

NUKU'ALOFA FISHING CLUB Inc

CONSTITUTION @ Dec 2011

GENERAL

1. NAME

The name of the club shall be the **NUKU'ALOFA FISHING CLUB Inc** hereinafter referred to as "the Club".

2. DEFINITIONS

- 1) In this Constitution words importing the male sex shall include the female sex unless the context otherwise requires.
- 2) In this Constitution words importing the singular shall include the plural unless the context otherwise requires.
- 3) In this Constitution the requirement to communicate with a Member means written communication dispatched to a Member by facsimile transmission, e-mail, or by post to his last known address, or delivered to him personally.
- 4) In this Constitution , unless the context otherwise requires:-
 - a) "Member" means a Financial Member of the Club;
 - b) "Junior Member" means a Member who has not yet attained sixteen years of age;
 - c) "Financial Year" means the Financial Year of the Club which shall commence on the 1st of July and end on the 30th of June in the immediately ensuing year;
 - d) "Committee" means the Committee of the Club;
 - e) "President" means the President of the Club;

- f) "Vice-President" means the Vice-President of the Club;
 - g) "Club Captain" means the Club Captain of the Club;
 - h) "Secretary" means the Secretary of the Club;
 - i) "Treasurer" means the Treasurer of the Club;
 - j) "Kingdom" means the Kingdom of Tonga;
 - k) "Office-Bearers" means the President, Vice-President, Secretary, Treasurer and Club Captain.
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- l) "Ordinary member" means a member who is financial and entitled to vote at any meeting where this constitution so allows;
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- m) "Resident members" means those members who normally reside in Tongatapu

3. **OBJECTS**

The Objects of the Club shall be;-

- 1) To encourage, develop and maintain the interest in and tradition of game fishing in Tongatapu waters and throughout the Kingdom;
- 2) To establish, and assist in promoting, both national and international game fishing tournaments in Tongatapu waters and throughout the Kingdom;
- 3) To establish suitable weighing and recording facilities for accurate weighing and recording of fish captured in accordance with the rules of the International Game Fishing Association (IGFA), Tonga International Game Fishing Association (TIGFA) or of the club or any other recognized Fishing Associations
- 4) To protect and advance the interests and rights of all fishermen;
- 5) To promote affiliation with the International Game Fishing association (IGFA) and the Tonga International Game Fishing Association (TIGFA) and other International Associations;
- 6) To encourage, promote and assist the development of game fishing in the Kingdom and to co-operate with or undertake measures to conserve the resource;

- 7) To purchase, lease or otherwise acquire any land or other property or an interest therein for the above purposes, and to sell or otherwise dispose of any such land or other property as shall become necessary for the purposes of the Club;
- 8) To employ, engage or appoint servants, agents and professional assistants or advisors;
- 9) To promote boating safety among sport fishing boats and boating in general;
- 10) To borrow money, with or without security, for the promotion of the objectives of the Club;
- 11) To do all such things as are incidental or conducive to the attainment of the foregoing objects ;
- 12) To procure the Registration of the Club under the Incorporated Societies Act (Cap.28) and, if thought advisable, under any legislation from time to time in the Kingdom relative to the establishment of Charitable or Tax-exempt Status.
- 13) To levy members in order to pay for assets of the club

4. PATRON

Subject to his accepting such an invitation, the Patron of the Club shall be the reigning Monarch of the Kingdom upon his approval or in the event of His Majesty being unable to continue as Patron, such other member of the Kingdom's Royal Family or Nobility or other person as the Committee shall decide and the person agree.

5. INTERPRETATION (check with clause 46)

If any doubt shall arise as to the interpretation of any clause(s) of this Constitution the decision of the Committee on such matter(s) shall be

conclusive and binding providing such decision shall be recorded in the Minute Book

6. **AMENDMENT**

- 1) This Constitution may be amended at a Special General Meeting provided that written notice of any proposed amendment (which notice shall set forth fully the nature of the proposed amendment) shall have been communicated to all Members at least fourteen days in advance of the date of the meeting.
- 2) No motion to amend this Constitution shall be effective, and the Constitution cannot be amended unless at least seventy-five per centum of the Members present at a Special General Meeting convened for that proposed shall support the proposed amendment.
- 3) All members at a meeting to amend this constitution must be financial at least 14 days before the meeting is held if they wish to have voting rights

7. **DISSOLUTION**

- 1) On application being made in writing to the Committee by not less than twenty-five per centum of the resident Members signifying their wish that the Club be dissolved, the committee shall convene a Special General Meeting to consider such a proposal: provided always that written notice of such a meeting and its purpose, together with a Proxy form, shall have been communicated to all members at least fourteen days in advance of the date of the Meeting.
- 2) No Proposal to dissolve the Club shall be effective, and the Club cannot be dissolved, unless at least two-thirds of Members present in person or represented by proxy at a meeting convened for that purpose shall support the proposal to dissolve the club.
- 3) Upon the passing of a resolution in accordance with this clause, any and all property (both real and personal) owned by the

Club shall be vested UPON TRUST in two trustees as appointed by the meeting. The Trustees shall dispose of the Club's property in accordance with clause 8.

8. DISPOSAL OF ASSETS UPON DISSOLUTION

- 1) The trustees of the Club's property shall dispose of same as they see fit, provided that they shall, so far as is possible, endeavour to disperse assets and property formerly the property of the Club so as to further the objects of the Club as set out in clause 3 hereof.
- 2) As soon as possible (but in any event no later than 90 days following dissolution of the Club) the Trustees shall publish a report detailing the disposition of all club assets. A copy of such report shall be available to all former Club members who were financial at the time of dissolution.
- 3) The Trustees shall be entitled to reasonable remuneration for their work.

9. REGISTERED OFFICE

The Club will keep a Registered Office, the address of which will be determined from time to time by the Committee.

10. COMMON SEAL

The Club will keep a Common Seal which shall be kept by the Secretary. The Common Seal shall not be affixed to any document except by authority of a resolution of the Committee. Before being considered valid, any document to which the Common Seal is affixed shall be signed by any two Office Bearers of the Club.

11. MEMBERSHIP OF THE CLUB

1. Membership of the Club is open to any person who supports the Objects of the Club.
- 2 Membership is to be approved by the Committee which may decline membership for any reason and also limit the membership numbers.
- 3 The committee is not required to disclose reason(s) for any membership declined.

12. **APPLICATION for MEMBERSHIP**

- 1 Any applicant for Membership who completes an Application Form and returns that Form, duly completed to the Secretary, together with the appropriate application fee and membership subscription, shall become a Member of the Club on the date the said Form is processed and approved by the Committee.
Applicant needs to be nominated by 2 financial members.
- 2 A 12 month stand down period may be enforced if membership is declined
- 3 The Committee may from time to time set the amount of the application fee which need not be refunded if membership is declined

13 **INDIVIDUAL MEMBERSHIP**

An Individual Member is a member of the Club who supports the Objects of the Club, who is not a family, junior, honorary or life member.

14 **FAMILY MEMBERSHIP**

Family Membership of the Club is open to any family unit, who support the Objects of the Club, including couples, a parent or parents, a guardian or guardians and any children that have not attained the age of

sixteen years. Family membership entitles up to two votes for adults at any meeting

15 JUNIOR MEMBERSHIP

Junior Membership is open to any person who supports the Objects of the Club and who has not attained the age of sixteen years. Junior members are not entitled to vote at meetings

16 CORPORATE MEMBERSHIP

Corporate Membership of the Club is open to any Body Corporate, Incorporated Society, Charitable trust, or Partnership which supports the Objects of the Club.

Corporate Membership shall be limited to no more than four (4) named employees of the organization or as the committee decides. Corporate membership is entitled to 1 vote at any meeting.

17 LIFE MEMBERSHIP

Any Individual Member of the Club who has given valued and distinguished service to the Club may be elected a Life Member of the Club by the executive committee provided that ;

(a) The nomination is ratified at the next Annual General Meeting and

(b) There shall be a maximum of ten (10) Life Members at any one time.

Life members are exempt all membership subscriptions and may vote as an individual member at any meeting.

18 HONOURARY MEMBERS

The Executive Committee may offer Honourary Membership to any individual (Not a member of the Club) who has individually or by virtue of his position given valued and distinguished service to the Club. Such Honourary Membership shall be reviewed at the next Annual General

meeting and at subsequent Annual General Meetings; Honourary members do not have voting rights at any meeting.

19 TEMPORARY MEMBERS

1. Temporary Membership is open to any person visiting the Kingdom for a short period of time (Maximum of 3 months in any one year) who wishes to support the club. Temporary Members do not have voting rights at any meeting.
2. Members of other fishing clubs may be granted temporary member status upon producing proof of membership.

20. SUBSCRIPTIONS

- a. All Ordinary and Corporate Members shall pay an Annual subscription to the Treasurer of the Club; the rate thereof shall be determined from time to time by the Committee.
- b. The Committee may fix differential subscription rates for:-
 - Individual Members resident in the Kingdom;
 - Individual Members resident abroad;
 - Family Members resident in the Kingdom;
 - Family Members resident abroad;
 - Junior Members resident in the Kingdom;
 - Junior Members resident abroad;

Corporate Members.

Temporary Members

The Committee may approve from time to time a Family Discount on subscription,

21. CESSATION OF MEMBERSHIP

1. Every Ordinary and Corporate Member shall remain a Member of the Club for one month after the end of the financial year after which their Membership will be deemed to have lapsed unless the subscription fee for the next financial year shall have been paid.

2. Membership shall cease automatically upon the death, resignation or expulsion of a Member.

3 Membership is not transferable

22. RESIGNATION

1 A Member may resign from the Club or Committee upon giving notice in writing thereof to the Secretary and such resignation shall come into effect on the date stated in the resignation notice. In the event that no date is stated in the resignation notice the effective date of the resignation shall be the date when the resignation is approved by the Committee.

2 Resignation from the Committee does not affect membership of the Club

3. Resignation from the Club shall not be free and relieve a Member of any liabilities incurred by him to the Club during the period of his Membership.

23. SUSPENSION

The Committee shall have the power to suspend from Membership of the Club for a period not exceeding twelve months a Member whose conduct has been unsportsmanlike or prejudicial to the Club or its objects, provided always that such a Member shall have the right (a) to be heard in their defense at a Meeting of the Committee before a decision is taken and (b) to appeal any resolution by the Committee to suspend him to a General Meeting of the Club, which meeting may confirm, rescind or vary the decision of the Committee. Voting on this issue both at Committee and the General Meeting shall be by secret ballot.

24. EXPULSION

The Committee shall have the power to expel from Membership of the Club a Member whose conduct has been unsportsmanlike or prejudicial to the Club, provided always that such a Member shall have the right (a) to be heard in their defense at a Meeting of the Committee before a decision is taken and (b) to appeal any resolution by the Committee to expel him to a General Meeting of the Club, which meeting may confirm, rescind or vary the decision of the Committee. Voting on this issue both at Committee and the General Meeting shall be by secret ballot.

25. GENERAL MEETINGS.

1. ANNUAL GENERAL MEETING

An Annual General Meeting shall be held whenever possible at the end of July each year, but in any event not later than three months after the end of the financial year of the Club.

2. SPECIAL GENERAL MEETINGS

- a. The President or the Committee may at any time convene a Special General Meeting by giving the required notice specifying the purpose or purposes for which the Meeting has been called.
- b. A member may request the President or Committee to convene a Special General Meeting provided that the said member has the written support of at least 25 % of Ordinary Members resident in Tongatapu.

3 NOTICE

Written notice of any Special General Meeting shall be communicated to all Members at least fourteen days in advance of the date of the Meeting; such notice to include full details of all business to be transacted at such meeting. No other business shall be conducted at such meeting

4 QUORUM

The Quorum at the Annual General Meeting and any Special General Meeting shall be twenty per centum of Ordinary Members resident in Tongatapu. In the event of there not being a quorum present within thirty minutes of the appointed time, the meeting shall then be adjourned to a date, to be fixed by the Chairman of the Meeting, not less than seven days hence. If at such adjourned meeting a quorum is not present, those members that are present shall constitute a quorum and may transact the business for which the meeting was called.

5 MOTIONS

a Any Members wishing to propose a Motion at the Annual General Meeting of the Club shall deliver to the Secretary, at least two working days prior to the date of the meeting at which it is proposed to consider such Motion, a written notice, signed by at least two Members of the Club, wherein it is set forth the terms of the motion

B Notwithstanding Clause 25.5.a, the Chairman may accept oral motions from the floor which are proposed and seconded by attendees entitled to vote at such meeting.

C A motion submitted in accordance with clause 25.5.a may be considered notwithstanding that either or both of the proposer or seconder may not be present.

6 VOTING

Each Adult Individual or Family Member of the Club shall be entitled to one vote at a General Meeting of the Club. Corporate Members shall be entitled to one vote per organization.

The chairman of the Meeting shall have one deliberative vote and, in the case of equal voting, shall also have an additional or casting vote, except when otherwise stated in this Constitution voting shall be by a show of hands.

Members need to be financial for the next financial year at least 7 days prior to the meeting to have voting and attendance rights.

Temporary, Junior and Honourary members do not have voting rights

26 A Member of the Club may grant a written proxy to any other financial member authorizing the proxy to vote on behalf of the member in the manner specified in the proxy.

26.1 The form of such proxy shall be determined by the Committee from time to time.

26.2 Where any vote is to be put at any Meeting of the Club, any member may request that the vote on that resolution shall be by secret ballot rather than a show of hands. If the proposal is supported by a majority of financial members present, then the vote shall proceed by secret ballot.

26.3 Voting on a secret ballot shall be conducted and scrutinized by at least two scrutineers appointed by the meeting

26.4 Following a secret ballot the scrutineers shall announce the results and personally attend the destruction of the ballots.

7 CHAIRMAN

The Chairman of the Annual General Meeting or of a Special General Meeting of the Club shall be the President of the Club and in his absence the Vice-President, whom failing the Secretary, whom failing the Treasurer, whom failing a member of the Committee chosen by the Meeting.

8 ANNUAL REPORTS

Each year the Committee shall present to the Annual General Meeting of the Club:-

- i. A Report by the President reviewing the activities of the Club during the preceding year;
- ii. A Report by the Committee detailing any items of business it wishes to be considered at the meeting;
- iii. A report by the Secretary concerning Membership of the Club during the preceding year;
- iv. A Financial Report by the Treasurer comprising the Audited Accounts of the Club, which Report shall comprise at least a Balance Sheet, a Revenue Account detailing income and expenditure, and an Audit Certificate; and
- v. A Report by the Club Captain on fishing activities and notable catches recorded during the preceding year.

9 ELECTIONS

Nominations for Office Bearers and Ordinary committee Members must be made in writing, signed by a proposer and seconder, and lodged with the Secretary at least 2 days prior to the advertised start time of the Annual General Meeting. In the event of nominations exceeding the number of positions, an election shall be held by secret ballot for each position. In the event that no nominations are received for a position prior to the commencement of the Meeting, the Chairman shall cause nominations for that position to be called for during the Meeting

27 COMMITTEE AND OFFICE BEARERS

1 PRESIDENT

- a. There shall be a President of the club who shall be elected each year at the annual General Meeting.
- b. The President shall preside over all Meetings of the Club and the Committee and shall provide leadership to the Club and the Committee in the performance of their duties.

2 VICE-PRESIDENT

A There shall be a Vice-President of the club who shall be elected each year at the Annual General Meeting.

B The Vice-President shall assist the President in the performance of his duties.

3 SECRETARY

- a. There shall be a Secretary of the Club who shall be elected each year at the Annual General Meeting.

- b. The Secretary shall:
 - a) Safeguard and maintain the Register of Members and report thereon to Members at the Annual General Meeting;
 - b) Record full Minutes of Meetings of the Club and of the Committee; Minutes of meetings shall be kept in a minute book in either hard copy or electronic form
 - c) Safeguard and maintain all non-financial books and records of the Club.
 - d) Carry out general administration as the committee shall so decide

4 **TREASURER**

- a. There shall be a Treasurer of the Club who shall be elected each year at the Annual General Meeting.
- b. The Treasurer shall:
 - i. Safeguard and maintain all financial books and records of the Club;
 - ii. Safeguard and maintain all monetary assets of the Club such as Cash on Hand, Cash at Bank and Investments;
 - iii. Prepare the accounts of the Club for Audit and report thereon to Members at the Annual General Meeting; and
 - iv. Ensure that the Club at all times remains solvent.

5 **CLUB CAPTAIN**

- a. There shall be a Club Captain of the Club who shall be elected each year at the Annual General Meeting.
- b. The Club Captain shall:
 - i. Co-ordinate and organize all fishing activities of the Club
 - ii. Act as Chairman of Tournament committees of co-opted members to support fishing activities
 - iii. Prepare a program of fishing tournaments for the year and provide the Executive committee with budgets and reports as required.

- iv. Keep fishing records of Club
- v. Liaise with TIGFA and other bodies for the furtherance of the club
- vi. Safeguard trophies

6 **MANAGEMENT**

The whole management and conduct of the affairs of the Club shall be vested in and under the control of the committee except where this Constitution requires otherwise.

7 **COMMITTEE**

- a. The Committee shall comprise the Office Bearers and at least two Ordinary Members, each of whom shall be elected annually at the Annual General Meeting. A person may hold 2 positions if so elected
- b. The Committee may elect members from among its members to such posts carrying such duties as the Committee deems necessary.
- c. The Committee may form Sub-Committees or Tournament Committees as required and may co-opt assistance thereto from among the Members.
- d. The Quorum at Meetings of the Committee shall be four of the Members thereof. There shall be no quorum at meetings of Sub-Committees or Tournament Committees.
- e. The Committee shall meet as and when required.
- f. Each Member of the committee shall be entitled to one vote at Committee Meetings.

The President shall have one deliberative vote and, in the case of equality of voting, an additional casting vote. Except when otherwise stated in this Constitution, the method of voting at Committee Meetings shall be by a show of hands.

- g. The committee is vested with the care and maintenance of all Club property and assets

8 **CASUAL VACANCIES**

In the event of the Office of an Office-Bearer or an Ordinary Committee Member falling vacant during the year the Committee may appoint a Member to hold that Office until the next Annual General Meeting.

9 **BYE-LAWS**

The Committee shall have the power to make Bye-Laws for the furtherance and conduct of the objects of the Club. Such bye laws shall be binding on all members.

10 **AUDITOR**

The Committee shall nominate a person with accountancy or audit experience to audit the Accounts of the Club each year.

11 **FINANCE**

- a. Receipts shall be issued for all monies received by the Club and such monies shall be deposited in the Club's current account at the Bank approved by the Committee. Payments shall be made by cash or cheques drawn on the said bank account, the signatories to which shall be any 2 members of the executive committee.
- b. Reserves shall be invested, either generally or in trust earmarked for a particular purpose, in an interest bearing account nominated by the Treasurer and approved by the Committee.
- c. The Club shall not operate a bank overdraft, or borrow money to further its objects, without the prior approval of the Club granted at a General Meeting.

12 **INDEMNITY**

Every Office-Bearer and Member of the Committee shall be indemnified out of the assets of the Club against any liability incurred by him in the

performance of his duties on behalf of the Club. For the purpose hereof “liability” means costs, damages, or other liability including, without prejudice to the foregoing generality, any liability incurred by him in respect of any statutory penalties or any proceedings (whether civil, criminal, or administrative.)

13 INSURANCE

The Club shall hold appropriate insurance policies for the protection of its assets, members and public .Such policies shall be reviewed annually.

28 . QUALIFYING CLAUSE

Any case not provided for in these rules, or any question arising as to their interpretation, shall be decided by the Executive Committee, and in such case shall not be subject to appeal or review, either at law or otherwise.

The Deck Bar

The Club’s opening hours are 4pm - 10 pm Wednesday to Sunday (inclusive) and is available for functions subject to Committee approval.

The bar provides modern amenities and serves a selection of alcoholic and non- alcoholic beverages. A BBQ is available for functions and bar snacks are available during opening hours.