



NZSFC CONSTITUTION

September 2020

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NEW ZEALAND SPORT FISHING COUNCIL INCORPORATED

THE CONSTITUTION

SECTION 1.0 – NAME

1.1 The name of the society is the NEW ZEALAND SPORT FISHING COUNCIL INCORPORATED ("the Council")

1.2 This society is a Council of Clubs, along with Council accepted IGFA Representatives and Life Members

SECTION 2.0 – OBJECTS

2.1 The Council is a not for profit voluntary organisation which is established for the following purposes:

- (a) To promote and foster all matters relating to recreational and sustenance fishing.
- (b) To promote and foster the protection and preservation of fisheries in and around New Zealand.
- (c) To promote, foster and encourage the sport of fishing as a recreational activity in all its forms, as well as a potential source of scientific data, in order to place such data at the disposal of as many recreational anglers and prospective recreational anglers as possible within New Zealand and to share globally.
- (d) To conduct training and education on safety procedures applicable to ethical recreational fishing off boats, land or other structures.
- (e) To promote national and international fishing tournaments and contests.
- (f) To procure, by gift or purchase, trophies and prizes for national and international angling competitions.
- (g) To produce and publish descriptive or educational materials that the Council may think desirable for the promotion of its objects.
- (h) To act as a liaison body to all New Zealand and visiting recreational anglers.
- (i) To keep up to date records of New Zealand marine sport fish captures.
- (j) To give assistance to or enter into any amalgamation, affiliation, merger or alliance with, or co-operate or make any arrangement, in whole or in part, with any association in New Zealand or globally, whether incorporated or not, having any objects altogether, or in part, similar to the objects of this Council.
- (k) To promote to our society the benefits of having a better input into reviews, legislation and standards in order to provide safe and healthy long-term sustainable fishing enjoyment and management of our fisheries for all New Zealanders.
- (l) To encourage New Zealand anglers to become members of a Club.
- (m) To receive gifts, grants and subscriptions for the functioning or furtherance of the objectives of the organisation and to assist Members to undertake such actions that

may be considered necessary or desirable for the achievement of the foregoing objectives.

- (n) To encourage Clubs to become incorporated.
- (o) To make Bylaws, create a Board Policy Document and fishing rules and regulations in line with the principles and directions of this constitution.

2.2 The Council is a not for profit organisation.

SECTION 3.0 – DEFINITIONS

3.1 In this Constitution:-

- (a) "**Board**" means the duly appointed Executive/Regional Representatives from the Geographic Regions and Zones, the President, the Vice-Presidents, the Secretary/executive Officer, the Treasurer, the IGFA Representative, any Honorary Member/s and any Honorary Life Member/s who govern the Council for a prescribed period and look after the Clubs' members and all anglers' interests.
- (b) "**Board Charter**" means the written document approved by simple majority at a Council meeting.
- (c) "**Clubs**" mean those amateur fishing clubs which are Members of the Council and which satisfied all the provisions of section 4 when they joined
- (d) "**Council**" means the whole organisation as one body as prescribed within this Constitution
- (e) "**Executive/Club Delegate**" means those persons appointed by the Clubs under section 9 and includes any duly accredited substitute.
- (f) "**Executive/Regional Delegate**" means the duly elected representatives of the Clubs as prescribed under section 21.4.
- (g) Standing Committees (Sub Committees)
 - "**Finance Committee**" means the Standing Committee that oversees the financial reports and transactions of the Council
 - "**Fisheries Management Marine Protection Committee**" (**FMMP**) means the Standing Committee that executes the Fisheries management policies and activities of the Council
 - "**LegaSea Governance Advisory Standing Committee**" (**LGAS**) means the Standing Committee that oversees the LegaSea Governance
 - "**Communications Committee**" means the Standing Committee that oversees the Communications of the Council
 - "**Fishing Committee**" means the Standing Committee that oversees the fishing rules of the Council
- (h) "**General Meeting**" means either an Annual General Meeting (**AGM**) or a Special General Meeting (**SGM**) of the Council.

- (i) **"Geographic regions and Zones"** means the geographic regions and zones referred to in section 21.
- (j) **"Honorary Life Member"** means a person elected as Life Member under section 5.2
- (k) **"Honorary Member"** means a person elected as an Honorary Member under section 5.1
- (l) **"IGFA"** means the International Game Fish Association.
- (m) **"Immediate Past President"** means that person who most immediately previously occupied the position of President.
- (n) **"Individuals / Anglers"** means people who are members of a Club
- (o) **"In writing"** and **"written"** includes printing, Electronic Mail (Email), or other electronic modes of representing or reproducing words in a visible form.
- (p) **"Meeting"** means AGM, SGM or any other Council or Sub Committee Meetings, as the context requires.
- (q) **"Members"** means those Clubs who are members of the Council pursuant to section 4 and includes the persons who are members of the Club.
- (r) **"President"** means the person appointed as President under section 11.4
- (s) **"Secretary/Executive Officer"** means the person appointed as Secretary/Executive Officer under section 11.16
- (t) **"The Act"** shall mean the Incorporated Societies Act 1908 and any amendments thereto.
- (u) **"Treasurer"** is the person so appointed to carry out the responsibilities of the duties of the Treasurer as defined by the Board
- (v) **"Vice President"** shall mean a person appointed as Vice President under section 11.4.
- (w) **"Chief Executive Officer"** means the person appointed as the Chief Executive Officer under section 11.16

3.2 It is assumed that

- (i) Where masculine is used, the feminine is included.
- (ii) Where singular is used, plural forms of the noun are also inferred and vice versa.
- (iii) Headings are a matter of reference and not a part of the Constitution.

SECTION 4.0 – MEMBERSHIP

4.1 The following shall be Members of the Council:

- (a) Any amateur fishing club, which completes the membership application form prescribed by the Board, pays the annual subscription, fee or levy set by the membership, and is approved by the Board.

- (b) Any Club which has paid the annual fee of the Council at the date of adoption of this Constitution.
- (c) **Honorary Members and Honorary Life Members appointed by the Council.** (To fish for NZSFC trophies and awards Honorary Members and Honorary Life Members MUST belong to a Club)
- (d) **NZ International Game Fish Association Reps (IGFA reps)** as appointed by IGFA and approved by Council. (To fish for NZSFC trophies and awards IGFA Reps MUST belong to a Club)

4.2 All Clubs must:

- (a) have boating and fishing rules compatible with the objects of this Constitution.
- (b) keep accounts and a register of all the categories of their membership numbers so that both can be made available to the Council's Secretary/Executive Officer
- (c) Be financial members as of December 30th each calendar year.
- (d) fish under the IGFA and Council's ethical fishing rules including any Bylaws and/or Regulations that are consistent with the fishing objects of this Constitution other than as set down in section 7.5
- (e) practise the Safety at Sea rules provided by Maritime New Zealand

ENTRY REQUIREMENTS TO BECOME A MEMBER OF NZSFC:

4.3 Intending Members will be required to:

- (a) Forward a copy of their constitution
- (b) Forward a copy of their last year's annual accounts
- (c) Forward a copy of their Certificate of Incorporation
- (d) Meet their obligations under the Incorporated Societies Act
- (e) Their constitution must show they are entities with like interests to the Council
- (f) Have the
 - facility to weigh fish on registered scales
 - facilities to provide courtesy weighs for visiting anglers
 or
 - provide Council with a copy of an agreement with an existing Club willing to provide weighing facilities

4.4 All Clubs must be members of the IGFA.

CLUB RESPONSIBILITIES:

4.5 Clubs must notify the Council Secretary of the following:

- (a) The number of members (and a breakdown of those members) as at the end of the Club's previous membership year.
- (b) Send Catch Summary Sheets on a regular basis, recording all fish weighed and tag cards handled by their Club on forms available from the Secretary/Executive Officer.
- (c) A breakdown of fish caught at the end of each season i.e. as soon as possible after 30th June each year on forms available from the Secretary/Executive Officer.
- (d) Their Club Executive and Delegates each year as soon as possible after the Club

Meeting where these appointments are made. These need to include names, addresses, telephone numbers and email addresses.

- (e) Confirmation that all their Scales have been certified each season by 1 January.
- (f) Nominations for Council Trophies by 7 July each year (apart from first weighed and first tagged marlin whereby the weigh sheet must be faxed or emailed within 24 hours).

SECTION 5.0 – HONORARY MEMBERS and HONORARY LIFE MEMBERS

Honorary Membership is a prestigious award bestowed by the Council on any person of acknowledged eminence in one or more fields within the scope of the Constitution's Objects. To have these persons working for us is a privilege and the Honorary Membership is a small token of appreciation for the valuable service received. In doing so the Council continues to benefit by retaining association with these outstanding individuals and the expertise and knowledge that they bring.

Honorary Life Membership is a prestigious award bestowed by the Council on any individual who has served the Council for the greater good. It is recognition for many years' successful hard work on behalf of all Members pursuing and achieving the Council's goals. This could take the form of a long term of representation on the Board or champion of a landmark development from which the benefits are widespread. To have these persons working for us is a privilege and the Honorary Life Membership is a small token of appreciation for the valuable service received. In doing so the Council continues to benefit by retaining association with these outstanding individuals and the expertise, knowledge and Council history that they bring.

5.1 Honorary Member

Any person of acknowledged eminence in one or more fields within the scope of the Constitution's objects may be appointed an Honorary Member each year if approved by the Members at AGM.

5.2 Honorary Life Member

Any person who has given exceptional outstanding meritorious service may be nominated to be an Honorary Life Member in accordance with the process outlined below.

5.3 Any person or persons may be elected as an Honorary Member or Honorary Life Member of the Council provided that in each case:

- (a) The proposal to nominate such a person as an Honorary Member or Honorary Life Member of the Council shall be in writing signed by no less than three Clubs at the time of the nomination.
- (b) The proposing Club must provide a written detailed profile, explanation and history of the nominee to accompany the nomination.
- (c) The nomination must be sent to the Secretary/Executive Officer for the Board's approval. This approval will be a two-thirds majority vote of the Board.
- (d) The elevation to Honorary Member or Honorary Life Member shall be notified at the AGM, or SGM

5.4 Any person who has been elected as an Honorary Member or Honorary Life Member may enjoy privileges of a member, as determined by the Board.

SECTION 6.0 - ADMISSION, EXPULSION AND RESIGNATION OF MEMBERS

- 6.1 Any Club ceasing to be eligible to be a Member shall be deemed to have resigned on the date on which that Club ceased to be eligible for membership.
- 6.2 Any Club wishing to resign as a Member shall forward a notice of resignation to the Secretary/Executive Officer in writing and the resignation of that Club shall take effect one calendar month from the date on which the notice of resignation is received by the Secretary/Executive Officer or such later date as may be specified in the notice of resignation.
- 6.3 Any Club that is deemed to have resigned shall be liable for the amount of the Club's affiliation fees and any other fees due for the year in which the Club resigned or is deemed to have resigned proportionate to the length of time the Club was a Member of the Council for that year.
- 6.4 Any Club may, by notice in writing to the Council, resign membership after payment of all sums due to the Council
- 6.5 Any Club, Executive/Club Delegate or Executive/Regional Delegate may be expelled from the Council by a two-thirds majority vote of the Board if that majority of the Board are of the view that a Club, Executive/Club Delegate or Executive/Regional Delegate is breaching the Constitution or acting in a manner inconsistent with the purposes of the Council. Such a Club, Executive/Club Delegate or Executive/Regional Delegate may, within 28 days of receiving written notice from the Board of their intention to consider expulsion and the grounds thereof, make written application to appear or make a written submission to be placed before an audit committee comprising 6 Executive/Club Delegates selected by the President but who are not current serving Board members.
- 6.6 Any under risk of expulsion Club's, Executive/Club Delegate or Executive/Regional Delegate's explanation will be heard in respect of such allegations before the matter is determined by the Board following a thorough investigation and a recommendation from the audit committee.
- 6.7 The Club, Executive/Club Delegate or Executive/Regional Delegate shall be notified of the decision by the Board in writing. If the Club, Executive/Club Delegate or Executive/Regional Delegate as the case may be, disputes the decision they may require the dispute to be referred to mediation with a mediator being appointed by LEADR NZ.
- 6.8 Where an Executive/Club Delegate is personally so expelled the Club he/she represents shall be entitled to elect and nominate a replacement Executive/Club Delegate and where an Executive/Regional Delegate is personally so expelled the Geographic Region and Zone he/she represents shall be entitled to elect and nominate a replacement Executive/Regional Delegate.

SECTION 7.0 – RELATIONSHIP WITH THE INTERNATIONAL GAME FISH ASSOCIATION (IGFA)

IGFA is a worldwide association of sports fishers who choose to fish under the strict guidelines in the rules and ethics of IGFA Rules. Membership can take many forms including National bodies such as the Council, or corporate, clubs or individuals. The Council requires all Clubs to be a member of IGFA and encourages all anglers to become members.

- 7.1 The Council is and will remain a member in good standing with the IGFA as will the Clubs who are Members of the Council.

- 7.2 The Council's fishing tournament shall be conducted under the current IGFA and NZSFC fishing rules and regulations.
- 7.3 All of the Council's trophies, prizes, awards and national record claims must conform to the current IGFA and New Zealand Sport Fishing Council's rules and regulations.
- 7.4 All fishing tournaments of Clubs shall conform to the current IGFA and NZSFC fishing rules and regulations in order to be eligible for any of the Council's trophies, prizes, awards and national record claims.
- 7.5 Members may conduct fishing tournaments without complying with IGFA and NZSFC fishing rules and regulations, but fish caught in such tournaments will not qualify for any current Council trophies, prizes, awards or national record claims.
- 7.6 Where the Council considers it to be fundamental to NZ recreational fishing, the Council may create a fishing rule or rules that are in addition to the IGFA rules and regulations.

SECTION 8.0 – DUTIES OF THE BOARD, EXECUTIVE/ CLUB DELEGATES AND EXECUTIVE/REGIONAL DELEGATES

- 8.1 Subject to the directions of the AGM, the responsibilities of the Board shall be prescribed within the Board Charter.
- 8.2 The Board shall direct the general business and further the objects of the Council between AGM's in accordance with the Board Charter.
- 8.3 Two thirds of the total members of the Board shall constitute a quorum for meetings.
- 8.4 All resolutions of the Board shall require a majority vote.
- 8.5 The President shall supervise the affairs of the Council and chair all AGMs, SGMs and Board meetings throughout the year.
- 8.6 If the President is absent one of the Vice Presidents appointed by the President and failing that appointed by the majority of the Board present at that meeting will chair the meeting.
- 8.7 If the President and the Vice Presidents are absent a Board member will be appointed by the majority of the Board present at that meeting to chair the meeting.
- 8.8 The Board shall set the duties of the Secretary/Executive Officer who may also be appointed Treasurer of the Council.
- 8.9 The President shall behave in a manner commensurate with the dignity of his position.
- 8.10 The Board has the ultimate decision-making authority and responsibility of furthering the objects of the Council.

Executive/ Club Delegates' and Executive/Regional Delegates' duties

- 8.11 Executive/Club Delegates must always act and present themselves as ambassadors of the Council, the sport, and the objects of this Constitution to all Members and to the public alike.
- 8.12 Only Executive/Club Delegates (as their club representatives), Executive/Regional Delegates, (as their Geographic Region and Zone representatives), the IGFA representatives, Honorary Members, Honorary Life Members and Board invited guests are able to attend the Council AGM, and any SGM.

- 8.13 In each Geographic Region and Zone the Executive/Club Delegates in that Geographic Region and Zone shall elect their Chairman who shall be the Executive/Regional Delegate for that Geographic Region and Zone and he shall be the member of the Board and represent that Geographic Region and Zone at Board meetings.
- 8.14 Geographic Regions and Zones may appoint a suitable person from their area to represent the Geographic Region and Zone on the Board for a particular meeting or meetings, who is not an Executive/Club Delegate, when considered desirable or necessary by the Executive/Club Delegates of that Geographic Region and Zone.
- 8.15 All Clubs are encouraged to have representatives attend Geographic Region and Zone Meetings which shall be conducted within the guidelines of NZSFC Constitution. Each Club shall only be entitled to cast as many votes as their Club is entitled to under the Constitution.
- 8.16 Honorary Life Members & IGFA Members may attend any Geographic Region and Zone meeting or General Meeting but IGFA Members may not attend meetings of the Board unless specifically invited or unless they are the appointed IGFA Representative.
- 8.17 **Council Official Yearbook**

The Council produces an official yearbook each year containing items of Council history, Management structure, fishing rules, updated records and Bylaws. Specific policy covering this book is as follows:

- a) These are distributed to clubs at a ratio of 1 per 15 members
 - b) The book is to be produced in a different colour each year
 - c) The Nationals entry form is to be included
 - d) Adverts are to be vetted for suitability
 - e) Records are kept for all species of game fish recognised by the IGFA and caught in NZSFC Fishing Waters, in angler and line weight groups as follows:
 - 1: Men
 - 2: Women
 - 3: Juniors male and female 11 through 16 years*
 - 4: Smallfry male and female up to 11 years *
- *As of July 1st of each financial year.

SECTION 9.0 – EXECUTIVE DELEGATE REPRESENTATION

- 9.1 Each Club must appoint at least one Executive/Club Delegate to represent the Club at Geographic Region and Zone Meetings regardless of their affiliation. If the appointed delegate(s) holds an Executive position on any other national recreational amateur sport fishing body or NZ commercial fishing management company, the said delegate(s) cannot be elected to the Board as that Geographic Region and Zone’s Executive /Regional Delegate.
- 9.2 If any Executive/Club Delegate appointed by a Club is unable to attend any Geographic Region and Zone Meeting then the Club shall have the right to appoint a substitute delegate for the purpose of that meeting. Such substitute delegate must be a financial member of a Club and shall be able to attend such meeting as if they were originally appointed by the Club for the purpose provided that the substitute delegate produces, at the meeting, written notice signed by a responsible officer of the Club of appointment of such person as a substitute delegate for that meeting.
- 9.3 **Service Awards**

Council shall recognise for the purpose of service awards all Executive/Club Delegates up to each Club’s entitled number as per the Constitution, but not deputy or alternate club delegates.

This may include time spent as the Executive/Club Delegate while the Club was on probation. Time served need not be consecutive. Recommendation for the service awards will be the responsibility of each Executive/Regional Delegate. A service award is based on a satisfactory level of attendance at Geographic Region and Zone Meetings prior to each AGM. The Board prior to each AGM will approve all other service awards for Board representatives, Honorary Life Members and IGFA representatives who are not Executive Club Delegates

- a) A Council pin will be awarded after two years' service by any of the above persons.
- b) A Council plaque will be awarded for each 5 year term of service to the Council by any of the above persons.

9.4 Council Jackets – At any time after any of the above persons receives their 2 year Council pin they may apply for a Council pocket badge. This can only be worn on the standard blue jacket (Canterbury French Blue)

SECTION 10.0 – VOTE ALLOCATION AT MEETINGS

10.1 The number of votes each Incorporated Member Club shall be entitled to at any General Meeting shall be dependent on the number of members belonging to the Member Club and shall be as follows:

<u>Number of members in the Club</u>	<u>Votes Club is entitled to</u>
15 – 200 members	1 vote
201 – 600 members	2 votes
601 – 1,100 members	3 votes
1,101 – 2,000 members	4 votes
2,001 – 3,100 members	5 votes
3,101 + members	6 votes

10.2 Each Club’s membership numbers shall be based on its total of all categories of membership in its immediately preceding financial year which it has declared and for which it has duly paid fees to the Council.

10.3 The chairperson of the General Meeting shall be entitled to a casting vote but not a deliberative vote.

10.4 Honorary Life Members shall collectively be entitled to one vote and the Council approved IGFA representatives shall collectively be entitled to one vote when present at any general meeting.

SECTION 11.0 – GOVERNANCE

- 11.1 The Board members will consist of
- (a) Up to eight members being an Executive/Regional Delegate from each of the Geographic Regions and Zones to the board from the Member Clubs. (one vote each).
 - (b) The President, and the two Vice Presidents (one vote each).
 - (c) IGFA and Life Member representative and the Immediate Past President (one collective vote). This only applies to the Immediate Past President for the first year as Immediate Past President.
 - (d) Co-opted board members that may from time to time be appointed by the board. The number of co-opted directors shall not exceed 4. (one vote each).
- 11.2 Co-opted members term of office shall be at the discretion of the Board. A co-opted Board member does not have to be a member of a Club.
- 11.3 In the event of the Geographic Regions and Zones increasing the Board Members numbers in 11.1(a) above will be adjusted to accommodate those additional Zones.
- 11.4 Each year at the AGM the Clubs shall elect:
- (a) a President; and
 - (b) two Vice Presidents
- who shall be members of an incorporated Club
- Nominations for the President and two Vice Presidents should be in writing, signed by the person nominated and a responsible officer of the proposing Member Club and given to the Secretary/Executive Officer at least sixty (60) days prior to the commencement of the AGM, otherwise nominations will come from the floor of the meeting.
- If more than one nomination is received for the President's position or more than 2 for the Vice Presidents' positions they will be voted in by ballot at the AGM
- 11.5 The Chief Executive Officer/Secretary/Executive Officer are not voting members of the Board.
- 11.6 When the President or Vice Presidents are also an Executive/Regional Delegate they will only be entitled to one vote at any meeting of the Board other than the President as Chairman who has a casting vote when necessary.

Meetings of the Board

- 11.7 The Board shall meet at least quarterly, at a date and time determined by the President. Board meetings shall only be attended by persons provided for in 11.1, 11.2 and 11.5 above.
- 11.8 The Minutes of all Board meetings will be sent to all Clubs, Delegates, IGFA and Life Members

Filling Vacancies on the Board

- 11.9 If the office of President becomes vacant for any reason, the Board shall choose one of the Vice Presidents to act as President until the next AGM election.
- 11.10 If any Board member dies, resigns or is otherwise unable or unwilling to attend to his or her

responsibilities as a Board member for any reason whatsoever during his or her term, the Board may declare that Board member's position vacant. Such a vacancy shall be referred to as a 'casual vacancy'. Any casual vacancy for an Executive/Regional Delegate may be filled by the Geographic Region and Zone which the Board member represents, by appointing a member of their Region/ Zone Executive to the Board. Any person appointed to fill a casual vacancy shall hold office on the Board for the balance of the term of the Board member being replaced.

- 11.11 A quorum of the Board shall comprise not less than two thirds (2/3) of its members including the President and Vice Presidents.
- 11.12 When deemed necessary by the President, the Secretary/Executive Officer or any of the Board members, the use of modern communication facilities can be used to conduct a formal meeting of the Board. Such meetings shall require the same voting procedure as is followed in a regular 'in person' Board meeting and all minutes will show the type of meeting held.
- 11.13 Board members of the Council cannot hold an executive position in any other national recreational amateur sport fishing body or NZ commercial fishing management company. Should a board member become an executive member of any other national recreational amateur sport fishing body or NZ commercial fishing Management Company then that individual's board position in the Council shall be terminated at once.

The Patron

- 11.14 The Patron has no voting rights in the Council. He/she can be a friend, sponsor, supporter, contributor, benefactor or backer or an eminent person.
- 11.15 The Patron shall be elected by a majority of the votes validly cast at the AGM. The Patron shall hold office for a term from the date of their election up to the next AGM.

Secretary/Executive Officer and/or Treasurer/Finance Committee

- 11.16 The Board shall conditionally appoint the Chief Executive Officer/Secretary/Executive Officer and, if considered necessary, the Treasurer which appointments become effective when ratified by the Council at a General Meeting. These offices may be held by one person. The Chief Executive Officer/Secretary/Executive Officer and/or the Treasurer so appointed shall hold office until they resign or are removed from office. The Secretary/Executive Officer or the Treasurer cannot be an Executive/Club Delegate or Executive/Regional Delegate.
- 11.17 The Board will set down the duties of the Secretary/Executive Officer and, also the duties of the Treasurer, within the terms of their contract
- 11.18 The board will set down the duties of the Chief Executive Officer within the terms of their job description and employment contract. The Chief Executive Officer reports to the President of the Board and is responsible for all day to day operational affairs of the Council and its subsidiary organisation
- 11.19 The Chief Executive Officer will attend Councils standing committees as prescribed by the Board as a non-voting participant.

Honorary Life members, IGFA Members

- 11.20 Honorary Life Members & IGFA Members may attend any Zone or General Meeting but may not attend meetings of the Board unless specifically invited or unless they are the appointed Honorary Life Rep or IGFA Rep.

Standing & Sub Committees

The Board may from time to time appoint a person, Sub-committee or Standing Committee to carry out a specific task, the scope of activity and the time frame (which shall be limited to the year for which the Board is elected) for which shall be defined at the time of establishing the position. These appointees or Subcommittees shall act in accordance with their charter or their terms of reference.

11.21 The Board will appoint a Chairman of each Standing / Subcommittee. Any appointee or group so appointed shall retire from that position after the next Annual General Meeting but may be reappointed by the incoming Board for the following year or a part of it.

11.22 The Standing Committees to be appointed each year at the November Board meeting will be (but not limited to):

- (a) Finance Committee - comprising a minimum of three people, plus the Treasurer, who shall advise on behalf of the Council.
- (b) Fisheries Management Marine Protection Committee (FMMP)
- (c) LegaSea Governance Advisory Group (LGAS)
- (d) Communications Committee
- (e) Fishing Committee

Officers of the Council

11.24 A Records Officer will be appointed annually at the AGM

11.25 A Public Relations Officer will be appointed by the Board

SECTION 12.0 – ELECTION OF THE BOARD

12.1 The Board members, the President and Vice Presidents elected pursuant to section 11 shall assume office at the completion of each AGM and preside over the future Board meetings.

12.2 Nominations for the positions of Executive/Regional Delegates shall in each case be made in writing by Member Clubs of a Geographic Region and Zone, and the person nominated under this section ('the nominee') shall be a member of a Club, and the nominee's written consent to stand for office shall be obtained along with a profile for publishing purposes.

- (a) Nominees shall be an Executive/Club Delegate of a Club within that Geographic Region and Zone.
- (b) Nomination papers shall be signed by the Proposer who shall be an Executive/Club Delegate in that Geographic Region and Zone and the Nominee.
- (c) Nominee to provide a brief profile
- (d) The Member Clubs within each Geographic Region and Zone shall determine who of the Nominees shall represent the Geographic Region and Zone as its Executive/Regional Delegate on the Board and send the result to the Council Secretary 14 days prior to the AGM
- (e) Club Delegates within each Geographic Region and Zone must also appoint a substitute for that Executive/Regional Delegate

- 12.3 Members of the Board shall be announced at the AGM.
- 12.4 The Board shall send to each Region/Zone nomination papers at least thirty days (30) days prior to the Annual General Meeting. These nomination papers must be received at the Council's office on or before the nominated closure date, being not less than fourteen days (14) before the Annual General Meeting.
- 12.5 Communication between the Council, Executive/Club Delegate, Executive/Regional Delegate and all Clubs on who the Clubs expect to be on the incoming Council Board may be by post or electronic mail.

SECTION 13 – POWER TO CO-OPT COMMITTEE MEMBERS

- 13.1 The Board may from time to time appoint a person or sub-committee or task force to carry out a specific task, the scope of activity and the time frame for which shall be defined at the time of establishing the position.
- 13.2 Any member or group so appointed shall retire from that position after the next Annual General Meeting at the time when the incoming Board takes office, but may be co-opted by the incoming Board for another year.

SECTION 14.0 – MEETINGS

- 14.1 An AGM shall be held once in every calendar year (not being more than fifteen (15) months after the holding of the last preceding AGM) at such place as the Board may determine from time to time provided that such AGM shall be held not later than the 30th day of September in each year.
- (a) Application for the hosting of an AGM must be made formally in writing to the Board. When these are received the Clubs concerned a copy of the AGM procedures and recommendations
- 14.2 The Chief Executive Officer/Secretary/Executive Officer shall send a notice of the next AGM to each Club at least sixty days (60) prior to the AGM.
- 14.3 The business of the AGM shall be
- (a) Confirming invited guests
 - (b) Accepting apologies
 - (c) Receiving the President's Report for previous year
 - (d) Receiving the audited accounts and report
 - (e) Appointment of Patron
 - (f) Appointment of the Auditor
 - (g) Electing the President & Vice Presidents
 - (h) Ratification of appointed board members (if any)
 - (i) Ratifying the appointment of the Secretary/Executive Officer when required
 - (j) Ratifying the appointment of the Treasurer when required
 - (k) Determination of and setting of levies
 - (l) Ratification of changes to the Council's Documents
 - (m) Consideration of Notices of Motion
 - (n) General business
- 14.4 A SGM may be convened at any time by the Board or by written request of at least thirty (30) per cent of incorporated Clubs and the Board must send a notice of the SGM [sixty (60) days] prior to the Special General Meeting.

- 14.5 At any General Meeting no business other than that stated on the order paper or properly falling under general business related to the business on the order paper shall be transacted.
- 14.6 Notices of Motion from Geographic Regional Zones or Members can only come from an incorporated Club, shall be given in writing and shall be dated and signed by the mover and seconder who shall both be financial members of an incorporated Club of the Council. The text of the motion shall be accompanied by a detailed explanation of the reasons for the motion. Notices of Motion can come from the Board provided the majority agree.
- 14.7 Notices of Motion must be received by the Secretary/Executive Officer at least sixty (60) days prior to the meeting. The Secretary/Executive Officer shall, by ordinary post and/or electronic means, send to each Club a notice of the meeting, a copy of the order paper and the full text of any Notice of Motion at least fifty-five days (55) prior to the Meeting.
- 14.8 It shall be the duty of every Club to communicate their address and any change or changes thereof to the Secretary/Executive Officer who shall record the same in a register kept for that purpose and all letters addressed to a Club delivered at or posted to such address shall be deemed to have been delivered to and have been received as in the ordinary course of post by such Club. If any Club shall have failed to communicate their address or any change thereof to the Secretary/Executive Officer, all letters delivered at or posted to such Club's last known address shall have been deemed to have been delivered to and received by the Club
- 14.9 A quorum at any General Meeting shall be a minimum of two thirds 2/3 of the Voting rights (as per section 10) entitled to be present. This would include: One (1) collective life member vote and One (1) collective IGFA Representative Vote] Voting rights (as per section 10) entitled to be present.
- 14.10 Any changes considered to the Councils Bylaws or the Board Policy Document can be made by the Board and ratified at the General Meeting before becoming effective.
- 14.11 Only financial incorporated club delegates and their members may attend a General Meeting. Any other person who wishes to attend must seek the approval of the Board prior to the General Meeting.
- 14.12 Any Executive/Club Delegates unable to attend any General Meeting may appoint another member of his or her Club or an Executive/Regional Delegate to be their proxy, provided a proxy form is signed by the Executive/Club Delegate and delivered to the Secretary/Executive Officer at least 24 hours prior to the Meeting.
- 14.13 Voting shall be undertaken either in person or by the representative's valid proxy in accordance with the voting rights set out in clause 10.

The conduct of Council meetings shall be as laid down in the Standing Orders set down in NZS 903:2003 Model Standing Orders for meetings of public bodies unless in conflict with these rules in which event these rules will prevail.

GEOGRAPHIC REGION AND ZONE MEETINGS

- 14.14 Geographical Region and Zone meetings are to be held in time to have the Minutes of the meeting in the Secretary/Executive Officer's hands no later than 7 days before each Board meeting. If due to time constraints or other unforeseen events this is not possible then the Executive /Regional Delegate will liaise with their Executive/Club Delegates and report to the Board on the matters that the Geographic Region and Zone meeting tabled to be discussed at the Board Meeting

- 14.15 All Clubs are required to be represented at the zone meetings. If an Executive/Club Delegate is not able to attend it is the Club's responsibility to arrange the attendance of a suitable substitute.
- 14.16 Clubs failing to meet their responsibilities may be suspended or expelled under Section 6 of the Constitution.

SECTION 15.0 – EXPRESSIONS OF COUNCIL OPINION

- 15.1 No member of the Council shall state an opinion to be that of the Council unless that member has been delegated by the Board to do so and receives that prior written approval from the President and/or Secretary/Executive Officer.
- 15.2 The Council name and logo shall not be used without the prior approval of the Board.

SECTION 16.0 – AUDITOR

- 16.1 The Council shall appoint an Auditor at the Annual General Meeting and their duties shall include auditing and certifying the financial management and accounts of the Council.
- 16.2 The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Council.
- 16.3 If the Council appoints an Auditor who is unable to act for some reason, the Board shall appoint an Auditor in the interim, to be approved at the next general meeting.
- 16.4 The Board is responsible for providing the Auditor with:
- (a) Access to all information of which the Board is aware that is relevant to the preparation of financial statements such as records, documentation, and other matters;
 - (b) Additional information that the Auditor may request from the Board for the purpose of the audit; and
 - (c) Reasonable access to any persons within the Council from whom the Auditor determines it necessary to obtain evidence.

SECTION 17.0 – MANAGEMENT

Financial

- 17.1 The financial management of the Council will be undertaken in accordance with sound business practices.
- 17.2 The financial year for the Council is from the 1st of July to the 30th of June each year.
- 17.3 The income and property of the Council wherever derived shall be applied solely towards the promotion of the objects of the Council as set forth in this Constitution and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus, profit or otherwise howsoever to the members of the Council, provided that nothing in this Constitution shall prevent the payment of remuneration to any employees of or contractors to the Council or any other person in return for any legitimate services actually rendered to the Council.

- 17.4 The funds of the Council which are not invested in terms of clause 17.5 must be held in a trading bank registered with the Reserve Bank and appointed by the Board. Two Board member signatures are required on all payments and withdrawals.
- 17.5 The Board will be responsible for investing and reinvesting in such securities and upon such terms as it thinks fit the whole or any part of its funds as shall not be required for the immediate business of the Council.
- 17.6 The Council may only borrow money with the approval of the Members at an AGM or SGM.
- 17.7 Lending monies – the Council shall not lend its money to a Club or guarantee a Club’s borrowing where commercial services normally provide this.

Common Seal

- 17.8 The Board shall provide a common seal for the Council and may from time to time replace it with a new one.
- 17.9 The Secretary/Executive Officer shall have custody of the common seal.
- 17.10 The common seal shall only be affixed to any document by the authority of the Board. Every document to which the common seal is affixed shall be signed by the President in the presence of at least one other member of the Board.

Registered Office

- 17.11 The Board will determine the location of the registered office of the Council.

Additional Powers

- 17.12 The Council may:
- (a) Employ and contract with people for the purposes of the Council;
 - (b) Exercise any power a trustee might exercise.

Personal Benefit

- 17.13 No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm’s length transaction (being open market value).

SECTION 18.0 – REGISTER OF MEMBERS AND EXECUTIVE DELEGATES

- 18.1 The Secretary/Executive Officer shall keep and maintain a register of Clubs containing the address of each Club and the date upon which such Club became a member and the name and address of at least one executive officer of each such Club.
- 18.2 The Council shall keep a register of all Executive/Club Delegates appointed by each Club under section 9.1 and all substitutes appointed under section 9.2 to the Council containing names and addresses of those Executive /Club Delegates and the date at which they each became appointed as Executive/Club Delegates.

SECTION 19.0 – INDEMNITY

- 19.1 The Council shall indemnify from its assets the Board, any staff of the Council, the Auditor, and every other member of the Council acting on behalf of the Council on the authority of the Board for the time being, against any liability arising out of the execution of their duties in relation to the Council provided that these duties have been executed reasonably, honestly,

and in good faith.

SECTION 20.0 – AFFILIATION AND OTHER FEES

- (a) The Council may by a majority of the votes validly cast at an AGM: Set affiliation and other fees for all categories of membership and other funds to be applied by the Council in the pursuance of its objects.
 - (b) Determine the quantum and date for payment of any affiliation or other fee to be paid by a Member to the Council.
 - (c) All affiliation fees or other levies increase or decrease proposals must be by a notice of motion to be voted on at the AGM.
- 20.2 Affiliation fees will be set at the AGM each year. Members' fees are to be paid by December 31 each year for the Member Club to remain financial.
- 20.3 Members must be financial to be eligible to fish the National Tournament. Unincorporated Clubs must show they are a club identity within themselves and are not part of another Club.
- 20.4 Affiliation fees are to be paid on all types of membership and on each and every member of a Club. For family memberships – fees are to be paid based on the number of persons within the family membership.
- 20.5 Member Clubs are required to base their numbers on their previous year's membership and pay the affiliation fee on this number.
- 20.6 All Clubs must pay a minimum affiliation fee for at least 35 members if the Club has less than 35 members.

SECTION 21.0 – GEOGRAPHIC REGIONS

- 21.1 The Council Clubs are divided into Eight (8) Geographic Regions and Zones based on the like interests and concerns of Clubs within those regions.
- 21.2 The Board will review the boundaries of the Geographic Regions and Zones at least annually at the end of each season and prior to the next following AGM and report to the AGM and if they recommend change the AGM vote will determine the matter.
- 21.3 All Clubs within each Geographic Region and Zone shall appoint a person or if unable to attend a substitute person from each incorporated Clubs to represent each Club's interests on the Executive of the Geographic Region and Zone they represent, as per section 9.1.

SECTION 22.0 – DISSOLUTION

- 22.1 The Council shall be wound up if the Members, at an AGM or SGM, pass by a two thirds majority, a resolution requiring the Council to be wound up and the resolution is confirmed at a subsequent SGM called for that purpose and held not earlier than 30 days and not later than 60 days after the date on which the resolution was passed.
- 22.2 If the Council is wound up in accordance with section 22.1 its surplus assets after the payment of costs, debts and liabilities shall be given to such other charitable organisation or organisations within New Zealand of a similar nature to the Council as determined in accordance with section 17.3 provided that if no such decision is made, the Council's surplus assets shall be disposed of in accordance with the directions of the High Court.

SECTION 23.0 – INTERPRETATION AND CONTINGENCIES NOT PROVIDED FOR

- 23.1 The decision of the Board on the interpretation of this Constitution or upon any matter pertaining to the Council, their property or interests shall be conclusive and binding unless and until pending for consideration at a SGM or the next AGM.

SECTION 24.0 – AMENDMENTS TO THE CONSTITUTION

- 24.1 The Council may alter or replace this Constitution at an AGM or SGM by a resolution passed by a two-thirds of majority of members present and voting.
- 24.2 Any proposed motion to amend or replace the Constitution shall be signed by the proposer or seconder of the zone from the eligible members and given in writing to the Secretary/Executive Officer at least 60 days before the AGM or SGM at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 24.3 At least 55 days before the General Meeting at which the Constitution change is to be considered the Secretary/Executive Officer shall give to all members written notice of the proposed motion, the reason for the proposal, and any recommendations the Board has.
- 24.4 When a change to the Constitution is approved by a General Meeting no change to the Constitution shall take effect until the changes have been filed by the Secretary/Executive Officer and accepted and confirmed by the Registrar of Incorporated Societies.
- 24.5 **Tax Exemption Status**
- (a) No addition to or alteration of the Object (section 2.0), personal benefit clause (section 17.13) or the winding up clause (section 22.0) shall be made which affect the tax-exempt status
- (b) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

SECTION 25.0 – PAYMENTS TO MEMBERS

- 25.1 Except as stated in section 25.2, every Club is prohibited from deriving any benefit or advantage or income from the Council.
- 25.2 Subject to section 25.3, any Board member may be reimbursed for any out of pocket expenses they incur in connection with the Council, including reasonable travel and accommodation expenses, as the Board shall from time to time determine; and
- 25.3 No Board member shall participate in or materially influence any decision made by the Council in respect of any payment to or on behalf of that Board member or any person associated with them of any income or remuneration of any type whatsoever. Any such income paid to a Board member or any person associated with them shall be reasonable and comparable to that which would have been made in any arms-length transaction.

SECTION 26.0 – LEGASEA

- 26.1 The Council has incorporated LegaSea Limited, a Limited Liability Company, to deliver outreach and fundraising roles. It communicates and campaigns with the aim to elevating public awareness of both the issues and the need for as many people as possible to contribute to resourcing the advocacy, research and education initiatives promoted by the Council. 100% ownership to remain with NZSFC.
- 26.2 LegaSea Limited shall have at least two Directors, both of whom shall be current members of the Board. These Directors shall be appointed by the Board. No Directors fees will be payable.

- 26.3 The affairs of LegaSea Limited shall be administered and overseen by the LGAS. This committee shall be made up of the two Directors, plus at least three more Board members appointed by the Board. This committee will meet on a quarterly basis and report to the Board. The LGAS shall comply with the terms of its Charter and will report accordingly to the AGM of LegaSea which will be held at the same date and venue as the New Zealand Sport Fishing Council AGM.
- 26.4 LegaSea contributions are received by the Council the month following receipt by LegaSea Limited. These monies are to be used for investment by the Council in Advocacy, Research, Education and Alignment workstreams (A.R.E.A). The Board is responsible for investing these contributions as it sees fit in these workstreams and maintaining proper records.

SECTION 27.0 – Anti-Doping

- 27.1 The Council adopts the Sports Anti-Doping Rules (“SADR”) made by Drug Free Sport New Zealand (as amended from time to time) as its Anti-Doping Policy and commits to its promotion and compliance.
- 27.2 Nothing in this section is intended to replace or supersede any applicable rule of the IGFA which may apply with respect to anti-doping matters within its jurisdiction provided the applicable rule of IGFA is consistent in all respects with the World Anti-Doping Code.



President – Robert Gutsell



Vice President – Peter Campbell



Vice President – Ian Steele