

Constitution of Fish Mainland Inc.

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1.	NAME	2
2.	DEFINITIONS AND INTERPRETATION OF CONSTITUTION	2
3.	PURPOSE, OBJECTS AND POWERS	3
4.	MEMBERSHIP	5
5.	MEMBERSHIP RIGHTS AND OBLIGATIONS	6
6.	RESIGNATION, EXPULSION, SUSPENSION, AND TERMINATION OF MEMBERSHIP.....	6
7.	ANNUAL FEES AND SUBSCRIPTIONS	7
8.	DISTRIBUTION OF INCOME AND PROPERTY	7
9.	LIQUIDATION.....	7
10.	BOARD OF DIRECTORS.....	8
11.	CHAIRPERSON AND DEPUTY CHAIRPERSON	12
12.	POWERS OF THE BOARD.....	13
13.	DUTIES AND RESPONSIBILITIES OF DIRECTORS OF THE BOARD	13
14.	DISCLOSURE OF INTEREST	14
15.	REMUNERATION OF DIRECTORS.....	14
16.	BOARD MEETINGS	14
17.	OBSERVERS	15
18.	BOARD VOTING	15
19.	COMMITTEES	15
20.	ANNUAL GENERAL MEETING	15
21.	SPECIAL GENERAL MEETING	16
22.	PROXIES	16
23.	ELECTRONIC PARTICIPATION IN MEETINGS	17
24.	QUORUM	17
25.	MANAGEMENT OF FISH MAINLAND	17
26.	INDEMNITY	18
27.	MINUTES OF MEETINGS	18

28.	AUDITOR	19
29.	COMMON SEAL	19
30.	AMENDMENT TO CONSTITUTION	19

1. NAME

- 1.1 The name of the society is Fish Mainland Incorporated.
- 1.2 The registered office of Fish Mainland shall be at the place as determined by the Board.

2. DEFINITIONS AND INTERPRETATION OF CONSTITUTION

Act means the Incorporated Societies Act 1908.

AGM means Annual General Meeting convened under Rule 19.

Annual Subscription means the amount (if any) to be paid by a Member or an applicant for Membership in accordance with Rule 7.

Appointed Board Member means a Board Member appointed under Rule 10.

Board means the Board of Directors of Fish Mainland under Rule 10.

Board Member means a member of the Board, including Elected Board Members and Appointed Board Members and those who are re-elected and re-appointed to the Board under this Constitution.

Bylaws mean the bylaws of Fish Mainland formulated by the Board from time to time under Rule 12.

CEO means the person appointed as the Chief Executive Officer of Fish Mainland under Rule 13.

Chairperson means the person appointed as the Chairperson of Fish Mainland under Rule 11.

Constitution means this Constitution.

Deputy Chairperson means the person appointed as the Deputy Chairperson of Fish Mainland under Rule 11.

Director means Board Member or member of the Board.

Elected Board Member means a Board Member elected under Rule 10.

Financial Member means a Member defined under Rule 4 and who is admitted to membership of Fish Mainland under Rule 5.

Financial year means 1 October to 30 September in the following year.

General Meeting means an AGM or SGM.

Iwi means Mandated Iwi Organisations.

Life Member means a Member defined under Rule 4.

Mandated Iwi Organisations mean those South Island Iwi that have met the criteria for recognition as a Mandated Iwi Organisation under the Maori Fisheries Act 2004.

Member means and includes all types of members of Fish Mainland described under Rule 4.

Membership means membership of Fish Mainland.

Membership Register means the register of Members kept by the CEO of Fish Mainland as required by the Act.

Recreational fishing means recreational fishing, recreational interests, recreational fishing interests and recreational fishing purposes as referred to in the Fisheries Act 1996 and any amateur fishing regulations made under that Act.

Objects mean the objects of Fish Mainland described under Rule 3.1.

Ordinary Member means a Member defined under Rule 4 and who is admitted to membership of Fish Mainland under Rule 5.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Returning Officer means the person appointed by the Board as the returning officer under Rule 10.9.

Rules mean these rules and “Rule” shall have a corresponding meaning.

SGM means Special General Meeting.

Special Resolution means a resolution passed by two-thirds of votes cast.

South Island recreational fisheries waters mean that part of New Zealand fisheries waters shown on Allocation Plan NT 506 (SO 19902).

South Island sub-regions mean the areas within the South Island and Stewart Island as defined by the Board.

3. PURPOSE, OBJECTS AND POWERS

- 3.1 Fish Mainland Incorporated is a not-for-profit organisation whose purpose is to coordinate, represent, and promote the interests of the South Island marine recreational fishing community in restoring and sustaining fisheries resources to maximise their experiences and opportunities.
- 3.2 The objects of Fish Mainland are:
 - (a) To protect our ocean and show respect for Tangaroa by actively supporting the restoration of fisheries and striving for a healthy and abundant marine environment.

- (b) To provide an effective voice in representing and promoting recreational fishing interests to Government and others to ensure access to an equitable share of sustainable fisheries resources.
 - (c) To be recognised as representing South Island recreational fishers in fisheries management and decision making.
 - (d) To provide recreational fishing information for management decisions.
 - (e) To develop and implement strategies, policies and plans to improve the recreational fishing experience.
 - (f) To promote responsible and safe recreational fishing for its value as a sustainable community food source and its health and wellbeing benefits.
 - (g) To keep recreational fishers informed and up to date with rules and regulations that affect recreational fishing.
 - (h) To work with the Crown, Iwi, and other fishing sectors or interested parties on matters of common interest.
 - (i) To do any other activities required to achieve the purpose of Fish Mainland.
- 3.3 Fish Mainland must operate solely for the purpose of promoting and advancing the Objects of Fish Mainland. However, Fish Mainland is not required to promote each Object at the same time or in any particular order and may determine the level and amount of promotion, funding or any other support that should be applied to any one or more specific Objects at any given time.
- 3.4 Fish Mainland's Objects will only be carried out in, and for benefit of the New Zealand public. However, Fish Mainland may carry out activities outside New Zealand to promote Fish Mainland or its activities, but only if Fish Mainland believes that such activities will be for the ultimate benefit of the New Zealand public.
- 3.5 Fish Mainland has the power, subject to this Constitution to:
- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
 - (b) Determine, raise and receive money by subscriptions, other fees, donations, sponsorships, grants from charitable trusts and foundations, government funding, or otherwise;
 - (c) Borrow money upon any terms and conditions as the Board thinks fit;
 - (d) Produce, develop, create, licence and otherwise exploit, use and protect the intellectual property of Fish Mainland;
 - (e) Make, alter, rescind, enforce this Constitution, and any rules, bylaws, regulations, policies and procedures for the governance, management and operation of Fish Mainland;

- (f) Determine who are its Members and withdraw, suspend or terminate membership;
 - (g) Consider and settle disputes between Members;
 - (h) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
 - (i) Assign functions to and/or enter into agreements with organisations when and where they will further support or enhance the Objects of Fish Mainland;
 - (j) Delegate powers of Fish Mainland to any person, Board, committee or sub-committee;
 - (k) Do any other acts or things which are incidental or conducive to the attainment of the Objects of Fish Mainland.
- 3.6 The powers listed in this Rule 3.5 must only be used to further the purpose of Fish Mainland.

4. MEMBERSHIP

- 4.1 The Members of Fish Mainland consists of the following classifications:
- (a) Ordinary Membership;
 - (b) Financial Membership; and
 - (c) Life Membership.
- 4.2 Any person who is interested in and supportive of recreational fishing and/or sustainable fisheries management practices is eligible to apply to become an Ordinary Member of Fish Mainland.
- 4.3 Any body corporate (i.e. incorporated society, company or charitable trust) located in the South Island that is interested in and supportive of recreational fishing and/or sustainable fisheries management practices is eligible to apply to become a Financial Member of Fish Mainland.
- 4.4 Any person or corporate body applying to become an Ordinary Member or Financial Member, respectively, must satisfy the requirements for Membership as determined by the Board from time to time, which may include any Annual Subscription that is due and owing for the applicable period of Membership, regardless of any grace period.
- 4.5 Any person may be nominated for Life Membership of Fish Mainland in recognition and appreciation of outstanding service in furthering the purpose of Fish Mainland. Such nomination must be made to the Board in writing, setting out the grounds for the nomination sixty (60) days before the Annual General Meeting (AGM). The Board must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.
- 4.6 Subject to Rule 4.4, the holder of a Life Membership has all the rights, privileges and obligations of an Ordinary Member pursuant to Rule 5, for the period of their life and without the requirement to pay an Annual Subscription, if applicable.

- 4.7 All Members agree to:
- (a) Act in good faith with Fish Mainland to ensure the maintenance and enhancement of South Island recreational fishing and the habitats on which they depend, and does so for the general benefit of the New Zealand public; and
 - (b) Operate with, and promote, mutual trust and confidence between Fish Mainland and the Members.

5. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 5.1 Ordinary Membership and Financial Membership of Fish Mainland is annual and expires on 1 October in each year.
- 5.2 Members of Fish Mainland are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.
- 5.3 Members are bound by this Constitution and by the regulations, bylaws, policies and procedures of Fish Mainland.
- 5.4 The Ordinary Membership and Financial Membership requirements as set out in this Constitution and any bylaw or regulation, must be complete by each Member by 1 October in each year in order to have their membership of Fish Mainland renewed.
- 5.5 An application for Membership must be in such format as may be required by the Board from time to time. Applications will be determined by the Board or a delegated committee or an officer or the Chief Executive Officer (CEO).
- 5.6 In order to receive or continue to receive Membership entitlements, Ordinary Members and Financial Members must meet all requirements of Membership set out in this Constitution or as otherwise set by the Board.
- 5.7 Ordinary Members who reside and/or own property in the South Island or Stewart Island and appointed delegates of Financial Members are eligible to vote at any General Meeting, AGM or Special General Meeting (SGM) under Rules 19 and 20.
- 5.8 Ordinary Members who are eligible to vote and appointed delegates of Financial Members who are in good standing are eligible to stand for election as Directors under Rule 10.8.

6. RESIGNATION, EXPULSION, SUSPENSION, AND TERMINATION OF MEMBERSHIP

- 6.1 A Member may resign by notice in writing to the Board. Unless the Board determines otherwise, resignation is effective from the date the Member's name is removed from the Membership Register.
- 6.2 Membership may be suspended or a Member may be expelled by the Board if a Member has failed to comply with this Constitution, including any codes of conduct or requirements set out in regulations, bylaws, policies or procedures of Fish Mainland or if a Member acts in a manner that is considered by the Board to be harmful to Fish Mainland or inconsistent with the standards of behaviours expected of a Member.
- 6.3 Membership shall be terminated if the Member:

- (a) Dies;
 - (b) No longer meets the criteria specified in Rules 4 and 5, including, if applicable, failure to pay the Annual Subscription within two (2) calendar months of being due;
 - (c) Resigns as a Member under Rule 6.1;
 - (d) Is expelled under Rule 6.2
- 6.4 A Member whose Membership is suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, bylaws, policies or procedures of Fish Mainland.

7. ANNUAL FEES AND SUBSCRIPTIONS

- 7.1 The Board may from time to time determine:
- (a) The amount of the Annual Subscription, if any, in relation to each type of Membership and any other fees payable by certain types of Members;
 - (b) The due date for the Annual Subscription; and
 - (c) The manner for payment of the Annual Subscription and any other fees.

8. DISTRIBUTION OF INCOME AND PROPERTY

- 8.1 Except as provided in this Constitution:
- (a) No portion of the income or property of Fish Mainland shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Director; and
 - (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by Fish Mainland to any Member or Director except under Rule 2.
- 8.2 Any payments made to a Member of Fish Mainland, or person associated with a Member, must be for goods or services that advance the purpose of Fish Mainland, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from this Constitution and must be included in any alteration of, addition to, or revision of, this Constitution.
- 8.3 Nothing shall prevent the remuneration in good faith of any Director or employee of Fish Mainland or any other person or organisation in return for bona fide goods and services rendered to Fish Mainland in promotion of the Objects of Fish Mainland.

9. LIQUIDATION

- 9.1 Fish Mainland must be liquidated up if Fish Mainland, at a General Meeting of its Members passes a Special Resolution appointing a liquidator and requiring Fish Mainland to be liquidated, and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not

earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.

- 9.2 If upon the winding-up or dissolution of Fish Mainland there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of Fish Mainland but shall be given or transferred to a charitable body having Objects similar to the Objects of Fish Mainland.

10. BOARD OF DIRECTORS

- 10.1 Subject to the requirements of this Rule 10, the Board of Directors shall comprise:
- (a) Those who attended the 15-16 June 2019 meeting of the South Island Working Group that finalised the key components of Fish Mainland.
 - (b) The members of the South Island Working Group shall preside as the Board until such time as the Ordinary Members who are eligible to vote and appointed delegates of Financial Members vote at an AGM.
 - (c) At that time, the Ordinary Members who are eligible to vote and appointed delegates of the Financial Members shall elect five (5) of the nine (9) Directors on the Board.
 - (d) One Director from each of the five South Island sub-regions elected by those Ordinary Members and appointed delegates of the Financial Members who reside in each sub-region.
- 10.2 The Board shall also comprise:
- (a) Two (2) persons appointed by the Mandated Iwi Organisations; and
 - (b) Two (2) persons appointed by the Directors at a Board meeting immediately following the AGM.
- 10.3 Subject to the requirements of this Rule 10, Board Members shall hold office for the following terms:
- (a) The elected Directors referred to under Rule 10.1(d) shall be elected for two (2) years by the Ordinary Members and appointed delegates of Financial Members in accordance with the procedures set out in this Constitution and shall take office at the conclusion of the AGM at which they are elected.
 - (b) Each Director elected under Rule 10.1(d) shall represent the interests of recreational fishers in their respective South Island sub-region and the interests of all South Island fishers.
 - (c) A Director referred to under Rule 10.2 (a) shall be appointed for a term of two (2) years by the Mandated Iwi Organisations and shall take office at the conclusion of the Board meeting held immediately after the AGM.

- (d) An appointed Director referred to under Rule 10.2(b) shall be appointed for a term of two (2) years by the Board and shall take office at the conclusion of the Board meeting held immediately after the AGM.
 - (e) A Director is, upon the expiration of his or her term as Director, eligible to be re-elected or re-appointed to the Board for a further term of two (2) years (up to a maximum of six (6) years).
- 10.4 Each Director shall have the expertise, qualifications and experience appropriate to the needs of Fish Mainland and the management of the business and affairs of Fish Mainland and shall substantially satisfy the skills, competencies and any other eligibility requirements set out in the bylaws.
- 10.5 The Board must ensure that to the extent possible the following skills or areas of expertise are represented across the Directors:
- (a) Legal (commercial law);
 - (b) Accounting or financial;
 - (c) Marketing and/or communications;
 - (d) Marine science; and
 - (e) Fisheries management.
- 10.6 The following persons are not eligible to be Directors:
- (a) A person who is an employee of Fish Mainland.
 - (b) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - (c) A person who has been convicted of any offence under the Fisheries Act 1996 or any related regulations unless that person has obtained a pardon or has served the sentence imposed on them.
 - (d) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
 - (e) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
 - (f) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

- 10.7 Any act done by the Board is valid notwithstanding that it is afterwards discovered that a person acted as a Director despite that person ceasing to hold office or being invalidly elected under this Constitution.
- 10.8 Nominations, Election and appointment procedure:
- (a) Impending vacancies for Director positions to be elected by Ordinary Members who are eligible to vote and appointed delegates of Financial Members at an AGM under Rule 10.1(d), must be advised to Members at least twenty-eight (28) days prior to the AGM.
 - (b) Nominations for vacant positions must be received fourteen (14) days prior to the AGM in the form prescribed by the Board from time to time.
 - (c) The procedures to be followed in conducting the nomination process will be set out in bylaws.
 - (d) The CEO may declare a nomination invalid and the person so nominated ineligible for election if the nomination form has not been fully completed or the information provided on the nomination form is false or misleading.
 - (e) If the number of candidates:
 - i. Is the same as the number of vacancies on the Board as advised under Rule 10.8(a), the candidates are deemed to be elected with effect from the conclusion of the next AGM;
 - ii. Is less than the number of vacancies on the Board:
 - A. the candidates are deemed to be elected with effect from the conclusion of the next AGM; and
 - B. the Board may fill the vacancies under Rule 10.1(d); and
 - iii. Is greater than the number of vacancies on the Board, then an election by ballot must be held under Rule 10.1(d).
 - (f) Impending vacancies for Director positions to be appointed under Rule 10.2(a) – 10.2(b) must be advised to Members at least fourteen (14) days prior to the AGM.
 - i. Under Rule 10.2(a) the Mandated Iwi Organisations are responsible for the election procedure to appoint the Director.
 - ii. Under Rule 10.2(b) the Board is responsible for the election procedure to appoint the Director.
- 10.9 Election by ballot:
- (a) The Board shall determine the ballot process and security measures to be followed under Rule 10.1(d) and may set them out in the bylaws.
 - (b) If an election by ballot is necessary under Rule 10.8(e):

- i. The Board must appoint two (2) Scrutineers and a Returning Officer to conduct the ballot process, and
 - ii. The ballot shall be under the control of the Returning Officer who shall count votes, determine whether votes are formal, and determine any other matters arising in connection with the ballot.
- (c) The non-receipt by an Ordinary Member or Financial Member of any ballot paper or the non-receipt by the Board of any ballot paper on which a Member has cast a vote shall not invalidate the election.
- (d) The bylaws may prescribe in further detail the role, duties and responsibilities of the Returning Officer.
- (e) The Returning Officer's decision in respect of all matters, including arising in connection with the election process for Directors, will prevail and is final, conclusive and binding.
- 10.10 Casual vacancy on the Board:
- (a) A casual vacancy occurs in the Director position if the Director:
- i. Dies;
 - ii. Resigns from office;
 - iii. Ceases to be an Ordinary Member or an appointed delegate of a Financial Member;
 - iv. Becomes bankrupt under the Insolvency Act 1967;
 - v. Is convicted of any offence punishable by imprisonment;
 - vi. Is convicted of an offence under the Fisheries Act 1996 or any related regulations;
 - vii. Is disqualified from managing a company under the Companies Act 1993 or the Charities Act 2005;
 - viii. Becomes permanently incapacitated by mental or physical ill-health;
 - ix. Is absent from more than:
 - A. three (3) consecutive Board meetings without a leave of absence being granted by the Board; or
 - B. three (3) Board meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board meetings, of which meetings the Member received notice, and the Board has resolved to declare the office vacant.

- (b) If there is a casual vacancy within the meaning of this Rule 10.10, or if the Board fails to appoint any person as a Director under Rule 10.2(b), the continuing Directors may:
 - i. Subject to Rules 10.5 – 10.6, in respect of a vacancy for a position described in Rule 10.1, appoint an Ordinary Member or appointed delegate of a Financial Member to fill that vacancy until the conclusion of the next AGM;
 - ii. Subject to Rules 10.5 – 10.6, in respect of a vacancy for a position described in Rule 10.1, appoint any person to fill that vacancy until the conclusion of the next AGM; and
 - iii. Subject to Rule 10.1, act despite the vacant position on the Board.
- (c) If the number of Directors is less than the number fixed under Rule 16.4 as the quorum for Board meetings, the continuing Directors may act only to:
 - i. Increase the number of Directors on the Board to the number required for a quorum; or
 - ii. Convene a General Meeting of Fish Mainland.
- (d) If the entire Board resigns, the Directors who have resigned must continue to act until their successors are appointed at a SGM to be called for that purpose.

11. CHAIRPERSON AND DEPUTY CHAIRPERSON

- 11.1 The Chairperson shall be independent of the Board and shall not also be the CEO.
- 11.2 The independent Chairperson shall be appointed by the Board at the first Board meeting following an AGM that falls in a year in which the term of the Chairperson expires. The term of the appointment shall be for two (2) years from the conclusion of the Board meeting, unless terminated by resignation or a resolution of the Board.
- 11.3 The Deputy Chairperson shall be elected by the Board from amongst the Directors at the first Board meeting following an AGM that falls in a year in which the term of the Deputy Chairperson expires. The term of the appointment shall be for two (2) years from the conclusion of the Board meeting, unless terminated by resignation or a resolution of the Board.
- 11.4 A Director is, upon the expiration of their term as Chairperson or Deputy Chairperson, eligible to be re-elected to that position.
- 11.5 The Chairperson, or person presiding in their absence, shall not vote on resolutions, decisions or motions put to any General Meeting of Fish Mainland.
- 11.6 The Chairperson shall act as Chairperson at General Meetings and meetings of the Board.
- 11.7 If the Chairperson is unable to attend a General Meeting or meeting of the Board the Deputy Chairperson shall act as the Chairperson in their absence.
- 11.8 The Chairperson and Deputy Chairperson shall advise the CEO prior to any General Meeting or meeting of the Board if they are unable to attend the meeting. The

Chairperson and Deputy Chairperson shall be subject to the requirements of Rule 13.2 in the same manner as other Directors.

12. POWERS OF THE BOARD

- 12.1 The Board, and not the Members, are vested with the management of Fish Mainland's affairs and the control of the funds and other property of Fish Mainland, including the power to hire, lease, rent, purchase or otherwise obtain office space and equipment that is required to execute the day-to-day business of Fish Mainland.
- 12.2 The Board may exercise all the powers of Fish Mainland except those which must, under this Constitution or the Act, be exercised by Fish Mainland at a General Meeting.
- 12.3 The Board may make, amend or rescind bylaws not inconsistent with this Constitution.

13. DUTIES AND RESPONSIBILITIES OF DIRECTORS OF THE BOARD

- 13.1 The Board shall be the sole authority for the interpretation of this Constitution and the decision of the Board upon any question of interpretation or upon any matter affecting Fish Mainland not provided for by this Constitution shall be final and binding upon its Members.
- 13.2 The duties of each Director are to:
- (a) Be diligent and apply sufficient attention to the business of the Board and Fish Mainland;
 - (b) Apply independent judgement to Board decisions and act in good faith and in the best interests of Fish Mainland at all times;
 - (c) Formulate such bylaws, regulations, policies and procedures as are appropriate for Fish Mainland;
 - (d) Comply with the rules set out in this Constitution, Fish Mainland's bylaws, code of conduct, policies and any other laws and rules that apply to the Director;
 - (e) Notify the CEO if they are unable to attend a Board meeting at least twenty-four (24) hours prior to that meeting, unless non-attendance is as a result of extenuating circumstances as set out in the bylaws;
 - (f) Where appropriate, engage in activities to promote, market, represent and fundraise for Fish Mainland; and
 - (g) Do such other things within these rules as the Board agrees to promote the Objects of Fish Mainland.
- 13.3 The Board is responsible for the appointment of the CEO, governance and system of management of Fish Mainland and will:
- 13.4 Appoint the CEO as required and regularly review the CEO's performance and remuneration;

- (a) Ensure that there is a current strategy, business plan and system of performance monitoring in place;
- (b) Ensure that there is a system of sound financial management and budget compliance and will regularly review Fish Mainland's financial performance, including budget compliance; and
- (c) Ensure a Register of members and their addresses is maintained;

14. DISCLOSURE OF INTEREST

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

15. REMUNERATION OF DIRECTORS

- 15.1 Directors may not receive any remuneration for their services in their capacity as Directors other than the maximum aggregate fixed amount which must be determined by Ordinary Members and appointed delegates of Financial Members at the AGM, to be distributed among the Directors as the Board sees fit.
- 15.2 Despite Rule 14.1, the Board may pay from Fish Mainland's funds a Director's reasonable travel, accommodation and other expenses properly incurred:
 - (a) In attending Board meetings or meetings of a Board committee;
 - (b) In attending any General Meeting of Fish Mainland; or
 - (c) Otherwise in connection with Fish Mainland's business.
- 15.3 The accounts and financial statements presented to the Ordinary Members and appointed delegates of Financial Members at the AGM must contain information on the remuneration, and compliance with the Members' approval and policies.
- 15.4 The Board may resolve to suspend, reduce or postpone payment of any remuneration to any one or more Director if it thinks fit.

16. BOARD MEETINGS

- 16.1 The Board shall meet a minimum of six (6) times per year.
- 16.2 Notice of a Board meeting, including an agenda for that meeting, shall be issued to all Directors and officers in writing at least ten (10) days prior to the date of the meeting.
- 16.3 Directors who are present via interactive electronic means approved by the Chairperson shall be deemed to be present at the meeting for the purposes of quorum and participation in the meeting.

- 16.4 A quorum at a Board meeting shall be the lowest integer which is equal to or greater than fifty (50) percent of members of the Board.

17. OBSERVERS

- 17.1 In the first instance, the Chairperson may agree to observers attending a Board meeting.
- (a) The role of observers will be determined by the Chairperson, including whether observers may participate in discussions or make presentations to the Board.
- (b) The Chairperson may at any time require observers to withdraw from a Board meeting.

18. BOARD VOTING

- 18.1 At all Board meetings each Director shall have one vote on all matters except as otherwise provided in this Constitution and motions and resolutions shall be decided by a simple majority.
- 18.2 Except as otherwise provided in this Constitution, motions and resolutions at a General Meeting shall be decided by a simple majority.
- 18.3 At all meetings, in the event of an equality of voting the Chairperson shall not have a casting vote.

19. COMMITTEES

- 19.1 The Board may delegate any of its powers to committees consisting of such Directors or such other persons as appointed by the Board. The Chairperson shall be an ex-officio non-voting member of any committee.
- 19.2 Any committee formed will, in the exercise of the powers delegated to it, conform to any regulations that may be imposed on it by the Board.

20. ANNUAL GENERAL MEETING

- 20.1 Fish Mainland must hold an AGM once every year at such time, date and place as the Board determines but not more than fourteen (14) months after the last AGM.
- 20.2 Notice of an AGM shall be sent to each Ordinary Member and each appointed delegate of a Financial Member not less than thirty (30) days prior to the date of the meeting. Such notice shall include the agenda for the AGM, notification of the candidates and proxy and absentee voting forms.
- 20.3 Fish Mainland shall notify all Ordinary Members and appointed delegates of Financial Members not less than twenty-eight (28) days prior to the date of the AGM of the impending vacancies for Director positions to be elected by Members at the AGM and invite all eligible Members to nominate for the Director positions.
- 20.4 The AGM shall transact the following business:
- (a) Receive and if approved adopt the annual report of Fish Mainland and a statement of the accounts of Fish Mainland, together with Fish Mainland's financial statements and auditor's report, if any;

- (b) Elect Directors to vacant Board positions in accordance with Rule 10.8; and
 - (c) Deal with any special business which may have been placed on the agenda for the AGM by the Directors, Ordinary Members or appointed delegates of Financial Members.
- 20.5 Any special business which Members wish to include on the agenda for an AGM shall be given in writing to the CEO at least twenty (20) days prior to that meeting.
- 20.6 For the purpose of voting, each Ordinary Member who is eligible to vote and appointed delegate of each Financial Member has only one vote at an AGM.
- 20.7 Ordinary Members and appointed delegates of Financial Members may:
- (a) Appoint a proxy for any AGM by providing in writing the name of that proxy to the CEO at least ten (10) days prior to the meeting; and
 - (b) Exercise an absentee vote, provided the postal or electronic voting form prescribed by the Board from time to time is delivered to the CEO at least twenty-four (24) hours prior to the AGM.
- 20.8 The method of voting shall be carried out at the discretion of the Chairperson and may include the right to decide by secret ballot.

21. SPECIAL GENERAL MEETING

- 21.1 A SGM shall be convened by the Board not more than forty (40) days after receipt by the Board of a request in writing which specifies the object of the meeting and is signed by not less than:
- (a) 25 percentage of the total number of Ordinary Members and appointed delegates of Financial Members; or
 - (b) Four (4) Directors.
- 21.2 A SGM may be convened at any time by resolution of the Board.
- 21.3 To convene a SGM under Rules 21.1 and 21.2, the Board must issue to Ordinary Members and appointed delegates of Financial Members a notice of SGM not less than fourteen (14) days before the date of such meeting and that notice shall specify the business to be conducted at such meeting.
- 21.4 The SGM must only deal with the business for which the SGM is requested.
- 21.5 Any Ordinary Member and appointed delegate of Financial Members unable to attend a SGM may exercise an absentee vote, provided the postal or electronic voting form prescribed by the Board from time to time is delivered to the CEO at least twenty-four (24) hours prior to the meeting.

22. PROXIES

- 22.1 An Ordinary Member who is eligible to vote and appointed delegate of Financial Members unable to attend a General Meeting may appoint a proxy. A proxy need not be a Member.

- 22.2 The proxy shall be given in a form as approved by the Board. The instrument appointing a proxy shall be under the hand of the appointer or his or her agent duly authorised, in writing, dated and signed.
- 22.3 Fish Mainland shall be obliged to give effect to the appointment of a proxy, provided the instrument appointed such proxy, under which it is signed or a duly certified copy thereof, shall have been delivered to Fish Mainland prior to the General Meeting with the timeframe stated in this Constitution.

23. ELECTRONIC PARTICIPATION IN MEETINGS

- 23.1 A notice and any other communication regarding a Board Meeting or General Meeting to be held may be conducted by email or other electronic communication.
- 23.2 A Board Meeting or General Meeting may be conducted entirely by electronic communication or one or more members to participate by electronic communication in all or part of a meeting that is being held in person, provided that the electronic communication employed ordinarily enables participants in the meeting to communicate concurrently with each other without an intermediary and to participate effectively.
- 23.3 The notice of such meeting must inform Members of the availability of that form of participation and provide any necessary information to enable Members or their proxies to access the available medium or means of electronic communication.
- 23.4 A resolution signed by the requisite majority or percentage of Members who were connected electronically shall be deemed to have been passed on the date on which the resolution was signed by the Member last to sign it (unless a statement to the contrary is made in that resolution).

24. QUORUM

- 24.1 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be twelve (12) Ordinary Members who are eligible to vote and appointed delegates of Financial Members. The quorum must be present at all times during the meeting.
- 24.2 If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board, and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

25. MANAGEMENT OF FISH MAINLAND

- 25.1 The Board shall have the power to appoint a CEO as required and to suspend or dismiss the CEO and pay them for services rendered.
- 25.2 The Board shall direct the CEO in the requirements of their duties, but individual Directors may not issue instructions to employees of Fish Mainland unless as directed by the Chairperson.

- 25.3 The CEO shall be responsible for the day-to-day running of Fish Mainland as directed by the Board.
- 25.4 The CEO shall have custody of all records, books, documents and securities of Fish Mainland.
- 25.5 The CEO shall keep and maintain a Membership Register in which shall be entered the full name, address, type of membership, the date of entry of each Member and any other details about each Member as agreed by that Member.
- 25.6 Fish Mainland, shall, in collecting personal information from individuals for the Register, seek the consent of the person concerned and at all times comply with the requirements of the Privacy Act 1993.
- 25.7 Fish Mainland must at all times keep the Register and any other information about identifiable individuals confidential, unless the consent of the person concerned is granted.
- 25.8 The CEO shall keep in up-to-date condition the Constitution of Fish Mainland and upon request shall make the Constitution available for the inspection of any Member and any member of the New Zealand public.
- 25.9 The CEO shall maintain a record of the names and postal or residential addresses of any persons who hold office of Fish Mainland, including all Directors and persons authorised to use the common seal.
- 25.10 The CEO shall prepare and present at each Board meeting a financial report for the period from the previous Board meeting showing creditors, debtors and monies received and shall keep proper books of account of such income and expenditure.
- 25.11 The CEO shall in February of each year draw up a budget for approval by the Board to demonstrate the anticipated income and expenditure of Fish Mainland for the following Financial Year.
- 25.12 The Board shall present a complete financial report of Fish Mainland to the AGM.
- 25.13 An Ordinary Member and any appointed delegate of Financial Members may at any reasonable time inspect without charge ratified books, documents records and securities of Fish Mainland.

26. INDEMNITY

- 26.1 Fish Mainland shall indemnify every member of the Board, the CEO and other officers and employees of Fish Mainland in respect of all liability arising from the proper performance of their functions connected with Fish Mainland.

27. MINUTES OF MEETINGS

- 27.1 The CEO must cause proper minutes of all proceedings of all General Meetings and Board meetings to be taken and then to be entered within thirty (30) days after the holding of each General Meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

- 27.2 The Chairperson must ensure that the minutes taken of a General Meeting or Board meeting under Rule 27.1 are checked and signed as correct by the Chairperson of the General Meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Board meeting, as the case requires.
- 27.3 When minutes have been entered and signed as correct under this Rule 27, they are, until the contrary is proved:
- (a) Evidence that the General Meeting or Board meeting to which they relate (in this Rule 27.3 called "the meeting") was duly convened and held;
 - (b) All proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) All appointments or elections purporting to have been made at the meeting have been validly made.

28. AUDITOR

- 28.1 A Chartered Accountant (CA) or Certified Public Accountant (CPA) shall be appointed at each AGM and shall audit the books of accounts and financial statements prepared by the CEO and issue an auditor's report for the following AGM.
- 28.2 Any deficiencies or irregularities to which the CA or CPA refers shall be addressed by the appropriate committee and assessed at the next Board meeting following the presentation of the auditor's report.
- 28.3 If the appointed CA or CPA is unable to undertake the duties for which he or she is appointed, the Board shall appoint another CA or CPA.

29. COMMON SEAL

- 29.1 The common seal of Fish Mainland shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the Chairperson and another Board Member.

30. AMENDMENT TO CONSTITUTION

- 30.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting. No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit Objects, personal benefit prohibition or the winding-up rules of Fish Mainland. This Rule must not be removed from this Constitution and must be included in any alteration of, addition to or revision of the Constitution.