



**THE VICTORIAN FLY FISHERS' ASSOCIATION
INCORPORATED**

Rules and Statement of Purposes

As at 15 November 2016

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STATEMENT OF PURPOSES

The purposes of the Association are:

- To promote the philosophy and traditions, the ethics and public image, and the art of fly fishing.
- To protect and propagate trout.
- To conserve fisheries and enhance trout habitat.
- To encourage, promote and engage in activities which may improve or relate to fly fishing.
- To collect books, publications, artefacts and memorabilia related to fly fishing.
- To co-operate with any body or person for the furtherance of those purposes.
- To promote social intercourse among fly fishers.

RULES

1. TITLE

The name of the incorporated association is 'The Victorian Fly Fishers' Association Incorporated' (in these Rules called "the Association").

2. INTERPRETATION

(i) In these Rules, unless the contrary intention appears:

“Council” means the Honorary Council referred to in Clause 11 of these Rules.

“Financial year” means the year ending on 30th June.

“Member” means a member of the Association.

“The Act” means the Associations Incorporation Act 1981.

“The Regulations” means Regulations under the Act.

(ii) In these Rules, a reference to the secretary of the Association is a reference:

- (a) where a person holds office under these Rules as Secretary of the Association, to that person; and
- (b) in any other case, to the Public Officer of the Association.

(iii) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. MEMBERSHIP

The members of the Association shall be:

- (a) Ordinary Members, who shall be adult persons nominated and elected in accordance with the provisions of these Rules.
- (b) Country Members, who shall be those adult persons nominated and elected in accordance with the provisions of these Rules and who reside outside a radius of 40 kilometres from the G.P.O. Melbourne.
- (c) Junior Members, who shall be persons under the age of 18 years who shall be nominated by adult financial members and elected in accordance with these Rules.
- (d) Life Members, who shall be those persons who, having paid a subscription for life membership to the Victorian Fly Fishers' Association, were Life Members of that unincorporated association immediately before its incorporation under the Act.
- (e) Honorary Members, who shall be those persons elected as such by the Council for such period during its term of office as it thinks fit.
- (f) Honorary Life Members, who shall be persons proposed by the Council for election at an Annual General Meeting and shall include those persons who were Honorary Life Members of the unincorporated association the Victorian Fly Fishers' Association immediately before its incorporation under the Act. Only one such member may be elected in any year.

4. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member, and the register shall be available for inspection by members at the address of the Public Officer.

5. RIGHTS, PRIVILEGES AND DUTIES OF MEMBERS

(1) All members shall be bound by these Rules.

- (2) Financial members shall be entitled to all rights and privileges of the Association and to the enjoyment of its property in accordance with and subject to these Rules.
- (3) Honorary Life Members shall be deemed financial for all purposes.
- (4) Honorary Members and Junior Members shall not have the right to vote, to hold office, or to enjoy any of the privileges or property of the Association except as invited so to do by Council from time to time.

6. NOMINATION AND ELECTION OF MEMBERS

- (1) Candidates for Ordinary, Country and Junior membership shall be proposed and seconded in writing by adult financial members to whom the candidate is personally known. Nominations shall be dealt with by Council: an adverse vote of one-third of elected and ex-officio members present shall exclude the nominee from membership. Candidates elected as aforesaid shall not become members until payment of the entrance fee and annual subscription payable under these Rules.
- (2) A nomination of a person for membership of the Association shall be in writing in such form as Council may from time to time approve.
- (3) A right, privilege or obligation of a person by reason of his or her membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of his or her membership whether by death or resignation or otherwise.

7. ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

- (1) Candidates for membership shall pay such entrance fee as shall be decided from time to time by Council.
- (2) The annual subscription to be paid by Ordinary, Country and Junior members shall be fixed by Council from time to time.

Council shall have power to fix differential rates of subscription for members or groups of members from time to time.

Honorary Life Members shall not be required to pay any subscription.

Council shall have power to remit the whole or part of the annual subscription due from any Ordinary, Country or Junior member. Annual subscriptions shall be due and payable by 1st September in each year.

- (3) Council may impose a levy on Ordinary Members and Country Members from time to time, but not more than once in any financial year, for any special purpose or general purposes of the Association, provided that the amount of any such levy shall not exceed one half of the annual subscription then applicable to Ordinary Members and Country Members respectively.

8. DEFAULTING MEMBERS

Any member whose subscription is not paid within three months after the due date may be declared unfinancial by the Council, whereupon he or she shall be suspended from all privileges of membership until his or her subscription shall have been paid or remitted.

9. RESIGNATION AND TERMINATION OF MEMBERSHIP

- (1) A member of the Association who has paid all money due and payable by him or her to the Association may resign from the Association by first giving one month's notice in writing to the secretary of his or her intention to resign. Upon the expiration of that period of notice, the member shall cease to be a member and the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.
- (2) The membership of any member whose subscription is in arrears for not less than one year may be cancelled by the Council.

10. EXPULSION OF MEMBER

- (1) Subject to these Rules, the Council may by resolution:
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or
 - (c) fine a member in accordance with The Regulations, if the Council is of the opinion that the member:
 - (i) has refused or neglected to comply with these Rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Council under sub-clause (1):
 - (a) does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3), confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Council passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - (a) setting out the resolution of the Council and the grounds on which it is based;
 - (b) stating that the member may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Council held in accordance with sub-clause (2), the Council:
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the secretary receives a notice under sub-clause (3), he or she shall notify the Council and the Council shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:
 - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and

- (b) in any other case, the resolution is revoked.

11. MANAGEMENT

- (1) The affairs of the Association shall be managed by an honorary Council consisting of:
- (a) Elected Members:
- President
 - Senior Vice President
 - Junior Vice President
 - Secretary
 - Treasurer
 - Councillors (not more than eight)
 - Editor of Association periodical publication
 - Librarian
- (b) Ex-Officio Member: Immediate Past President.
- (c) Advisory Members: co-opted for special purposes by the Council.
- (2) Only adult members shall be eligible for election to Council.
- (3) The Council:
- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.
- (4) Each elected member of Council shall hold office until the Annual General Meeting next after the date of his election but is eligible for re-election, except that a President shall not remain in office for more than three successive terms.
- (5) In the event of a casual vacancy in any office of an elected member of Council, Council may fill that office, including by appointing one of its members thereto, and any member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his or her appointment. For purposes of this sub-clause a casual vacancy shall include an office not filled at an election for Council held at the Annual General Meeting.
- (6) The office of an elected member of Council becomes vacant if the elected member:
- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code;
- (c) is absent without leave of Council from three successive Council Meetings; or
- (d) resigns his or her office by notice in writing given to the Secretary.
- (7) An advisory member of Council may, at the pleasure of the elected and ex-officio members of Council, attend Council Meetings and participate in all discussions but shall not be entitled to vote thereat.

12. ELECTION OF COUNCIL

- (1) Nominations of candidates for election to Council:

- (a) shall be made in writing signed by two financial members of the Association who are entitled to vote 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 Secretary of the Association prior to the commencement of the Annual General Meeting.
- (2) If insufficient nominations are received pursuant to sub-clause (1) of this Rule to fill all vacancies on Council, the candidates so nominated shall be deemed to be elected and further nominations, which may be in person, shall be received at the Annual General Meeting, provided however that the candidate must signify his willingness to accept the office for which he is proposed.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) Any ballot necessary shall be written and secret.

13. MEETINGS OF MEMBERS

The Association shall meet as follows:

Business Meetings:

- (a) Annual General Meeting, which will be held within three months of the close of each fiscal year.
- (b) Special General Meeting, which will be convened as required in accordance with the Rules.

Social Meetings:

General Meetings which will be convened by the Council and at which no formal business of the Association shall be conducted.

14. PROCEDURE FOR ANNUAL GENERAL MEETING

Notice concerning the Annual General Meeting shall be given to members (other than members not entitled to vote thereat) not less than seven days before the meeting, specifying the time and place thereof.

The order of business at the Annual General Meeting shall be as follows:

- Confirmation of minutes of previous Annual General Meeting and any Special General Meetings held since.
- Reception and adoption of Council's Report and Financial Statements.
- To receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.
- Election of Council.
- Appointment of Auditor.
- Election of Honorary Life Member (when necessary).
- Disposal of special business raised by notice of motion in writing given to the Secretary not later than twenty-one days prior to the meeting. A copy of each notice of motion shall wherever practicable to do so be attached to the notice convening the meeting.

If a quorum is not present within thirty minutes after the time fixed for commencement, the Chairperson shall adjourn the meeting to a suitable time and place. Notice of the resumption shall be given to members at least seven days before the meeting is re-convened.

15. PROCEDURE FOR SPECIAL GENERAL MEETINGS

A Special General Meeting may be convened by the Council and shall be convened upon a written requisition to the Council signed by fifteen financial members entitled to vote thereat and setting out the business proposed to be dealt with.

Arrangements for the meeting shall be made within twenty-one days after receipt by Council of the requisition.

The notice convening a Special General Meeting shall be given to members not less than seven days before the meeting and shall include a copy of the notice of motion which the meeting is to consider.

No business shall be dealt with at a Special General Meeting other than that set out in the notice.

If a quorum is not present within fifteen minutes of the time fixed for a Special General Meeting it shall lapse.

16. QUORUM FOR BUSINESS MEETINGS

The quorum for business meetings of the Association shall be fifteen financial members entitled to vote thereat.

17. CHAIRPERSON

- (1) At all General Meetings the President shall preside as Chairperson, but in his or her absence the Vice Presidents in order of seniority shall preside.
- (2) If the President and the Vice Presidents are absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

18. VOTING AT GENERAL BUSINESS MEETINGS

- (1) Upon any question arising, a member has one vote only and all votes shall be given personally or by proxy.
- (2) Votes of members shall in the first instance be by a show of hands. Two members standing may call for a division. Except as expressly provided in these Rules a simple majority shall decide all questions. In the case of an equality of votes the Chairperson shall exercise a casting vote.
- (3) Each member shall be entitled to appoint another member as his or her proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in the form set out in Appendix 1.
- (4) In this Rule 18, "member" means all members other than Honorary Members, Junior Members and members who have been declared unfinancial by the Council pursuant to Rule 8.

19. COUNCIL MEETINGS

The Council shall meet as required but not less than once per quarter of a year. Meetings may be convened by the President, the Secretary, or by any two elected members. A quorum shall be five elected members. Except as expressly provided in these Rules all business shall be decided on a simple majority. In case of equality the Chairperson shall exercise a casting vote.

20. COMMITTEES

The Council shall have the power to appoint:

- (a) An executive of not less than three elected members to deal with urgent matters.
- (b) Special Committees or sub-committees to investigate and report to it on matters requiring attention.
- (c) Management Committees for specified activities in the Association's business.

The terms of reference and extent of the authority of each committee shall be laid down by the Council.

21. FISCAL YEAR

The Association's year shall commence on 1st July and end on 30th June in each year.

22. ASSOCIATED CLUBS

The Council may admit as associates fly fishing or other organisations whose objects and activities support or supplement the objects of the Association. Any such associateship shall be on an annual basis and renewable from year to year. Members of such associate organisations shall have the status of Honorary Members of the Association during the currency of the associateship.

Admission of associate organisations shall be subject to:

- (a) Submission to and approval by the Council of its Constitution and Rules; and
- (b) Payment of such annual associate fee as the Council shall decide.

The extent to which associate organisations and their members shall take part in Association activities shall be decided by the Council.

23. AUDITOR

The financial records of the Association shall be audited annually by an honorary auditor who may be a member of the Association but shall not be a member of the Council.

24. MINUTES

Records of business transacted at Business General Meetings and Council Meetings shall be kept in permanent minute books.

Confirmation of minutes shall be certified by the signature of the chairperson at the meeting which resolves to confirm them.

25. NOTICES

- (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his or her address shown in the Register of Members.
- (2) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

26. CUSTODY OF BOOKS, DOCUMENTS, ETC.

Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.

27. SECRETARY

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each General Meeting and each Council Meeting in books provided for that purpose, together with a record of the names of persons present at Council Meetings.

28. TREASURER

- (1) The Treasurer of the Association:
 - (a) shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

29. FUNDS OF THE ASSOCIATION

The funds of the Association shall be derived from entrance fees, annual subscriptions, levies, donations and such other sources as the Council determines.

30. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Council or as Council may from time to time determine.

31. SEAL

- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Council, and the affixing of the Common Seal shall be attested by the signatures either of two members of the Council or of one member of the Council and of the Public Officer of the Association.

32. AFFILIATIONS

The Council shall have power to affiliate the Association with other bodies whose objects resemble or are conducive to the attainment of the objects of the Association. The Association's delegates to such bodies shall be appointed and directed by the Council.

33. APPLICATION OF INCOME AND PROPERTY

The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects or purposes of the Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise howsoever, by way of profit or gain to the individual members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment for out of pocket expenses, interest on money lent or reasonable and proper rent for premises demised or let by any officer or servant of the Association or member of the Association.

34. WINDING UP

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given up or transferred to some other association or associations having objects similar to the objects of the Association, which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as imposed on the Association, to be determined by the members of the Association at or before the time of dissolution, or in default thereof, by such Judge of the appropriate Court of Victoria as may have or acquire jurisdiction in the matter.

35. AMENDMENTS TO RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

36. DISTRIBUTION

A copy of these Rules shall be delivered to every member on his or her election.

37. INTERPRETATION

The Council shall be the sole authority for interpreting these Rules and its decision shall be final and binding on all members.

APPENDIX 1 FORM OF APPOINTMENT OF PROXY

I	
of	

being a member of the Victorian Fly Fishers' Association Incorporated, hereby appoint:

Name	
of	

being a member of the Victorian Fly Fishers' Association Incorporated, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on:

The		day of		20	
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and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution:

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Signed		Date	
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