

# **RecFish SA**

**South Australian Recreational Fishing Advisory Council Incorporated**

# **Constitution**

**(Adopted at Special General Meeting; Monday, March 30, 2015)**

1. **NAME**

- 1.1. The name of the body shall be the South Australian Recreational Fishing Advisory Council Incorporated (herein referred to as the "Council").
- 1.2. The public name of the Council shall be RecFish SA.

2. **DEFINITIONS AND INTERPRETATION**

- 2.1. In these rules, unless contrary intention appears;

<b>Act</b>	means the Associations Incorporation Act 1985 (South Australia) and any subordinate legislation or other regulations made under that Act and any statutory modification, re-enactment or substitution of that Act;
<b>Affiliate Member</b>	means a Member defined under rule 5.4 and who is admitted to Membership of the Council under rule 5.6;
<b>Annual General Meeting</b>	means a meeting convened under rule 11.1;
<b>Annual Subscription</b>	means the amount (if any) to be paid by a Member or an applicant for Membership in accordance with rule 6.1;
<b>Association</b>	means the South Australian Recreational Fishing Advisory Council Incorporated;
<b>Board</b>	means the Board of Directors of the Council, which serves as the Committee of Management as defined in Part 4, Division 1 of the Act;
<b>Chairperson</b>	means a Director who is appointed as the Chairperson of the Board under rule 9.1(e);
<b>Constitution</b>	means this Constitution of the Council;
<b>Council</b>	means the South Australian Recreational Fishing Advisory Council;
<b>Director</b>	means a person who is elected, re-elected, appointed or reappointed to the Board under this Constitution;
<b>Executive Director</b>	means a Director who is appointed to Office by the Board under rule 9.1(f);

<b>Financial Member</b>	means: (a) an Organisation Member; and (b) an Individual Member,  who has paid in full any Annual Subscription that is due and owing for the applicable period of Membership, regardless of any grace period;
<b>Financial Year</b>	means 1 July in any year to 30 June in the following year;
<b>General Meeting</b>	means a meeting of Members and includes an Annual General Meeting and Special General Meeting;
<b>Individual Member</b>	means a Member defined under rule 5.3 and who is admitted to Membership of the Council under rule 5.6;
<b>Member</b>	means a person who is admitted to Membership under rule 5;
<b>Membership</b>	means membership of the Council;
<b>Objects</b>	means the objects of the Council set out in rule 3.1;
<b>Organisation Member</b>	means a Member defined under rule 5.2 and who is admitted to Membership of the Council under rule 5.6;
<b>RecFish SA</b>	is the public name, registered trading name and an acceptable abbreviation for the South Australian Recreational Fishing Advisory Council;
<b>Returning Officer</b>	means a person appointed by the Board to be the returning officer under rule 9.3(a);
<b>Special Resolution</b>	means a resolution passed by a majority of not less than three-quarters of all Members who are entitled to vote, or in the case of a Constitutional Amendment both, not less than three-quarters of Individual Members and not less than three-quarters of Organisation Members, who are entitled to vote; and do vote in person or by postal vote at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.

### **3. OBJECTS**

3.1 The objects of the Council are:

- (a) to represent and advocate the interests and rights of all South Australian recreational fishing stakeholders on any issues which affect the participation, development and sustainability of recreational fishing;
- (b) to promote and advocate responsible recreational fishing and assist with the education of fishers;
- (c) to be recognised as a major stakeholder in aquatic ecosystem management and participate in fisheries management so as to ensure the sustainability of fish species and their habitat;
- (d) to ensure an adequate and equitable share of the available resource and the opportunity to optimise the social and economic benefits of accessing and harvesting that share;
- (e) to actively communicate and consult with recreational fishers and engage in activities which will assist recreational fishing; and
- (f) to provide cost recovered services to government that relate to government's responsibilities to recreational fishers as primary stakeholders in the management of fisheries.

3.2 Each Object of the Council set out under rule 3.1 is a separate and independent Object and is not subsidiary or ancillary to any of the other Objects under rule 3.1.

3.3 The Council must operate solely for the purpose of promoting and advancing the Objects of the Council. However, the Council is not required to promote each Object at the same time or in any particular order; and may, at the Council's absolute discretion, determine the level and amount of promotion, funding or any other support that should be applied to any one or more specific Objects at any given time.

### **4. POWERS**

4.1 For the purposes of carrying out its objects, the Council shall, subject to the Act and this Constitution, have all of the powers granted to it under the Act and at law generally, including without limitation, the power to:

- (a) acquire, hold, deal with, and dispose of, any real or personal property and erect buildings;

- (b) invest, use and deal with the funds of the Council as the Board thinks fit;
- (c) retain and employ persons for the purposes of the Council;
- (d) borrow money upon such terms and conditions as the Board thinks fit;
- (e) raise and obtain money by means of subscriptions, fees, investments and other activities;
- (f) give such security for the discharge of liabilities incurred by the Council as the Board thinks fit;
- (g) appoint agents to transact any business of the Council on its behalf;
- (h) enter into any contract the Board considers necessary or desirable;
- (i) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and
- (j) engage, suspend or dismiss employees, agents and other persons or organisations (including consultants) as necessary or desirable for the purposes of the Council and to pay or otherwise remunerate such person or persons from the funds of the Council.

## **5. MEMBERSHIP**

5.1 Membership of the Council consists of the following classes:

- (a) Organisation Members;
- (b) Individual Members; and
- (c) Affiliate Members.

5.2 An organisation is eligible to apply to become an Organisation Member if it:

- (a) is a Recreational Fisheries Committee (RFC); or
- (b) provides evidence that the interest or objective of the organisation relates to recreational fishing; and
- (c) has otherwise satisfied the requirements for Organisation Membership as determined by the Board from time to time

5.3 A person is eligible to apply to become an Individual Member if the person:

- (a) is interested in and supportive of recreational fishing;

- (b) pays the Annual Subscription; and
  - (c) has otherwise satisfied the requirements for Individual Membership as determined by the Board from time to time.
- 5.4 A person is eligible to apply to become an Affiliate Member if the person:
- (a) is interested in and supportive of recreational fishing; and
  - (b) has otherwise satisfied the requirements for Affiliate Membership as determined by the Board from time to time.
- 5.5 Individual Members and Affiliate Members have rights, privileges and obligations as determined by the Council from time to time for the period of Membership as determined by the Board from time to time.
- 5.6 An organisation or person who wishes to become a Member and who is eligible for Membership must complete the form of application as prescribed by the Board from time to time. The application must be forwarded to the Board and accompanied by such Annual Subscription as determined from time to time in accordance with rule 6.1. The person or organisation named in the form of application will only become a Member upon:
- (a) acceptance by the Board of the application; and
  - (b) the person's name being entered on the Membership Register.
- 5.7 Acceptance by the Board of an application for Membership is at the complete discretion of the Board, which is not required to give any reasons if an application for Membership is refused.
- 5.8 No Member shall be entitled to exercise its rights as a Member of RecFish SA or to receive the benefits thereof whilst any fees, subscriptions or levies, if applicable remain unpaid.
- 5.9 A Membership Register for the Council shall be maintained. The information on the Register shall include the full name and last known address of each Member.
- 5.10 Members shall comply with the Constitution of the Council for the time being and any alterations and amendments thereto.
- 5.11 Honorary Life Membership may be granted by the Council from time to time. An Honorary Life Member is entitled to the privileges of an Individual Member as described in rule 5.5 and is not required to pay any annual dues or subscriptions.

**6. SUBSCRIPTIONS AND FINANCIAL MEMBERS**

- 6.1 The Board may from time to time determine the amount of the Annual Subscription in relation to each class of Membership and the date on which payment of the Annual Subscription is due.
- 6.2 Only Financial Members are eligible to stand for election as Directors, or vote at any General Meeting of the Council.
- 6.3 Voting by Organisation Members
- (a) an Organisation Member may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
  - (b) an appointment made under rule 6.3(a) must be made by a resolution of the of the Organisation Member.
  - (c) a copy of the resolution referred to in rule 6.3(b) must be lodged with the Board.
  - (d) a person appointed under rule 6.3(a) has authority to represent the Organisation Member as a Member:
    - (i) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
    - (ii) otherwise, until the appointment is revoked by the Organisation Member and notice is given to the Board

## **7. RESIGNATIONS**

A Member may resign from membership of the Council by giving written notice to the Secretary or Public Officer of the Council. Any resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Council.

## **8. EXPULSION OF A MEMBER**

- 8.1 Subject to providing a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon an act detrimental to the interests of the Council.
- 8.2 Particulars of the action shall be communicated to the Member at least one calendar month before a meeting of the Board, at which the matter will be determined.
- 8.3 The determination of the Board shall be communicated to the Member.
- 8.4 It shall be open to a Member to appeal the expulsion to the Council at a general meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of the

Council within 14 days after the determination of the Board has been communicated to the Member.

- 8.5 In the event of an appeal under 8.4 above, the appellant's membership of the Council shall not be terminated unless the determination of the Board to expel the member is upheld by the Members of the Council General Meeting after the appellant has been heard by the Members of the Council; and in such event, membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

## **9. BOARD OF DIRECTORS**

### 9.1 Powers and duties

- (a) The affairs of the Council shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the Objects of the Council, and are not by the Act or by these rules required to be done by the Council in General Meeting.
- (b) The Board has the management and control of the funds and other property of the association.
- (c) The Board shall have authority to interpret the meaning of these rules and any other matters relating to the affairs of the Council on which these rules are silent.
- (d) The Board shall appoint a Public Officer as required by the Act.
- (e) The Board shall immediately after the Annual General Meeting, elect a Chairperson, Deputy Chairperson, Secretary and Treasurer and advise the Members of the Council.
- (f) The Board may appoint from its number, Executive Directors and delegate such powers and responsibilities to these Officers as it sees fit. Executive Directors shall be accountable to the Board.
- (g) The Board may appoint other sub-Committees with such delegated powers as it sees fit.

### 9.2 Appointment

- (a) The Board shall consist of not less than seven (7) Financial Members and shall be elected by the Financial Members at an Annual General Meeting;
- (b) The Board shall consist of;
  - (i) Up to 6 Organisation Members; and



- (ii) Up to 4 Individual Members
- (c) Up to 3 persons appointed by the Directors at a Board Meeting immediately following the Annual General Meeting
- (d) After the 2015 March Special General Meeting, the Board of the Council as defined in this Constitution shall be the Board and Executive members appointed by the Council at the 2014 AGM. The Board shall hold office until the 2015 Annual General Meeting. At this time, one half of Board positions in each category (i) and (ii) as defined in 9.2 (b) and two Directors appointed under 9.2 (c) shall be declared vacant. If required, Directors of the Board, who shall be chosen by ballot, shall retire from the Board so as to facilitate these vacancies. At each subsequent Annual General Meeting one half of the elected Directors of the Board, being the longest serving Directors, shall retire.
- (e) The elected Directors referred to under rule 9.2(a) shall, subject to the arrangements in rule 9.2(d), otherwise be elected for 2 years by the Members in accordance with the procedures set out in this Constitution and shall take office at the conclusion of the Annual General Meeting at which they are elected.
- (e) A retiring Board Director shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Council has nominated that person at least 28 days before the Annual General Meeting by delivering the nomination of that person to the Returning Officer of the Council. The nomination shall be signed by the proposer and by the nominee.
- (f) Notice of all persons seeking election to the Board shall be given to all Financial Members of the Council with the notice calling the Meeting at which the election is to take place.

### 9.3 Nomination and Election Procedure

- (a) The Board shall appoint a Returning Officer at least 30 Days prior to the Annual General Meeting or a Special General Meeting if one is called.
- (b) Impending vacancies for Director positions to be elected by Members at an Annual General Meeting, must be advised to Members at least 42 days prior to the Annual General Meeting.
- (c) Nominations for vacant positions must be received at least 28 days prior to the Annual General Meeting in the form prescribed by the Board from time to time.
- (d) The procedures to be followed in conducting the nomination process will be prescribed by the Board from time to time.
- (e) The Returning Officer may declare a nomination invalid and the person so

nominated ineligible for election if the nomination form has not been fully completed or the information provided on the nomination form is false or misleading.

- (f) If the number of Candidates:
  - (i) is the same as the number of vacancies on the Board as advised under rule 9.3(b), the Candidates are deemed to be elected with effect from the conclusion of the next Annual General Meeting;
  - (ii) is less than the number of vacancies on the Board:
    - (a) the Candidates are deemed to be elected with effect from the conclusion of the next Annual General Meeting; and
    - (b) the Board may fill the vacancies under rule 9.5;
  - (iii) is greater than the number of vacancies on the Council, then an election by ballot must be held under rule 9.4.

#### 9.4 Election by Ballot

- (a) The Board shall determine the ballot process and security measures to be followed.
- (b) If an election by ballot is necessary under rule 9.3(f)(iii):
  - (i) the Board must appoint 2 scrutineers
  - (ii) the ballot shall be under the control of the Returning Officer who shall count votes, determine whether or not votes are informal, and determine any other matters arising in connection with the ballot.
- (c) The non-receipt by a Member of any ballot paper or the non-receipt by the Board of any ballot paper on which a Member has cast a vote shall not invalidate the election.
- (d) The Returning Officer's decision in respect of all matters, including arising in connection with the election process for Directors, will prevail and is final, conclusive and binding.

9.5 A Director appointed under rule 9.2(c) is deemed to be an Individual Member for the term of their appointment and any Annual Subscription payable by Individual Members during that term is waived in relation to that Director.

- 9.6 Each Director appointed under rule 9.2(c) shall have the expertise, qualifications and experience appropriate to the needs of the Council and shall, except for as detailed in rule 9.2(d), be appointed for a term of two (2) years.
- 9.7 In assessing whether a person satisfies the criteria outlined in rule 9.6 the Board may have regard to any information supplied by that person and any information obtained from other sources.
- 9.8 Any act done by the Board is valid notwithstanding that it is afterwards discovered that a person acted as a Director despite that person ceasing to hold office or being invalidly elected under this Constitution.
- 9.9 Casual Vacancy on the Board:
- (a) A casual vacancy occurs in the office of a Director and that office immediately becomes vacant if the Director:
- (i) dies;
  - (ii) resigns from office;
  - (iii) ceases to be a Member;
  - (iv) becomes bankrupt;
  - (v) is convicted of any offence punishable by imprisonment;
  - (vi) is disqualified from managing corporations under the *Corporations Act*;
  - (vii) becomes permanently incapacitated by mental or physical ill-health;
  - (viii) is convicted of an offence under the *Fisheries Management Act 2007* and any related regulations;
  - (ix) is absent from more than:
    - (a) three (3) consecutive Board meetings without a leave of absence being granted by the Board; or
    - (b) three (3) Board meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board meetings, of which meetings the Member received notice, and the Board has resolved to declare the office vacant.
- (b) If there is a casual vacancy within the meaning of rule 9.9(a), or if the Board fails to appoint any person as a Director under rule 9.2(c), the continuing Directors may:
- (i) subject to rules 9.6 and 9.7, in respect of a vacancy for a position described in rule 9.2(b), appoint an appropriate Member to fill that vacancy until the conclusion of the next Annual General Meeting;
  - (ii) subject to rules 9.6 and 9.7, in respect of a vacancy for a position described in rule 9.2(c), appoint any person to fill that vacancy until the conclusion of the next Annual General Meeting; and

- (iii) subject to rule 9.9(c), act despite the vacant position on the Board.
- (c) If the number of Directors is less than the number fixed under rule 10(d) as the quorum for Board meetings, the continuing Directors may act only to:
  - (i) increase the number of Directors on the Board to the number required for a quorum; or
  - (ii) convene a General Meeting of the Council.
- (d) If the entire Board resigns, the Directors who have resigned must continue to act until their successors are appointed at a Special General Meeting to be called for that purpose.

9.10 Responsibilities of the Board and its Directors

The Board is responsible for the appointment of Executive Directors, governance and system of management of the Council and will:

- (a) ensure that there is a current strategy in place;
- (b) ensure that there is a system of sound financial management and budget compliance and will regularly review the Council's financial performance, including budget compliance; and
- (c) appoint Executive Directors and regularly review Executive Directors performance and remuneration if applicable.

9.11 Disclosure of interest

Any Director who has an interest in any contract, financial arrangement or statement of agreement made or proposed to be made with the Council shall disclose that interest. Depending on that interest and subject to the requirements of the Act, on behalf of the Board, the Chairperson shall determine whether the Director must refrain from voting on the issue or absent themselves from the discussion.

**10. BOARD MEETINGS**

- (a) The Board shall meet a minimum of 6 times per year.
- (b) Notice of a Board meeting, including an agenda for that meeting, shall be issued to all Directors and officers in writing at least 14 days prior to the date of the meeting.

- (c) Directors who are present via interactive electronic means approved by the Chairman shall be deemed to be present at the meeting for the purposes of quorum and participation in the meeting.
- (d) A quorum at a Board meeting shall be the lowest integer which is equal to or greater than 50% of members of the Board.
- (e) At all Board meetings each Director shall have one vote on all matters except as otherwise provided in this Constitution and motions and resolutions shall be decided by a simple majority.
- (f) In the event of an equality of voting the Chairperson shall not have a casting vote.

## **11. GENERAL MEETINGS**

### 11.1 Annual General Meeting

- (a) The Board shall call an Annual General Meeting in accordance with the Act and this Constitution.
- (b) The Annual General Meeting shall be held within five (5) months after the end of its financial year.
- (c) The order of the business at the meeting shall be:
  - (i) the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
  - (ii) the consideration of the accounts and reports of the Board and the auditor's report
  - (iii) the election of Board members
  - (iv) the appointment of auditors
  - (v) any other business requiring consideration by the Council in General Meeting.
- (d) Any Financial Member unable to attend an Annual General Meeting may exercise an absentee vote, provided the Financial Member completes the postal or electronic voting form prescribed by the Board from time to time and delivers it to the Returning Officer 48 hours prior to the Annual General Meeting.

### 11.2 Special General Meeting

- (a) The Board may call a Special General Meeting of the association at any time.

- (b) Upon a requisition in writing of not less than 10% or 10 Financial Members (whichever is greater) the Board shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (c) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- (d) If a Special General Meeting is not convened within one month, as required by 11.2 (b) above, the requisitioners, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Council.

### 11.3 Notice of General Meetings

- (a) Subject to 11.3(b), at least 14 days' notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the Council to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the Register of Members or via the nominated contact email address.
- (d) Where a notice is sent by post or email:
  - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice: or
  - (ii) sending via email to the last provided email address: and
  - (ii) unless the contrary is proved, service will be taken to have been effected at the time at which the email, letter or packet would be delivered ordinarily.

### 11.4 Proceedings at General Meetings

- (a) Ten (10) Financial Members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- (c) Subject to 11.4(d), the Chairperson shall preside as Chairperson at a General Meeting of the Council.
- (d) If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Director or one of their own number to be the Chairperson of that meeting.

#### 11.5 Voting at General Meetings

- (a) Subject to these rules, every Financial Member of the Council has only one vote at a meeting of the Council.
- (b) Subject to these rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.
- (d) At all meetings, in the event of an equality of voting the Chairperson shall not have a casting vote.

#### 11.6 Poll at General Meetings:

- (a) If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### 11.7. Special and Ordinary Resolutions:

- (a) A Special Resolution as defined in the Act.

(b) An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.

(c) A resolution to amend the Constitution as defined in rule 19.2.

#### 11.8 Proxies

A Financial Member shall be entitled to appoint in writing a natural person who is also a Financial Member of the Council to be their proxy, and attend and vote at any General Meeting of the Council.

### 12. **MINUTES**

(a) Proper minutes of all proceedings of General Meetings of the Council and of meetings of the Board, shall be entered within one month after the relevant meeting in records maintained for the purpose.

(b) The minutes kept pursuant to this rule must be confirmed by the Members of the Council or the Members of the Board (as relevant) at a subsequent meeting.

(c) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.

(d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

### 13. **FINANCIAL REPORTING**

#### 13.1 Financial year

The financial year of the Council shall be a period of 12 months commencing on 1 July and ending on 30 June of each year.

#### 13.2 Accounts to be kept

The Council shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Council in accordance with the Act.



13.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the Annual General Meeting.

13.4 Appointment of auditor:

- (a) At each Annual General Meeting, the members shall appoint a person to be auditor of the Council. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
- (b) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- (c) If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

**14. THE SEAL**

14.1 The Council shall have a common seal upon which its corporate name shall appear in legible characters.

14.2 The seal shall not be used without the express authorization of the Board and every use of the seal shall be recorded in the minute book of the Council. The affixing of the seal shall be witnessed by two (2) members of the Board.

14.3 The seal shall be kept in the custody of such person as the Board may from time to time decide

**15. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the Council shall be applied exclusively to the promotion of its Objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Council.

**16. WINDING UP**

The Council may be wound up in the manner provided for in the Act.

**17. APPLICATION OF SURPLUS ASSETS**

- (a) If after the winding up of the Council there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The association may determine to distribute surplus assets to nominated charities.
- (b) Such organisation or organisations shall be identified and determined by a Resolution of members in General Meeting.

**18. INDEMNITY**

Executive Directors and any employee, Director or Member of the Council who upon authority of the Council by reason of any act or deed done by the employee, Director or Member of the Council in good faith in that capacity accepts or incurs any pecuniary liability on behalf of the Board or the Council shall be indemnified by the Council out of the funds of the Council against any loss, expense or liability in respect thereof.

**19. AMENDMENT TO THE CONSTITUTION**

- 19.1 The Board shall have authority to initiate amendments to this Constitution in part or whole, but no such amendment shall take effect unless the amendment is passed by Special Resolution at a General Meeting convened for that purpose. The notice of General Meeting must contain particulars of the proposed amendment.
- 19.2 An amendment is passed at a meeting referred to in 16.1 by a majority of not less than three-quarters of such Organisation Members and not less than three-quarters of such Individual Members of the Council as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting. Such an amendment shall be registered with the appropriate State Government body as required by the Act.
- 19.3 The registered rules shall bind the Council and every Member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.