the member's suspension, disqualification or expulsion from the other Club.

- (3) Any member who has been suspended, disqualified or expelled from one Club and/or who has been denied or disqualified from membership of another Club by reason of his suspension, disqualification or expulsion from the first Club shall be entitled to apply to the Executive of the Branch with which either or both of the Clubs are affiliated, to review the decision of the first or second Club. Where such an application is made the decision of the Branch shall be final.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE:

14. A right, privilege or obligation, which a Branch, Club or person has by reason of being a member of the Association
 - (a) is not capable of being transferred or transmitted to another Branch, Club or person, and
 - (b) terminates upon cessation of the Branch, Club or person's membership.

LIFE MEMBERSHIP:

15.
 - (1) The Association may confer upon any person who in its opinion has rendered long and/or outstanding service to ANSA, the courtesy title of Life Member.
 - (2) Nominations for Life Membership may be submitted by the ANSA Board of Directors or a Branch and the proposal together with a resume of services rendered must be received by the Executive Officer four (4) months prior to the Annual General Meeting / Annual National Conference,
 - (3) The proposal and resume shall be circulated to all Directors and Delegates at the Annual General Meeting / Annual National Conference and a secret postal ballot conducted, with Life Membership being granted if approved by a simple majority.
 - (4) Life Members shall be entitled to membership of ANSA and its benefits and privileges without payment of any fees.
 - (5) A Life Member may attend and speak at National Meetings, but shall not be entitled to vote except when as a Branch delegate or an elected Director of the ANSA Board of Directors.

APPEAL AGAINST TERMINATION

16.
 - (1) A Branch whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Executive Officer written notice of its/his intention to appeal against the decision of the ANSA Board of Directors.
 - (2) Upon receipt of a notification of intention to appeal against termination of membership the Executive Officer shall convene, within 90 days of the date of receipt by him of such notice, an Extraordinary General Meeting to determine the appeal. At such meeting the Branch shall be given the opportunity to fully present its

case to the delegate members of the National Council present at the Extraordinary General Meeting. The appeal shall be determined by the vote of the delegates present at such meeting.

AFFILIATION FEES:

17. (1) Affiliation fees and/or levies and/or other charges shall be as determined from time to time by the ANSA Board of Directors and shall be due and payable on acceptance to membership of the Association.
- (2) Each Branch shall notify the Finance Director the number of enrolled financial Clubs and Members each quarter period as nominated.
- (3) Affiliation fees shall be payable quarterly (as from 1/06/1992) to conclude in the financial year.

Quarterly payment dates are as follows:

Quarter 1/07 to 30/09	Payment due 31/10
Quarter 1/10 to 31/12	Payment due 31/01
Quarter 1/01 to 31/03	Payment due 30/04
Quarter 1/04 to 30/06	Payment due 31/07 in the next financial year.

- (4) Where a bona-fide new member joins a club or takes Direct Membership for the first time, and such membership commences in the last quarter for payment, then the fee due to the Association may be waived until the first quarter of the year following. Membership privileges may be enjoyed from the date of joining for such new members. The waiver is not available for members re-joining late in the financial year.
- (5) The method of payment of affiliation fees shall be decided at a meeting of the Directors and Delegates at the Annual General Meeting / Annual National Conference or a meeting called especially for that purpose..
- (6) No Branch shall be entitled to cast its votes at any meeting of the Association if its Affiliation fees are more than one month in arrears at the time of the meeting..
- (7) Each Branch shall forward to the Executive Officer a copy of each Annual Report and Balance Sheet and a copy of an affidavit declaring each Club's current membership as at the preceding 30 June.

REGISTER OF MEMBERS:

18. (1) The Executive Officer of the Association shall cause a Register to be kept in which shall be entered the Names and Postal/Residential Addresses of each Branch, Branch Executive and the names and addresses of all Branch Affiliated Clubs,.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations, disqualifications and reinstatements of membership and any further

particulars as the National Council or the Member Branches at any meeting may require from time to time.

- (3) The Register shall be open for inspection at all reasonable times by any Member Branch which previously applies to the Executive Officer for such inspection.

PART 2 - THE ANSA BOARD

FUNCTIONS OF THE ANSA BOARD OF DIRECTORS:

19. (1) Except as otherwise provided by these Rules and subject to resolutions of the Branch Delegates of the Association carried at any Annual General Meeting / Annual National Council Meeting / Extraordinary General Meeting, the ANSA Board of Directors shall ;
 - (a) Have the general control and management of the administration of the affairs, property and funds of the Association;
 - (b) Have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
 - (c) Have the power to perform all such acts and do all such things as appear necessary or desirable for the proper management of the Association.
 - (d) Have the power to enforce by laws and regulations.
 - (e) Have the power to serve notices.
- (2) The ANSA Board of Directors may exercise all the powers of the Association:
 - (a) To borrow or raise or secure the payment of money in such manner as the Branches of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in any capital city of Australia for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures, liability or obligation of the Association, and to provide and pay off any such securities;
 - (c) To invest in such manner as the Branches of the Association may from time to time determine;

- (d) Appoint delegates and sub-committees to represent the Association for any purpose to promote the objects of the Association;
 - (e) Formulate reports for distribution to Member Branches and/or Affiliated Clubs and Direct Members of the Association;
 - (f) Govern, co-ordinate, assist and advise Member Branches and Affiliated Clubs and Direct Members on the organisation and the conduct of Sportfishing;
 - (g) Recommend to the Annual General Meeting / Annual National Council Meeting of the Association any items for discussion and/or decision.
- (3) The ANSA Board of Directors of the Australian National Sportfishing Association shall be required to:
- (a) Carry out all resolutions of an Annual General Meeting / Annual National Council Meeting / Extraordinary General Meeting of the Association;
 - (b) Collect from Member Branches all Affiliation Fees and/or levies and/or charges;
 - (c) Keep and maintain an Australian National Record Chart issued annually to all affiliated Branches with an electronic update at least every three (3) months.
 - (d) Keep correct minutes of all meetings of the Association.
 - (e) Keep correct books of account of the Association

MEETINGS OF THE ANSA BOARD OF DIRECTORS:

20. (1) “Ordinary General Meetings”. The ANSA Board of Directors shall meet at least once every four (4) months to exercise its function.
- (2) “ Special Meetings” of the ANSA Board of Directors shall be convened by the Executive Officer on the requisition in writing signed by not less than one-third (1/3) of the ANSA Board of Directors, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the ANSA Board of Directors a simple majority of a number equal to the number of members elected and/or appointed to the ANSA Board of Directors as at the close of the last Annual General Meeting of the ANSA Board of Directors, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the ANSA Board of Directors may meet together face to face or by electronic means and regulate its proceedings as it thinks

fit: Provided that questions arising at any meeting of the ANSA Board of Directors shall be decided by a majority of votes, and, in the case of equality of votes, the question shall be deemed to be decided in the negative. The Chairman or Acting Chairman may in the case of an equality of voting exercise a second or casting vote at his/ her discretion.

- (5) A member of the ANSA Board of Directors shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (6) Not less than fourteen days (14) notice shall be given by the Executive Officer to members of the ANSA Board of Directors of any Special Meeting of the ANSA Board of Directors. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The Chairman shall preside at every meeting of the ANSA Board of Directors, or if there is no Chairman, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Executive Officer shall be Chairman or if the Executive Officer is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a ANSA Board of Directors meeting a quorum is not present, the meeting, if convened upon the requisition of members of the ANSA Board of Directors, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the ANSA Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (9) The ANSA Board of Directors may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it, by the ANSA Board of Directors.
- (10) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- (11) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chairman of the meeting.
- (12) All acts done by any meeting of the ANSA Board of Directors or of a sub-committee or by any person acting as a member of the ANSA Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the ANSA Board of Directors or person acting as aforesaid, or that the members of the ANSA Board of Directors or any of them

were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the ANSA Board of Directors.

- (13) A resolution in writing signed by all the members of the ANSA Board of Directors for the time being entitled to receive notice of a meeting of the ANSA Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the ANSA Board of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the ANSA Board of Directors.

ANNUAL GENERAL MEETINGS / ANNUAL NATIONAL COUNCIL MEETINGS / EXTRAORDINARY GENERAL MEETINGS.:

21. (1) **Annual General Meeting / National Council Meeting**

(a) The Annual General Meeting and Annual National Council Meeting of the ANSA Board of Directors and the National Council shall be held within five (5) months of the close of the financial year

(b) Subject to the above, sixty (60) days notice at least, of such Annual General Meeting / National Council Meeting shall be given in writing by the Executive Officer to member Branches specifying the date, the place, the hour and the general nature of business to be tabled at the meeting

(2) The business to be transacted at every Annual General Meeting / Annual National Council Meeting shall include;

(a) Reports by the ANSA Board of Directors and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding year shall be presented .

(b) The Auditor's Reports upon the books and accounts for the preceding year shall be presented.

(c) Consideration of financial forecasts for the forthcoming financial year

(d) The appointment of an Auditor.

(e) The election of the ANSA Board of Directors..

(f) Consideration of Motions on Notice.

(g) Make alter or rescind by laws, rules and regulations not inconsistent with these Articles of Association as in the opinion of the National Council are necessary for the proper management of the Association.

(3) **Extraordinary General Meetings**

The Executive Officer shall convene an Extraordinary General Meeting: -

- (a) When directed to do so by the National Council;
- (b) On the requisition in writing signed by not less than one-third (1/3) of the members presently on the National Council or not less than one-third (1/3) of the Member Branches of the Association. Such requisition shall clearly state the reasons why such Extraordinary General Meeting is being convened and the nature of the business to be transacted thereat. The nature of business transacted at such Extraordinary meeting will be confined to the business on notice;
- (c) On being given a notice in writing of an intention to appeal against the decision of the ANSA Board of Directors to terminate or disqualify the membership on any Branch.
- (d) The date for an Extraordinary General (Extraordinary) Meeting so called shall be within ninety (90) days of receipt of such requisition.
- (e) Subject to the above, sixty (60) days notice, at least, of an Extraordinary General Meeting shall be given to all Branches, specifying the place, the date, and the hour, and the general nature of the business to be transacted.

RULES GOVERNING ANNUAL GENERAL MEETING / ANNUAL NATIONAL COUNCIL MEETING / EXTRAORDINARY GENERAL MEETING

- 22.
- (1) No business shall be transacted at these Meetings unless a quorum of half the National Council delegate members plus one are present or represented by way of proxy
 - (2) If within half an hour from the time appointed for the commencement of a Meeting a quorum is not present, the Meeting, if convened upon the requisition of members of the ANSA Board of Directors / National Council shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the ANSA Board of Directors / National Council may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the ANSA Board of Directors / National Council Delegates present shall be a quorum.
 - (3) The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for sixty (60) days or more, notice of the adjourned Meeting shall be given as in the case of an Original Meeting.

Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

- (4) Unless otherwise provided by these Rules, at every meeting:
 - (a) The Chairman shall preside or if there is no Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the Meeting or is unwilling to act, the Executive Officer shall be the Chairman or if the Executive Officer is not present or is unwilling to act then the Delegates present shall elect one of their number to be the Chairman of the Meeting;
 - (b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
 - (c) Each delegate from a Branch shall have one vote. In the case of a Branch being represented by only one Delegate, and that Branch is entitled to more than one Delegate, he/she shall be entitled to the number of votes to which he/ she is entitled: providing that the Delegate has the written documentation to prove his/ her entitlement. In the event of an equal number of votes the result shall be deemed in the negative. The Chairman or Acting Chairman may in the case of an equality of voting exercise a second or casting vote at his/ her discretion.
 - (d) Each Delegate from a Branch shall have written accreditation from his/her Branch indicating he/she is a bona fide Delegate from that particular Branch;
 - (e) A Member of the ANSA Board of Directors may vote on behalf of a Branch, provided the Director has received the necessary written proxy to do so, the Branch's entitlement to delegates is not exceeded and the Director shall vote according to the procedure laid down by that Branch;
 - (f) Voting shall be by a show of hands unless a secret ballot poll is demanded by twenty (20) percent or more of those present and entitled to vote;
 - (g) A person entitled to register more than one vote shall call the attention of the Chairman to that fact;
 - (h) In the event of a secret ballot the chairman will appoint two (2) delegates to conduct a secret ballot in such a manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the decision of the meeting at which the ballot was demanded.
 - (i) A Branch may vote in person or by proxy or by attorney and on a show of hands every person present who is a Branch Delegate or a representative of a Branch shall have one vote and in a secret ballot every Delegate present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
 - (j) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in

writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

- (k) Where it is desired to afford Branches an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit –

AUSTRALIAN NATIONAL SPORTFISHING ASSOCIATION (Form of Proxy Sample)

I..... of..... Branch,

being a Branch Delegate of the abovenamed Association, hereby appoint

.....of.....

or failing him of

as my proxy to vote for me on my behalf at the Annual, Special (Extraordinary) General

Meeting of the Association, to be held on theday of and at any adjournment thereof.

Signed thisday of, 20 ..

Signature:

This form is to be used *In favour of/ *against/ *abstain the resolution.

Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as they see fit.);

- (l) The instrument appointing a proxy shall be deposited with the Executive Officer prior to the commencement of any Meeting or Adjourned Meeting at which the person named in the instrument proposes to vote;
- (m) The Executive Officer shall cause full and accurate Minutes of all questions, matters, resolutions and other proceedings of every Meeting to be entered in a book to be open for inspection at all reasonable times by any financial Branch who previously applies to the Executive Officer for that inspection. For the purposes of ensuring the accuracy of the recording of such Minutes, the Minutes of every Annual General Meeting / National Council Meeting shall be signed by the Chairman of that Meeting or the Chairman of the next succeeding Annual General Meeting / National Council Meeting verifying their accuracy. Similarly, the minutes of every Extraordinary General Meeting shall be signed by the Chairman of that Meeting or the Chairman of the next succeeding Annual General Meeting / National Council Meeting
- (n) Postal Ballot: The ANSA Board of Directors / National Council may, if the need arises, conduct a postal or electronic ballot amongst the Branch Delegates to determine any matters that may arise from time to time. The results of such a ballot shall be made known as soon as possible after the event and shall be deemed in the same manner as a motion passed at an Extraordinary General Meeting of the Association.

DELEGATES:

23. Each Branch shall be entitled to one (1) National Council Delegate to the Association for every two hundred (200) enrolled financial Sportfishing Club members or part thereof as at the preceding 30th June. Three (3) Delegates shall be the maximum number to represent any one Branch.

MOTIONS ON NOTICE

24. (1) All Motions On Notice proposed by a Member Branch to be dealt with at an Annual General Meeting or Annual National Council Meeting must be in the hands of the Executive Officer at least 40 days prior to the date of the meeting.
- (2) Subject to the above the Executive Officer shall circulate the motion to all Member Branches at least 30 days prior to the meeting

ELECTION OF THE ANSA BOARD OF DIRECTORS:

25. (1) (a) The ANSA Board of Directors of the Association shall consist of a Chairman, Executive Officer, Finance Director, Business Director, Membership Services Director, Research Director, Promotions Director or such other titles as the Directors deem fit, all of whom shall constitute a seven (7) member Board of Directors.
- (b) The ANSA Board of Directors or an individual Director are empowered to appoint any member or non member of the Association to fulfil any roll deemed necessary to the efficient operation of the

Association, such appointed positions to operate in an advisory non-voting capacity at any meeting of the ANSA Board of Directors.

- (2) All members of the ANSA Board of Directors shall be elected at the Annual General Meeting /Annual National Council Meeting by the general body of Delegates and shall be eligible for re-election.
- (3) Each member of the ANSA Board of Directors shall hold Office until the Association Annual General Meeting / Annual National Council Meeting held 2 years following year after his/her election and his/her successor shall take Office on the day following the Annual General Meeting /Annual National Council Meeting at which elections are next held
- (4) Any Branch of the Association shall be at liberty to nominate any Honorary Life Member or financial member of an affiliated Sportfishing Club to serve on the ANSA Board of Directors, provided the Member so nominated has served on a Branch / Club Executive for a minimum of twelve (12) months.
- (5) A list of the candidates' names in alphabetical order shall be made in writing and presented to each Member Branch at least 14 days prior to the Annual General Meeting / Annual National Council Meeting
- (6) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each Branch present at the Annual General Meeting / Annual National Council Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (7) The Chairman, Executive Officer, Finance Director, Business Director, Membership Services Director,, Research Director and Promotions Director shall be elected in that order and the result of each announced before the next election is proceeded with.
- (8) Nominations of candidates for election as Directors of the Association shall be;
 - (a) made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and
 - (b) shall be delivered to the Executive Officer of the Association not less than 30 days before the date fixed for the holding of the Annual General Meeting / National Council Meeting at which the election is to take place.
- (9) If the number of nominations received is equal to the number of vacancies to be filled then the persons nominated shall be deemed to be elected
- (10) If the number of nominations received exceeds the number of vacancies to be filled then a ballot shall be held.
- (11) If insufficient nominations are received to fill all vacancies, the candidates nominations shall be deemed to be elected and further nominations shall be taken from the floor of the Meeting.

- (12) If insufficient nominations are received, any vacant positions remaining shall be deemed to be casual vacancies .

CESSATION OF MEMBERSHIP OF THE ANSA BOARD OF DIRECTORS:

26. (a) Any member of the ANSA Board of Directors may resign from membership of the ANSA Board of Directors at any time by giving notice in writing to the Executive Officer, but such resignation shall take effect at the time such notice is received by the Executive Officer, unless a later date is specified in the notice, when it shall take effect on that later date; or such member may be removed from office at an Extraordinary General Meeting of the Association where that member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the vote of the members of the ANSA Board of Directors and National Council Delegates at such a Meeting.
- (b) The office of a member of the ANSA Board of Directors shall be vacated if:
- (i) He/she ceases to be a member of an Affiliated Sportfishing Club; or
 - (ii) Is convicted of an indictable offence; or
 - (iii) Conducts him/herself in a manner considered to be spurious or prejudicial to the character and interests of the Association.

VACANCIES ON THE ANSA BOARD OF DIRECTORS:

27. (a) The ANSA Board of Directors shall have the power, *at any time*, to appoint any financial member of an affiliated Sportfishing Club of the Association in accord with clause 25(4), to fill any vacancy on the National Council until the next Annual General Meeting.
- (b) The continuing members of the ANSA Board of Directors may act notwithstanding any casual vacancy in the ANSA Board of Directors, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the ANSA Board of Directors, the continuing member or members may act for the purpose of increasing the number of members of the ANSA Board of Directors to that number or of summoning an Extraordinary General Meeting of the Association, but, for no other purpose.

PART 3 - MISCELLANEOUS

BY-LAWS:

28. The National Council may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-laws may be set aside by a National Council Meeting of the Association.

ALTERATION TO RULES (CONSTITUTION):

29. These Rules may be amended, rescinded or added to from time to time by a special resolution carried at an Annual General Meeting /Annual National Council Meeting or Extraordinary General Meeting.

COMMON SEAL:

30. (1) The Common Seal of the Association shall be kept in the custody of the Executive Officer.
- (2) The ANSA Board of Directors shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the ANSA Board of Directors and every instrument to which the seal is affixed shall be signed by a member of the ANSA Board of Directors and shall be countersigned by the Executive Officer or by a second member of the ANSA Board of Directors or by some other person appointed by the ANSA Board of Directors for the purpose.

FUNDS AND ACCOUNTS:

31. (1) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, or such other sources as the ANSA Board of Directors or National Council determines.
- (2) The funds of the Association shall be deposited in the name of the Association in such Bank or Permanent Building Society as the ANSA Board of Directors may from time to time direct.
- (3) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (4) All moneys shall be deposited as soon as practicable after receipt thereof.
- (5) All transactions shall be paid by cheque or by electronic funds transfer. Cheques shall be signed and electronic payments authorised by any two of the Chairman, Executive Officer, Finance Director or other member of the ANSA Board of Directors authorised from time to time by the ANSA Board of Directors.
- (6) Cheques shall be crossed "not negotiable" except those in payment of wages, allowance or petty cash recouplements which may be open.

- (7) The ANSA Board of Directors shall determine the amount of petty cash, if any, which shall be kept on the imprest system.
- (8) All expenditure shall be approved or ratified at a ANSA Board of Directors meeting.
- (9) As soon as practicable after the end of each financial year the Finance Director shall cause to be prepared a statement containing particulars of:
 - (a) The income and expenditure for the financial year just ended; and
 - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (10) All such statements shall be examined by the Auditor who shall present his report upon such audit to the Executive Officer prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (11) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Branches of the Association: Provided that nothing herein contained shall prevent the payment in good faith of interest to any such financial member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association: Provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

INSPECTION OF DOCUMENTS ETC:

32. The records, books and other documents of the Association shall be open to inspection, free of charge, by a financial member of the Association at any reasonable hour.

INSURANCE:

33. (1) The Association shall effect and maintain insurance pursuant to Corporation Law.
- (2) In addition to the insurance required under clause 33(1) the Association may effect and maintain other insurance.

LOGO:

34. (1) The registered Trade Mark – the ANSA logo and the ANSA Badge (which encompasses the logo) always remain the property of the Association.

- (2) The use of the Ansa Logo and/or the ANSA Badge by Branches or Clubs, in any form, is solely at the discretion of the ANSA Board of Directors.
- (3) ANSA Branches and Clubs are permitted to use the Logo and /or Badge either singly or in conjunction with the Branches' or Clubs' badge.
- (4) All items in clause 34 (3) may be marketed by Branches and/or Clubs to members or non-members exclusive of any license fee.
- (5) Any item apart from those in clause 34 (3) to which it is desired to affix an ANSA Logo or Badge will attract a license fee, which will be determined by the ANSA Board of Directors.
- (6) Any reproduction of the ANSA Logo and Badge must confirm strictly to that shown in the ANSA National Standards Manual "Don't Mess With My Logo".

FISHING RULES:

35. (1) The Fishing Rules of the Australian National Sportfishing Association shall be adopted by all affiliated Branches, affiliated member Clubs and Direct Members.
- (2) Alterations and/or additions and/or deletions to the Fishing Rules shall be determined by special resolutions at an Annual General Meeting / Annual National Council Meeting held every fourth year which coincides with being a leap year, except where IGFA have rule changes which shall be adopted as and when they occur.
- (3) Until altered, the Fishing Rules shall for all purposes be deemed to have been duly adopted by this Association.

WINDING-UP:

36. The provisions of clause 4(26) of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY:

37. Every director, Auditor, Executive Officer, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court pursuant to Section 24(2) of the Law in respect of any negligence default breach of duty or breach of trust.

SIGNATORIES:

[NOTE: All signatures are on the original document kept at the Registered Office of the Association.]

38. Signatures of Witness to and Address of

Subscribers

Signatures

Witness

Dated the day of 20