

Rules of Our Fishing Future Incorporated

Preamble

On the 14th of February 2013 66 participants drawn from all walks of the community of Aotearoa New Zealand met for three days to decide a course for recreational fishing using a ground-breaking inclusive framework known as Future Search. Out of this hui a Steering Group has met three times to further advance recreational fishing for all kiwis.

The establishment of Our Fishing Future Inc, through the adoption of the following Rules, is the next step towards the formation of a national body.

The Society

1.0 Name

1.1 The name of the society is Our Fishing Future Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 26 September 2013.

2.0 Registered Office

2.1 The Registered Office of the Society shall be at such place as the Society may from time to time appoint.

2.2 Any change of Registered Office of the Society shall be advised to the Registrar of Incorporated Societies within two months.

3.0 Purposes of Society

3.1 The purposes of the Society are to:

(a) Benefit the community by promoting responsible management of New Zealand's recreational fisheries;

(b) Seek to achieve the following vision:

- a healthy marine environment enjoyed by all
- taking pride in an abundant and healthy marine environment where our community extends manaakitanga over our fisheries and oceans
- unity and inclusion within the recreational fishing community
- equity of access through stakeholder engagement

- understanding and valuing our marine environment and its resources so we can all be responsible for a better future;

(c) Work together with other sector interests to achieve the above purposes;

(d) Do anything necessary or helpful to the above purposes.

3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4.0 Managing Committee

4.1 The Society shall have a managing committee ("the Committee"), comprising the following persons:

(a) The President;

(b) The Secretary;

(c) The Treasurer; and

(d) Such other Members as the Society shall decide.

4.2 Only Members of the Society may be Committee Members.

4.3 There shall be a minimum of four Committee Members, in addition to the Officers.

5.0 Appointment of Committee Members

5.1 At a Society Meeting, the Members may elect the President, Secretary, Treasurer, and other members of the Committee.

5.2 The Society Meeting may also determine whether any Committee Member may hold more than one position as an officer, and how long each person will be a Committee Member ("the Term").

6.0 Nomination of Committee Members

6.1 Nominations for Officers and other members of the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. The deadline for nominations shall be 5 pm on the 14th day before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election. In the absence of nominations being received by the deadline, nominations will be accepted from Members present at the Annual General Meeting.

6.2 If the position of any Committee member becomes vacant between Annual General Meetings, the Committee may appoint another member of the Committee or Society to fill that vacancy until the next Annual General Meeting.

6.3 If any Committee member is absent from three consecutive meetings without leave of absence the President may declare that person's position to be vacant.

7.0 Role of the Committee

7.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and *Use Money or Other Assets*¹ to do that;
- (c) Raise funds to achieve the purposes of the Society;
- (d) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (e) Set accounting policies in line with generally accepted accounting practice;
- (f) Delegate responsibility and co-opt members where necessary;
- (g) Decide the times and dates for meetings, and set the agenda for meetings;
- (h) Decide the procedures for dealing with complaints;
- (i) Set membership fees, including subscriptions and levies;
- (j) Make bylaws.

7.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules or by a decision of the Society.

7.3 The Committee shall endeavour to make decisions by consensus. In circumstances where voting is needed, decisions of the Committee shall be by a majority vote of those present.

7.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a decision of the Society.

8.0 Roles of Officers

8.1 The President is responsible for:

- (a) Ensuring that the Rules are followed;

¹ See definition in clause 24.1

- (b) Convening and chairing meetings;
- (c) Overseeing the operation of the Society;
- (d) Providing a report on the operations of the Society at each Annual General Meeting.

8.2 The Secretary is responsible for:

- (a) Recording the minutes of meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Advising the Registrar of Incorporated Societies of any rule changes or updates in organisation details.

8.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting;
- (c) Providing a financial report at each Annual General Meeting;
- (d) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- (e) Providing financial information to the Committee as the Committee determines.

9.0 Committee Meetings

9.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.

9.2 No Committee meeting may be held unless there is a quorum (more than half of the Committee Members).

9.3 The President shall chair Committee meetings, or if the President is absent, the Committee shall elect a Committee member to chair that meeting.

9.4 Subject to these Rules, the Committee may regulate its own practices.

Society membership

10.0 Membership

10.1 Membership may comprise different classes of membership as decided by the Society.

10.2 Any person who wishes to support the purposes of the Society shall be eligible to be a Member of the Society.

10.3 Any person wishing to join the Society shall complete an application form and forward it to the Secretary, and upon acceptance at a meeting of the Committee and payment of any subscription fee, shall become a Member of the Society.

10.4 The Committee shall have complete discretion when it decides whether or not to allow the applicant to become a Member. The Committee shall advise the applicant of its decision, and that decision shall be final.

10.5 The Society may set a subscription fee for Members.

10.6 Members have the rights and responsibilities set out in these Rules.

11.0 The Register of Members

11.1 The Secretary shall keep a register of Members ("the Register"), which contains the names, postal and email addresses, and telephone numbers of all Members, and the dates at which they became Members, and renewed or cancelled their membership.

11.2 If a Member's contact details change, that Member shall give the new contact details to the Secretary.

11.3 Members shall have reasonable access to the Register of Members, subject to approval by the Committee.

12.0 Cessation of Membership

12.1 Any Member may resign by giving written notice to the Secretary and, on delivery, shall cease to be a Member of the Society. Such resignation shall not relieve the Member from payment of any monies due to the Society.

12.2 The Committee may cancel the membership of any person who has failed to pay their subscription for one year or more.

12.3 If any Member brings the Society into disrepute, or is no longer considered to be supporting the purposes of the Society, the Committee may ask for a formal explanation and if not satisfied may recommend the termination of that person's membership. The Society may, upon the recommendation of the Committee, terminate the membership if passed by a two-thirds majority of those Members present and voting at a General Meeting of the Society.

13.0 Obligations of Members

13.1 All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

13.2 In the case of charges of bringing the Society into disrepute it shall be adequate defence to prove that the Member's actions were legal and were in accordance with the objectives of the Society.

Money and Other Assets of the Society

14.0 Use of Money and Other Assets

14.1 The Society may only *Use Money and Other Assets* if:

- (a) It is for a purpose of the Society; and
- (b) That Use has been approved by either the Committee or by the Society.

14.2 No Member or person associated with a Member shall derive any income, benefit or advantage from the Society where they can materially influence the payment of the income benefit or advantage, except where that income, benefit or advantage is derived from :-

- (a) Professional services to the Society rendered in the course of business charged at no greater than current market rates; or
- (b) Interest on money lent at no greater rate than current market rates.

15.0 Additional Powers

15.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by a decision at any Society Meeting.

16.0 Financial Year

16.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

17.0 Assurance on the Financial Statements

17.1 The Society shall appoint an independent Accountant to review the annual financial statements of the Society. The Accountant shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. If

the Society appoints a reviewer who is unable to act for some reason, the Committee shall appoint another reviewer as a replacement.

17.2 The Committee is responsible to provide the reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- (b) Additional information that the reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

Conduct of meetings

18.0 Society Meetings

18.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

18.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

18.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10 Members.

18.4 The Secretary shall:

- (a) Give all Members at least 28 days Written Notice of the date and place of any Society Meeting and, if appropriate, calling for nominations for Officers and other members of the Committee;
- (b) Give all Members at least 10 days Written Notice of the business to be conducted at any Society Meeting and provide, as appropriate:
 - (i) A copy of the President's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee;
 - (ii) A list of Nominees for the Committee, and brief information about those Nominees if it has been provided;
 - (iii) Notice of any motions.

18.5 If the Secretary has sent a notice to all Members in good faith, the meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

18.6 All Members may attend and financial Members may vote at Society Meetings.

18.7 No Society Meeting may be held unless at least 10 eligible Members attend. This will constitute a quorum.

18.8 All Society Meetings shall be chaired by the President. If the President is absent, the Society shall elect another Committee member to chair that meeting.

18.9 Where necessary, decisions of the Society (including electing Officers and Committee members) shall be made by majority vote of Members present and eligible to vote, unless these Rules require otherwise.

18.10 On any given motion at a Society Meeting, the President shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands or electronic indication of preference; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot.

18.10 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The President's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Officers and other Committee members;
- (e) Motions to be considered;
- (f) General business.

19.0 Motions at Society Meetings

19.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 21 days before that meeting. The Member may also provide information in support of the motion ("Member's

Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However if the Member's Motion is signed by at least 10 eligible Members, the Committee must put the motion forward to a vote of the Society.

19.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

Common seal

20.0 Common seal

20.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

20.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

Altering the rules

21.0 Altering the Rules

21.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.

21.2 No alteration or replacement of these Rules shall be passed if it detracts from the exclusively charitable nature of the Society or results in the distribution of its assets on the winding-up or dissolution for any purpose that is not exclusively charitable.

21.3 At least 10 days before the Society Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion and the reasons for the proposal.

21.4 When a Rule change is approved by a Society Meeting the Rule change shall not take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Bylaws

22.0 Bylaws to govern the Society

22.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the Society, so long as these are not repugnant to these Rules or to the provisions of law. All such bylaws shall be binding on Members of the Society. A copy of the bylaws for the time being shall be available for inspection by any Member on request to the Secretary.

Winding up

23.0 Winding up

23.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Society may be disposed of:
 - (i) By resolution; or
 - (ii) According to the provisions in the Incorporated Societies Act 1908; but
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to such exclusively charitable organisation or organisations within New Zealand with similar purposes to the Society as the Members decide.

Definitions

24.0 Definitions and Miscellaneous matters

24.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (c) "Society Meeting" means any Annual General Meeting or any Special General Meeting, but not a Committee meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that:
 - (i) Where a masculine is used, the feminine is included;
 - (ii) Where the singular is used, plural forms of the noun are also inferred;
 - (iii) Headings are a matter of reference and not a part of the rules.
- (g) Matters not covered in these Rules shall be decided upon by the Committee.