



**SEAFOOD INDUSTRY VICTORIA**  
*fishing for the community*

**SEAFOOD INDUSTRY VICTORIA INC.**

# **RULES**

As adopted on 29 April 2022

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## 1. Definitions and interpretation

### 1.1 Definitions

In these Rules:

**Absolute Majority** means a majority of the Directors holding office and entitled to vote at the relevant time (as distinct from a majority of Directors present at a meeting of the Board).

**Access Licence** means a licence issued under s38 of the Fisheries Act in respect of which a peak body levy is paid for the funding of SIV under the Industry Partnership Agreement with the Victorian Fisheries Authority.

**Act** means the *Associations Incorporation Reform Act 2012 (Vic.)*.

**AGM** means a General Meeting convened under rule 5.1(a).

**Aquaculture Licence** means a licence issued under s43 of the Fisheries Act where a peak body levy is paid for the funding of SIV under the Industry Partnership Agreement with the Victorian Fisheries Authority.

**Associate Member** means a person who is admitted as, and maintains the person's status as, a member of SIV under rules 4.3 and 4.7.

**Association** means any entity incorporated under the Act whose members as a whole have substantial involvement in, or contribution to, the Fishing Industry, and whose purposes are, in the reasonable opinion of the Board, generally consistent with the purposes of SIV.

**Board** means the board of management of SIV as constituted under these Rules.

**Business** means a sole trader, Company or other body corporate (other than an Association or a Co-operative) who has a substantial involvement in, or contribution to, the Fishing Industry, and whose purposes are, in the reasonable opinion of the Board, generally consistent with the purposes of SIV.

**Business Day** means a day which is not a Saturday, Sunday, bank holiday or public holiday:

- (a) for the purpose of sending or receiving a notice – in the city where the notice is intended to be received; and
- (b) for all other purposes – in Melbourne.

**By-law** means a by-law of SIV made under rule 16.

**Chair** means the chair of the relevant meeting under rule 5.6 or 7.8 (as the case may be).

**Company** means any entity incorporated under the Corporations Act.

**Co-operative** means any entity registered as a co-operative under the *Co-operatives National Law* whose members as a whole have a substantial involvement in, or contribution to, the Fishing Industry, and whose purposes are, in the reasonable opinion of the Board, generally consistent with the purposes of SIV.

**Corporations Act** means the *Corporations Act 2001* (Cth.)

**Chief Executive Officer** means the person appointed to that salaried office of SIV under rule 8.2.

**Committee** means a committee constituted by the Board under rule 8.3.

**Director** means a member of the Board.

**Financial Year** means any 12 month period from 1 July to 30 June.

**Fisheries Act** means the *Fisheries Act 1995* (Vic.).

**Fishery** means a fishery as defined by reference to any one or more of the matters in ss7(2)(a) to (j) of the Fisheries Act.

**Fishing Industry** means the catching, farming, manufacturing, wholesaling, marketing, processing, trading or retailing of fish, fish products or other aquatic or marine resources in Victoria on a commercial basis.

**Fish Receiver's Licence** means a licence issued under s41 of the Fisheries Act where a peak body levy is paid for the funding of SIV under the Industry Partnership Agreement with the Victorian Fisheries Authority.

**General Meeting** means a general meeting of Members convened under rule 5.2.

**Independent** in relation to the position of a proposed or incumbent Director means that in the reasonable opinion of the Board, the person:

- (a) does not have a material interest, position, association or relationship with an;
- (b) is not, and has not in the last 3 years been, an employee or officer of an;  
or
- (c) does not have, and has not in the last 3 years had, a material personal relationship with a person who has a material interest, position, association or relationship with an,

entity that is, or is eligible to apply to become, a Voting Member.

**Insolvency Event means**, in relation to:

- (a) a natural person:
  - (1) the person is placed into bankruptcy or an order is made by a court or an application is made to a court for an order or the person gives notice of its intention that the person be placed into bankruptcy;

- (2) a trustee in bankruptcy is appointed in respect of the person or any property of the person or an application is made to a court for an order that a trustee in bankruptcy be appointed in respect of the person or any property of the person;
  - (3) the person is, or states that the person is or may become, unable to pay the person's debts as and when they fall due; or
  - (4) anything analogous or having a substantially similar effect to any of the events specified above happens under the law of any applicable jurisdiction; or
- (b) a person who is not a natural person – being in liquidation or provisional liquidation or under administration, having a controller (as defined in the Corporations Act) or analogous person appointed to it or any of its property, being taken under s459F(1) of the Corporations Act to have failed to comply with a statutory demand, being unable to pay its debts or otherwise insolvent, ceasing to be of full legal capacity or otherwise becoming incapable of managing its own affairs for any reason, the taking of any step that could result in the person becoming an insolvent under administration (as defined in s9 of the Corporations Act), entering into a compromise or arrangement with, or assignment for the benefit of, any of its members or creditors, or any analogous event under the law of any applicable jurisdiction.

**Licence** means an Access Licence, an Aquaculture Licence or a Fish Receiver's Licence.

**Licence Holder** means a person who holds a Licence.

**Member** means an entity which, at the relevant time, is either a Voting Member or an Associate Member.

**Official** means a Director, former Director, and such other persons as the Board determines.

**Register of Members** means the register of SIV's Members maintained under s56 of the Act and rule 4.5.

**Secretary** means the secretary of SIV appointed under rule 8.

**SIV** means Seafood Industry Victoria Inc.

**Special Resolution** means a resolution that requires not less than three quarters of the Members voting at a General Meeting to vote in favour of the resolution.

**Voting Member** means a person who is admitted as, and maintains the person's status as, a member of SIV under rules 4.1(b) and 4.7.

## 1.2 Interpretation

In these Rules:

- (a) a reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being;
- (b) the following principles apply:
  - (1) words importing the singular include the plural and vice versa;
  - (2) words importing a gender include every other gender;
  - (3) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
  - (4) a reference to a person includes that person's successors and legal personal representatives;
  - (5) a reference to a statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances or by laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;
  - (6) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
  - (7) unless the context otherwise requires – the term **resolution** includes a **Special Resolution**;
  - (8) where in these Rules period of time is expressed to:
    - (A) begin on, or to be reckoned from, a particular day, that day must not be included in the period; or
    - (B) to end on, or to be reckoned to, a particular day, that day must be included in the period; and
  - (9) if an act required under these Rules to be done by a person on or by a given day is done after 5:00 pm on that day, it is taken to be done on the next Business Day;
- (c) headings and bold type are for convenience only and do not affect interpretation;
- (d) specifying anything in these Rules after the words **including, includes** or **for example** or similar expressions does not limit what else is included unless there is express wording to the contrary; and

- (e) a Member is taken to be present in person at a General Meeting if the Member is present in person or by proxy.

### 1.3 Exercise of powers

- (a) Where these Rules provide that a person or body may do a particular act or thing and the word **may** is used, the act or thing may be done at the absolute discretion of the person or body.
- (b) Where these Rules confer a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power:
  - (1) exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing; and
  - (2) to do the act or thing from time to time.
- (c) Where these Rules confer a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (d) Where these Rules confer a power to make appointments to any office or position other than member of the Board, the power is, unless the contrary intention appears, to be taken to include a power:
  - (1) to appoint a person to act in the office or position until a person is appointed to the office or position;
  - (2) subject to any contract between SIV and the relevant person and any applicable industrial law, to remove or suspend any person appointed, with or without cause; and
  - (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (e) Where these Rules confer a power or impose a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (f) Where these Rules confer a power or impose a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (g) Where these Rules confer power on a person or body to delegate a function or power:
  - (4) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;



- (5) the delegation may be either general or limited in any manner provided in the terms of delegation;
- (6) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
- (7) the delegation may include the power to delegate;
- (8) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
- (9) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

#### **1.4 Resolution of issues or disputes related to interpretation**

The Board may, in its absolute discretion, resolve or determine any issue or dispute in relation to:

- (a) the interpretation or application of these Rules and any By-laws; or
- (b) the rights, discretions, duties or obligations of persons under these Rules and any By-laws,

and any such resolution or determination is final and binding on all affected persons, and must be given full effect.

## **2. Name**

The name of the incorporated association is Seafood Industry Victoria Inc.

## **3. Purposes and powers**

### **3.1 Purposes**

The purposes of SIV are:

- (a) to promote the development of Victoria's fishing and aquaculture industries;
- (b) to promote, encourage and develop Victoria's commercial seafood industry and persons and groups involved in it; and
- (c) to promote, engage in, encourage and assist research, conservation and other activities beneficial to the interests, persons and groups of the Victorian commercial seafood industry generally.

### **3.2 Powers**

- (a) Subject to the Act, SIV has power to do all things necessary, incidental or conducive to achieve its purposes.
- (b) Without limiting rule 3.2(a), SIV may:
  - (1) acquire, hold and dispose of real or personal property;
  - (2) open and operate accounts with financial institutions;
  - (3) invest its money;
  - (4) raise and borrow money on any terms and in any manner as it thinks fit;
  - (5) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (6) appoint agents to transact business on its behalf; and
  - (7) enter into any other contract it considers necessary or desirable.
- (c) SIV may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **4. Membership**

### **4.1 Classes of membership**

- (a) There are 2 classes of membership of SIV being:
  - (1) Voting Members; and
  - (2) Associate Members.
- (b) Each membership year correlates to a Financial Year.
- (c) A Member's membership of SIV cannot be transferred or transmitted to another person.

### **4.2 Eligibility to become and maintain status as a Voting Member**

A person who is a separate legal entity which falls within any of the following descriptions is eligible to become and remain a Voting Member:

- (a) a Licence Holder;
- (b) an Association;
- (c) a Co-operative; or
- (d) a Business.

#### **4.3 Eligibility to become and maintain status as an Associate Member**

A person who is a separate legal entity and has a significant interest in supporting the Fishing Industry and supports the purposes of SIV as set out in rule 3.1, is eligible to become and remain an Associate Member.

#### **4.4 Application for membership and non-transferability**

- (a) An application for membership must be made in writing to the Secretary on the application form, as specified in the relevant By-law, with any entrance fee determined under rule 4.10(b) and annual subscription determined under rule 4.10(c) applicable at the time of application accompanying the application.
- (b) The Secretary must refer an application for membership to the next meeting of the Board.
- (c) The Board must determine whether to reject or approve the application for membership.
- (d) The Board has the right to request additional information from any applicant for membership if the Board is of the view there is insufficient or inadequate information to assist the Board in making a decision on the application.
- (e) Where:
  - (1) a request for information is made under rule 4.4(d); or
  - (2) any entrance fee and annual subscription applicable at the time of application has not been paid in full,the Board is not required to deal further with the application until:
  - (3) any reasonable request of the Board has been met to the satisfaction of the Board; and/or
  - (4) any entrance fee and annual subscription applicable at the time of application have been paid in full.
- (f) If an application is approved by the Board by resolution, the Secretary must notify the applicant in writing as soon as practicable that membership has been approved.
- (g) The Secretary must as soon as practicable after approval of an application for membership enter the Member's details in the Register of Members, and the membership commences from the time that entry is made.
- (h) If an application is rejected by the Board by resolution, the Secretary must notify the applicant in writing as soon as practicable that membership has been rejected. In the case of an applicant applying to become an Associate Member, there is no requirement to give reasons for the decision.
- (i) A resolution of the Board rejecting an application to become an Associate Member is final and no further application by that applicant to become an

Associate Member may be considered before twelve months after the date of rejection.

(j) Where an application to become a Voting Member is rejected, the written notice as required in rule 4.4(h) must contain the following additional information:

- (1) the grounds for the rejection;
- (2) the date of a subsequent Board meeting to be held within the next 10 to 90 days;
- (3) the place and time of that Board meeting; and
- (4) notice that the rejected applicant may do either, but not both, of the following:
  - (A) at least 72 hours before the Board meeting, give notice to the Secretary that the applicant wishes to attend the Board meeting to address the Board, for up to 15 minutes, regarding why the rejection resolution should be revoked; or
  - (B) at least 72 hours before the Board meeting, give to the Secretary a written statement of less up to 1,000 words (containing nothing defamatory), regarding why the rejection resolution should be revoked,

but if the applicant does not give any such notice within the required timeframe, the initial resolution to reject the application is deemed to be confirmed.

(k) At any meeting of the Board held in accordance with rules 4.4(j)(2) and (3), the Board:

- (1) must give the applicant an opportunity to be heard;
- (2) must give due consideration to any written statement lodged by the applicant;
- (3) ensure that no Director participating in part of the meeting has any actual or perceived bias in relation to the subject matter; and
- (4) determine whether to confirm or revoke the initial Board resolution rejecting the applicant's application.

(l) If at any Board meeting held in accordance with rules 4.4(j)(2) and (3), the Board:

- (1) confirms the initial resolution to reject the application, or the initial resolution is deemed confirmed under rule 4.4(j)(4):
  - (A) the Secretary must notify the applicant in writing as soon as practicable that the membership rejection has been confirmed and that no further appeal may be made; and

- (B) no further application by that applicant to become a Voting Member may be considered before 2 years after the date of confirmation (unless, in a specific case, the Board decides otherwise); or
- (2) revokes the initial resolution to reject the application – the Secretary must:
  - (A) notify the applicant in writing as soon as practicable that the membership rejection has been revoked; and
  - (B) enter the Member's details in the Register of Members under rule 4.5, and the membership commences from the time that entry is made.

#### **4.5 Register of Members**

- (a) The Secretary must maintain the Register of Members.
- (b) The Register of Members must contain:
  - (1) the name, postal and email address, telephone number, the date of admission to membership, and the class of membership of each Member; and
  - (2) the date on which the membership ceased for each former Member.
- (c) Those parts of the Register of Members that the Act specifically requires SIV to maintain must be made available for inspection by any Voting Member by request at SIV's registered office during reasonable business hours.

#### **4.6 Power to request information**

- (a) The Board may request information and documentation reasonably required by it from a Member from time to time in respect of that Member's continuing eligibility for membership.
- (b) If a Member fails to comply with a request from the Board under rule 4.6(a) within 10 days of such request, or such further time as may be permitted, without limiting rule 4.8(a)(7)(B), that Member's membership is immediately suspended until full compliance is made.

#### **4.7 Rights, discretions, duties and obligations of Members**

- (a) A Voting Member has the rights, discretions, duties and obligations set out in the Act and these Rules.
- (b) An Associate Member has the rights, discretions, duties and obligations set out in the Act and these Rules, provided that (subject only to the Act) and notwithstanding any other provision in the Rules, an Associate Member:
  - (1) is entitled to attend any General Meeting;
  - (2) is not entitled to vote at any General Meeting;

- (3) is not entitled to have access to any books, records or documents of SIV; and
- (4) has such additional rights, discretions, duties and obligations as may be determined and varied by the Board from time to time.

#### **4.8 Resignation & termination of membership**

- (a) A Member's membership of SIV terminates immediately upon:
  - (1) the Secretary receiving notice of resignation in writing signed by the Member;
  - (2) the Member being expelled under these Rules;
  - (3) in the case of a Voting Member – the Member ceasing to be an Association, Co-operative or Company;
  - (4) in the case of a Member who is a natural person – the Member dies;
  - (5) the Member experiencing an Insolvency Event;
  - (6) the Member becoming a person who would be ineligible to be admitted to membership in that Member's class of membership;
  - (7) the Member failing to:
    - (A) make payment of the Member's annual subscription by 31 August in the relevant membership year; or
    - (B) provide information or documentation in accordance with these Rules within 30 days of a request in writing for that information or documentation;
  - (8) where the Member is a Licence Holder – the Member ceases to be subject to a peak body levy under the Fisheries Act for the funding of SIV under the Industry Partnership Agreement with the Victorian Fisheries Authority; or
  - (9) the Member becoming, in the reasonable opinion of the Directors, uncontactable, and the Directors, as a consequence, determining that the Member's membership terminates.

#### **4.9 Expulsion and suspension of a Member**

- (a) If the Board is of the opinion (in its absolute discretion) that a Member, member (or equivalent) of a Member, or any officer or employee of that Member or member (or equivalent):
  - (1) has refused or neglected to comply with these Rules or any By-law (including any By-law relating to standards of conduct expected of Members);
  - (2) has acted in a manner which is contrary to the interests of SIV;

- (3) has brought SIV into disrepute; or
  - (4) has engaged in conduct which is unbecoming of a Member,
- in any capacity, the Board may by resolution:
- (5) expel that Member from SIV;
  - (6) suspend the Member's membership for a specified period of up to twelve months; or
  - (7) fine that Member a sum determined by the Board but not exceeding \$500.
- (b) The Secretary must as soon as practicable notify the affected Member in writing of a resolution passed under rule 4.9(a).
- (c) Where a Member receives a notice under rule 4.9(b) informing the Member of an expulsion, the written notice must contain the following additional information:
- (1) the grounds for the expulsion;
  - (2) the date of a subsequent Board meeting to be held within the next 10 to 90 days;
  - (3) the place and time of that Board meeting; and
  - (4) notice that the Member may do either, but not both, of the following:
    - (A) at least 72 hours before the Board meeting, give notice to the Secretary that the Member wishes to attend the Board meeting to address the Board, for up to 15 minutes, regarding why the expulsion resolution should be revoked; or
    - (B) at least 72 hours before the Board meeting, give to the Secretary a written statement of less up to 1,000 words (containing nothing defamatory), regarding why the expulsion resolution should be revoked,
- but if the Member does not give any such notice within the required timeframe, the initial expulsion resolution is deemed to be confirmed.
- (d) At any meeting of the Board held in accordance with rules 4.9(c)(2) and (3), the Board:
- (1) must give the Member an opportunity to be heard;
  - (2) must give due consideration to any written statement lodged by the Member;
  - (3) ensure that no Director participating in part of the meeting has any actual or perceived bias in relation to the subject matter; and

- (4) determine whether to confirm or revoke the initial Board resolution expelling the Member.
- (e) If at any Board meeting held in accordance with rules 4.9(c)(2) and (3) , the Board:
  - (1) confirms the initial resolution to expel the Member, or the initial expulsion resolution is deemed confirmed under rule 4.9(c)(4):
    - (A) the Secretary must notify the Member in writing as soon as practicable that the expulsion has been confirmed and that no further appeal may be made; and
    - (B) no application by that former Member to become a Member may be considered before 2 years after the date of confirmation (unless, in a specific case, the Board decides otherwise); or
  - (2) revokes the initial resolution to expel the Member – the Secretary must notify the Member in writing as soon as practicable that the expulsion has been revoked.
- (f) A Member cannot appeal a notice under rule 4.9(b) informing the Member of a suspension or fine.
- (g) Any suspension imposed on a Member's membership under rule 4.6(b), 4.9(a) or 4.10(g) has the effect of preventing the Member from exercising any rights or discretions of membership whilst the suspension remains in effect, but all of the Member's duties and obligations of membership remain binding upon the Member.
- (h) A suspension imposed on a Member's membership under rule 4.9(a)(6) may be lifted early by the Board (in its absolute discretion).

#### **4.10 Entrance fee, annual membership fee and renewal of membership**

- (a) No Member or applicant for membership who is a Licence Holder is obliged to pay an entrance fee or an annual membership fee.
- (b) The entrance fee for a class of membership is the amount (if any) as determined by the Board from time to time.
- (c) The annual membership fee for a class of membership is an amount as determined by the Board from time to time.
- (d) The annual membership fee for a class of membership will be determined having regard to such factors as the Board sees fit and need not be the same for each class of membership, or for those Members within a class of membership.
- (e) The Board has the discretion to pro rata the annual membership fee where an application for membership is accepted part way through the Financial Year.



- (f) Any applicable annual membership fee becomes due by a Member on 1 July, and is payable on or before 31 July in that year.
- (g) Where a Member has not:
  - (1) paid the Member's annual membership fee by the time payable under rule 4.10(f); or
  - (2) provided any information requested under rule 4.10(h) 15 days of the date of the request,that Member's membership is immediately suspended until full compliance is made.
- (h) Around each 30 June, SIV may request that a Member who is obliged to pay an annual subscription provide written:
  - (1) confirmation of the name, postal and email address, and telephone number of the Member; and
  - (2) in the case of an Association, Co-operative or Business:
    - (A) details of the name, postal and email address, and telephone number of each member of the committee, board of management or controller of that Member noting any office held; and
    - (B) details of any changes to its constituent documents since SIV last made a request;
- (i) A renewal of membership for a Member for a new Financial Year is to be treated as a fresh application for membership, and these Rules, including rules 4.2, 4.3, 4.4, 4.5 and 4.6, apply to that renewal process.

## **5. General Meetings and resolutions of Members**

### **5.1 AGMs**

- (a) The Board must call and hold an annual general meeting within 4 calendar months of the end of a Financial Year.
- (b) The business of an AGM may include any of the following even if (other than in the case of special business) not included in the notice convening the AGM:
  - (1) to confirm the minutes of the last AGM and of any General Meeting held since that last AGM. Any discussion concerning the minutes is restricted to the accuracy of those minutes;
  - (2) to receive and consider the financial statements and annual report for the last Financial Year
  - (3) to announce the results of elections to the Board; and

- (4) to deal with any special business notice of which has been given in accordance with these Rules.

## **5.2 Calling General Meetings and utilising technology**

- (a) The Chairperson or any 3 Directors may, whenever they think fit, call and arrange to hold a General Meeting.
- (b) A General Meeting may be called and arranged to be held only as provided by rule 5.2 or 5.4.
- (c) The Directors may:
  - (1) change the venue for or postpone any General Meeting; or
  - (2) cancel a General Meeting called under rule 5.2.
- (d) A General Meeting may be held using one or more technologies that give Members as a whole a reasonable opportunity to participate in the General Meeting without being physically present in the same place. The Directors may determine the arrangements for such a General Meeting (by a By-law or otherwise).
- (e) A Member participating in a General Meeting as permitted under rule 5.2(d) is taken to be present at the General Meeting and, if the Member is a Voting Member and votes at the meeting, is taken to have voted in person.

## **5.3 Notice of General Meetings**

- (a) The notice of a General Meeting must:
  - (1) specify the location and/or modality of the meeting (e.g. in-person, by technology or a combination), date and time;
  - (2) indicate the general nature of each item of business to be considered at the General Meeting; and
  - (3) if a Special Resolution is to be proposed:
    - (A) state in full the proposed resolution; and
    - (B) state the intention to propose the resolution as a Special Resolution.
- (b) The notice must be in writing (including by electronic means) and give Members at least 21 days notice of the General Meeting.
- (c) The notice must also include:
  - (1) a proxy form, including the closing time for nominating a proxy; and
  - (2) a nomination form for election to the Board, including the closing date for nominations; and

- (3) the email or postal address for return of proxy forms and nomination forms.
- (d) The must be issued by email (or post only in the case of a Member not having an email address in the Register of Members).
- (e) Proxy forms may be received by email or mail before the closing time for nominating a proxy.
- (f) Nomination forms may be received by email or mail before the closing date for nominations.
- (g) No business other than that sent out in the notice of a General Meeting may be conducted at that General Meeting.
- (h) A Voting Member may requisition business to be included in a notice of General Meeting by providing notice in writing of that business (including specific wording of any proposed resolution and supporting statements for it) no less than 42 days prior to the next scheduled General Meeting. Any requisition received within that 42 day period need only be included in the notice of the next succeeding General Meeting.
- (i) The non-receipt of notice of a General Meeting by, or a failure to give notice of a General Meeting to, any person entitled to receive notice of a General Meeting does not invalidate any act, matter or thing done or resolution passed at the General Meeting if:
  - (1) the non-receipt or failure occurred by accident or error;
  - (2) in the case of a resolution passed – the non-receipt or failure would not have resulted in the resolution not being passed; or
  - (3) before or after the General Meeting, the person:
    - (A) has waived or waives notice of that Gen Meeting, or attends the General Meeting; or
    - (B) has notified or notifies SIV of the person's agreement to that act, matter, thing or resolution by notice in writing to SIV.

#### **5.4 Convening a General Meeting by Voting Members**

- (a) The Board must call and hold a General Meeting on request of not less than 40 per cent of Voting Members.
- (b) The General Meeting request must:
  - (1) state the business to be transacted at the meeting (including specific wording of any proposed resolution and supporting statements for it); and
  - (2) be signed by each requesting Voting Member and be sent by certified mail to the address of SIV, or by email, on a form each signed by one or more of the Voting Members. The request is deemed received on

the date when a signed form has been received from each requesting Voting Member.

- (c) If the Board does not convene a General Meeting within two months after the date the request is received, the requesting Voting Members may convene a General Meeting to be held not later than three months after the date on which the request was received.
- (d) Notice of the General Meeting must be given in accordance with rule 5.3.

#### **5.5 Quorum at General Meetings**

- (a) No business may be transacted at any General Meeting, other than adjournment of a meeting, unless a quorum of Voting Members is present at the time when the meeting begins its business.
- (b) A quorum is 5 Voting Members entitled to vote at a General Meeting .
- (c) If a quorum is not present within half an hour after the appointed time for the commencement of the General Meeting, or such further time as the majority of Voting Members agree (not being longer than a further half hour), the General Meeting, if convened on the request of Voting Members is dissolved, and in any other case:
  - (1) the General Meeting must be adjourned to a date not more than 14 days after the adjournment;
  - (2) notice of the date, time and place to which the General Meeting is adjourned must be given at the General Meeting and confirmed by written notice given to all Members as soon as practicable after the adjournment; and
  - (3) if within half an hour of the time appointed for the commencement of the adjourned meeting, a quorum is not present, the Voting Members entitled to vote who are present will constitute a quorum.

#### **5.6 Chair of General Meetings**

- (a) The Chairperson must (if present within 15 minutes after the time appointed for the General Meeting and willing to act) preside as Chair at each General Meeting.
- (b) If at a General Meeting:
  - (1) there is no Chairperson;
  - (2) the Chairperson is not present within 15 minutes after the time appointed for the General Meeting; or
  - (3) the Chairperson is present within that time but is not willing to act as Chair,

then the Deputy Chairperson must preside as Chair.

- (c) If at a General Meeting:
  - (1) there is no Chairperson and no Deputy Chairperson;
  - (2) neither the Chairperson or Deputy Chairperson is present within 15 minutes after the time appointed for the General Meeting; or
  - (3) neither the Chairperson or Deputy Chairperson is willing to act as Chair,then the Members present must elect as Chair another Director who is present and willing to act.
- (d) Despite anything in rule 5.6(b) or 5.6(c), if the Chairperson or the Deputy Chairperson later attends a General Meeting, the Chairperson or failing the Chairperson the Deputy Chairperson, provided that person is willing to act, must take over as Chair.

### **5.7 Adjournment of General Meetings**

- (a) The Chair of a General Meeting at which a quorum is present may, with the consent of a majority of Voting Members present at the General Meeting, adjourn the General Meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the General Meeting at which the adjournment took place, except if the General Meeting is adjourned for more than 21 days.
- (b) Without limiting rule 5.7(a), the Chair may request the consent of Voting Members to adjourn a General Meeting:
  - (1) if there is insufficient time to deal with the business at hand; or
  - (2) to give the Voting Members more time to consider an item of business.
- (c) Unless otherwise provided in these Rules it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **5.8 Powers of the Chair at General Meetings**

- (a) The procedure to be followed at a General Meeting must be determined from time to time by the Chair.
- (b) The order of business must be determined from time to time by the Chair.
- (c) The Chair may at any time Chair considers it necessary or desirable for the proper and orderly conduct of the General Meeting:
  - (1) impose a limit on the time that a person may speak on each motion or other item of business and terminate debate or discussion on any business, question, motion or resolution being considered by the General Meeting and require the business, question, motion or resolution to be put to a vote; and

- (2) subject to these Rules, adopt any procedures for casting or recording votes at the General Meeting whether on a show of hands or on a poll, including the appointment of scrutineers.
- (d) The Chair may take any action the Chair considers appropriate for the safety or comfort of persons attending the General Meeting and the orderly conduct of the General Meeting and may refuse admission to, or require to leave and remain out of, the General Meeting any person (including a Member):
  - (1) in possession of a pictorial recording or sound recording device which in the opinion of the Chair may or does cause inconvenience or disruption to the General Meeting;
  - (2) in possession of a placard or banner;
  - (3) in possession of an article considered by the Chair to be dangerous, offensive or liable to cause disruption;
  - (4) who refuses to produce or permit examination of any article or object, or the contents of any article or object, in the person's possession;
  - (5) who, in the opinion of the Chair, behaves or threatens to behave in a dangerous, offensive or disruptive way; or
  - (6) who is not entitled to receive notice of the General Meeting.
- (e) The Chair may delegate the powers conferred by rule 5.8(d) to any person the Chair thinks fit.

## **5.9 Minutes of General Meetings**

- (a) A record of minutes of each General Meeting must be retained electronically.
- (b) The Minutes must be signed by the Chair of the General Meeting at which the proceedings were held.
- (c) Signed minutes are prima facie evidence of the proceedings of the General Meeting including the General Meeting being deemed to have been duly convened and held, and the resolutions recorded in the minutes duly passed or otherwise as recorded.
- (d) The minutes must record the business considered at the General Meeting, any resolution on which a vote is taken and the result of the vote, but should not record other details of the discussion or consideration of the business or resolutions.
- (e) In addition, the minutes of each AGM must include:
  - (1) the financial statements submitted to the Members in accordance with the Act;
  - (2) the certificate signed by 2 Directors certifying that the financial statements give a true and fair view of the financial position and performance of SIV; and

- (3) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

#### **5.10 Voting at General Meetings**

- (a) On any question arising at a General Meeting:
  - (1) subject to rule 5.10(c) each Voting Member who is entitled to vote has one vote; and
  - (2) except in the case of a Special Resolution – the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chair, even if the Chair has a deliberative vote, does not have a casting vote.
- (c) A Voting Member is entitled to vote provided that Voting Member has paid:
  - (1) the Voting Member's annual subscription; and
  - (2) unless the Board determines otherwise – all other monies due to SIV, by the date they become due and payable, and the Voting Member is not otherwise suspended.
- (d) Subject to rule 5.10(e), the Chair may, on the basis of a show of hands, declare that a resolution has been:
  - (1) carried;
  - (2) carried unanimously;
  - (3) carried by a particular majority; or
  - (4) lost:and an entry to that effect in the minutes of the General Meeting is conclusive proof of that fact in the absence of manifest error.
- (e) If a poll is demanded by the Chair or by 5 or more Members on any question prior to the show of hands or immediately after the declaration of the result of the show of hands:
  - (1) the poll must be taken at the General Meeting in the manner determined by the Chair; and
  - (2) the Chair must declare the result of the resolution on the basis of the poll.
- (f) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- (g) A poll demanded on any other question must be taken before or after the close of the General Meeting, at a time determined by the Chair.

## **5.11 Representation at General Meetings**

- (a) A Voting Member who is:
  - (1) an individual – may attend and vote in person or by proxy at a General Meeting; or
  - (2) an Association, a Co-operative, a Company or an other body corporate – may attend and vote only by proxy at a General Meeting. Please consider this
- (b) An Associate Member who is:
  - (1) an individual – may attend in person or by proxy at a General Meeting; or
  - (2) an Association, a Co-operative, a Company or an other body corporate – may attend only by proxy at a General Meeting.
- (c) A proxy may be appointed by using the proxy form provided pursuant to rule 5.3(c)(1), the form set out in any relevant By-law, or any usual form of proxy.
- (d) A Voting Member may only appoint:
  - (1) another Voting Member;
  - (2) the proxy of another Voting Member; or
  - (3) the Chair of the General Meeting,as that Voting Member's proxy.
- (e) An Associate Member may only appoint:
  - (1) another Associate Member;
  - (2) the proxy of another Associate Member; or
  - (3) the Chair of the General Meeting,as that Associate Member's proxy.
- (f) To be valid, a form appointing a proxy must be received by the Secretary no later than 5 Business Days before the day of the relevant General Meeting.

## **5.12 Postal ballots**

- (a) The Board may decide to put any motion or proposal, including the election of Directors, to Voting Members by a postal ballot.
- (b) A postal ballot will be conducted in such manner as the Board determines which may include voting by a combination of mail, telephone and/or email.



- (c) The result of a postal ballot is deemed to be a decision of Voting Members made at a General Meeting.

## **6. The Board**

### **6.1 Numbers of Directors**

- (a) Subject to rule 6.1(b), the Board is comprised of the Chairperson and:
  - (1) a minimum of 7 Directors; and
  - (2) a maximum of 11 Directors.
- (b) A General Meeting may resolve to change the minimum or maximum number of Directors under rule 6.1(a)(1) or 6.1(a)(2) respectively.

### **6.2 Composition on the Board and appointment and election of Directors**

- (a) The Directors and Voting Members must endeavour to ensure that the Board is comprised of persons who represent the fishing industry across the geographic regions of Victoria and the breadth of the supply chain, and include Directors who can contribute thought leadership and influence in areas of advocacy, partnership, and economic growth.
- (b) The Board must undertake an annual review of its composition based on industry needs and a matrix of skills, knowledge, experience and representation, formulate recommendations in relation to Board composition, and communicate the outcomes of that review to Members in the notice of AGM.
- (c) The Board may at any time appoint and remove up to four Directors who must each be Independent at the time of appointment.
- (d) Members may elect up to seven Directors in accordance with these Rules and the relevant By-law prescribing the nomination and election procedure.
- (e) The Board must appoint (and may remove) the Chairperson who must be Independent at the time of appointment.
- (f) The Board may appoint (and may remove) any Director as Deputy Chairperson for any period the Board sees fit.

### **6.3 Eligibility for election**

Any natural person committed to the purposes of SIV is eligible to be elected as a Director under rule 6.2(d) provided:

- (a) the person is, or is an officer or senior executive of, a Voting Member or Associate Member;
- (b) the person has given SIV a signed consent to act as a Director;

- (c) in the opinion of the Board (acting reasonably) the person has suitable qualifications, skills and experience to discharge the functions of a Director (such qualifications, skills and experience to be determined by the Board from time to time);
- (d) the principles set out in rules 6.2(a) and 6.2(b) would be furthered by the person being elected; and
- (e) the person is not disqualified from being a director of a company by the Corporations Act.

#### **6.4 Directors' terms of office**

- (a) A Director appointed under rule 6.2(c) holds office, subject to rules 6.2(c) and 6.5 for a term of 3 years from the date of appointment, but may, subject to rule 6.4(d), be reappointed (provided the person remains Independent at the time).
- (b) A Director appointed under rule 6.2(e) holds office, subject to rules 6.2(e) and 6.5 for a term determined by the Directors, but may, despite rule 6.4(d), be reappointed (provided the person remains Independent at the time).
- (c) A Director elected under rule 6.2(d) holds office, subject to rule 6.5 for a term of 3 years from the date of election, but may, subject to rule 6.4(d), be re-elected (provided the person remains Independent at the time).
- (d) A Director who has held 2 consecutive terms (with the term of an appointment to fill a casual vacancy running for less than 18 months duration not being regarded as a term) may not be re-appointed or re-elected until that person has not been a Director for at least 11 consecutive months.

#### **6.5 Cessation of office**

The office of a Director becomes vacant immediately if the person:

- (a) dies;
- (b) resigns office by notice in writing given to SIV;
- (c) fails to attend more than three consecutive meetings of the Board without excuse acceptable to the Board;
- (d) experiences an Insolvency Event.
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with under a law relation to mental health;
- (f) is convicted on indictment of an offence;
- (g) was appointed by the Directors under rule 6.2(c) or 6.2(e) but ceases to be Independent;
- (h) becomes a person who would be ineligible to be appointed or elected as a Director to that person's particular position as Director at the relevant time;

- (i) otherwise ceases to be a Director by operation of s78 of the Act;
- (j) in the case of an appointed or elected Director – is removed by resolution passed by an Absolute Majority; or
- (k) is removed from office by special resolution passed in General Meeting.

#### **6.6 Casual vacancies**

- (a) In the event of a casual vacancy in the office of a Director:
  - (1) appointed under rule 6.2(c) – the Board may appoint an eligible person to fill that vacancy for a term of 3 years, by ballot conducted in such manner as the Chairperson determines;
  - (2) appointed under rule 6.2(e) – the Board may appoint an eligible person to fill that vacancy for a term of 3 years, by ballot conducted in such manner as the Board determines; or
  - (3) elected under rule 6.2(c) – the Board may, after seeking nominations from Voting Members (although the Board may also consider its own nominees), appoint an eligible person to fill that vacancy for the balance of the term of the Director the appointee replaces.

#### **6.7 Conflicts of interest**

- (a) No Director may be appointed to or attain any paid office of SIV whilst the Director is a Director.
- (b) SIV may not directly or indirectly acquire goods or services from a Director or an associate of a Director for reward where such goods or services can be satisfactorily obtained elsewhere at a similar cost.
- (c) Without limiting a Director's obligations under the Act, any Director who has either directly or indirectly a material personal interest in any contract or arrangement proposed to be made by SIV must disclose his or her interest to the Board as soon as is possible.
- (d) No Director may remain present at any Board meeting during any consideration of or discussion of, or vote on any question with respect to, any contract or arrangement in which the Director has a material personal interest..

#### **6.8 Expense reimbursement but no Directors' fees**

A Director is not entitled to be paid in that capacity, however, notwithstanding rule 6.7, in accordance with any applicable By-law, a Director is entitled to be paid or reimbursed reasonable expenses properly incurred by that Director in connection with the affairs of SIV.

## **7. Powers, duties and proceedings of Directors**

### **7.1 Powers of Directors**

- (a) The Directors are responsible for the management and control of the business and affairs of SIV and may exercise all the powers of SIV (in accordance with these Rules) that are not, by the Act or by these Rules, required to be exercised by the Members in General Meeting.
- (b) The Directors must exercise their powers in accordance with these Rules and any other rules, Regulations, policies and standards adopted by SIV (as amended from time to time).
- (c) Without limiting rule 7.1(a), the Directors may exercise all the powers of SIV to:
  - (1) borrow money;
  - (2) charge any property or business of SIV;
  - (3) issue debentures or give any other security for a debt, liability or obligation of SIV or of any other person; and
  - (4) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

### **7.2 General duties**

- (a) Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- (b) Directors must exercise their powers and discharge their duties:
  - (1) in good faith in the best interests of SIV; and
  - (2) for a proper purpose.
- (c) Directors and former Directors must not make improper use of:
  - (1) their position; or
  - (2) information acquired by virtue of holding their position,so as to gain an advantage for themselves or any other person or to cause detriment to SIV.

### **7.3 Convening of meetings**

- (a) The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit, provided that it meets at least 6 times per year.
- (b) A meeting of the Board may be convened by the Chairperson, the Deputy Chairperson or by written request of any four Directors.

- (c) Other persons, when invited by the Board, may attend a meeting of the Board, but may never vote, and may only speak at the meeting when permitted by the Chair.

#### **7.4 Notice of meetings**

- (a) Notice a Board meeting must be given to each Director no later than 2 days before the date of the meeting. A Director may waive the requirement to receive notice of a Board meeting.
- (b) A notice of a Board meeting must specify:
  - (1) the place, day and time of the meeting;
  - (2) the location and/or modality of the meeting (e.g. in-person, by technology or a combination); and
  - (3) the general nature of the business to be transacted.
- (c) Other business may be transacted at a meeting of the Board provided that a majority of the Directors attending agree.

#### **7.5 Urgent meetings**

- (a) In cases of urgency, a meeting of the Board can be held without notice being given in accordance with rule 7.4 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent meeting must be passed by an Absolute Majority of Directors.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

#### **7.6 Procedure and order of business**

- (a) The procedure to be followed at a meeting of the Board must be determined by the Chair.
- (b) The order of business must be determined by the Chair.

#### **7.7 Quorum**

- (a) A majority of the number of Directors in office at the relevant time constitutes a quorum.
- (b) No business may be transacted at a meeting of the Board unless a quorum is present. A quorum must be present at all times during the meeting.
- (c) If within half an hour of the time appointed for a meeting of the Board a quorum is not present, the meeting must be adjourned to such date, time and location and/or modality as the Directors present determine.
- (d) Notice of any adjourned meeting must be given to each Director.

- (e) Subject to rule 7.7(b), the Board may act notwithstanding any vacancy on the Board.

## **7.8 Chair**

- (a) The Chairperson must (if present within 15 minutes after the time appointed for the meeting of the Board and willing to act) preside as Chair at each meeting of the Board.
- (b) If at a meeting of the Board:
  - (1) there is no Chairperson;
  - (2) the Chairperson is not present within 15 minutes after the time appointed for the meeting of the Board; or
  - (3) the Chairperson is present within that time but is not willing to act as Chair,then the Deputy Chairperson must preside as Chair.
- (c) If at a meeting of the Board:
  - (1) there is no Chairperson and no Deputy Chairperson;
  - (2) neither the Chairperson or Deputy Chairperson is present within 15 minutes after the time appointed for the meeting of the Board; or
  - (3) neither the Chairperson or Deputy Chairperson is willing to act as Chair,then the Directors present must elect as Chair another Director who is present and willing to act.
- (d) Despite anything in rule 7.8(b) or 7.8(c), if the Chairperson or the Deputy Chairperson later attends a meeting of the Board, the Chairperson or failing the Chairperson the Deputy Chairperson, provided that person is willing to act, must take over as Chair.

## **7.9 Voting at meetings of the Board**

- (a) Subject to rule 7.5(b), a resolution of Directors is passed if a majority of the Directors present and entitled to vote, vote in favour of the resolution.
- (b) Each Director has one vote on a matter arising at a meeting of the Board.
- (c) Where the votes cast on a motion are equal, the Chair of the meeting has a second or casting vote. The Chair has sole discretion regarding whether and how to use the casting vote.
- (d) A Director may attend and vote by proxy at a meeting of the Board if the proxy is another Director, and has been appointed by writing by the appointor.
- (e) An appointment of a proxy for a Director may be general or for any particular meeting or meetings.

- (f) Subject to quorum compliance a meeting may be held notwithstanding any vacancy on the Board.
- (g) Meetings may be held by way of agreed technology and participation by a Director in such a meeting shall be deemed as an attendance.

#### **7.10 Use of technology**

- (a) A Director who is not physically present at a meeting of the Board may participate in the meeting by the use of technology that allows that Director and the other Directors physically present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of these Rules, a Director participating in a meeting of the Board as permitted under rule 7.10(a) is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

#### **7.11 Written resolutions**

- (a) If:
  - (1) all of the Directors have received reasonable notice of a proposed act, matter, thing or resolution; and
  - (2) such number of Directors who are eligible to consider the act, matter, thing or resolution and who together are sufficient to constitute a quorum (or in the case of a motion or question which is required by these Rules to be passed by an Absolute Majority, constitute an Absolute Majority), assent to a document containing a statement to the effect that the act, matter or thing has been done or resolution has been passed,then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Board.
- (b) For the purposes of rule 7.11(a):
  - (1) the meeting is to be taken as having been held on the day on which, and at the time at which, the document was last assented to by one of those constituting that quorum or majority;
  - (2) 2 or more separate documents in identical terms each of which is assented to by one or more of the relevant Directors are to be taken as constituting one document; and
  - (3) a Director may signify assent to a document by signing the document or by notifying SIV of the Director's assent in person or by post, or by telephone or other electronic means.
- (c) Where a Directors signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Board attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

### **7.12 Minutes**

The Secretary must ensure minutes of the resolutions, actions and proceedings of each meeting are kept and stored in a secure electronic format provided for that purpose together with a record of the names of persons present at all meetings. Minutes should not record other details of the discussion or consideration of the:

- (a) business; or
- (b) resolutions considered.

## **8. The Secretary, other officers, Committees and delegations**

### **8.1 Secretary**

- (a) At the first meeting of the Board following an AGM, the Board must determine whether to:
  - (1) appoint the Secretary from amongst the Directors; or
  - (2) appoint the Chief Executive Officer as the Secretary.
- (b) The Secretary of must:
  - (1) perform any duty or function required under the Act to be performed by the secretary of SIV;
  - (2) maintain the Register of Members in accordance with rule 4.5;
  - (3) keep minutes of General Meetings, meetings of the Board and Committee meetings in accordance with these Rules;
  - (4) give notices of General Meetings, meetings of the Board and Committee Meetings in accordance with these Rules;
  - (5) give notices as required by these Rules;
  - (6) do and keep such things as are required of the Secretary from time to time by these Rules or by the Board; and
  - (7) deal with correspondence on behalf of SIV;
  - (8) subject to the Act and these Rules, provide Members with access to those parts of the Register of Members that the Act specifically requires SIV to maintain, and the minutes of General Meetings; and
  - (9) ensure the proper custody of all books, documents, digital files and securities of SIV.

### **8.2 Other officers**

The Directors may appoint a chief executive officer and other officers of SIV.



### **8.3 Provisions applicable to all executive officers**

- (a) A reference in this rule 8.3 to an executive officer is a reference to an officer holding office or appointed under rule 8.1 or 8.2.
- (b) The appointment of an executive officer may be for such period, at such remuneration and upon such conditions as the Directors think fit.
- (c) Subject to any contract between SIV and the relevant executive officer and any applicable industrial law, any executive officer of SIV may be removed or dismissed by the Directors at any time, with or without cause, whether or not the executive officer is also a Director at the time.
- (d) The Directors may:
  - (1) confer on an executive officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Directors) as they think fit;
  - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
  - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (e) An act done by a person acting as an executive officer is not invalidated by reason only of:
  - (1) a defect in the person's appointment as an executive officer; or
  - (2) the person being disqualified to be an executive officer,if that circumstance was not known by the person when the act was done.

### **8.4 Committees**

- (a) The Board has the power to determine which Committees are necessary for good governance of the business of SIV.
- (b) The Board may, by making a committee charter as a By-law, establish a Committee:
  - (1) consisting of such number of Directors (if any) as it thinks fit;
  - (2) consisting of such non-Directors it thinks fit;
  - (3) the chair of which must be a Director unless the relevant By-law requires or allows otherwise;
  - (4) with such persons including non-Directors as observers, as it thinks fit; and
  - (5) with such purposes and functions as set out in the By-law.

- (c) Any non-Director who is a member of a Committee may only vote on that Committee if the relevant By-law permits.
- (d) The Board may, in the relevant By-law or by resolution, delegate any of its powers to a Committee.
- (e) A Committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board given from time to time.
- (f) SIV Committees may include, but are not limited to:
  - (1) a Finance and Audit Committee;
  - (2) a Remuneration and Appointments Committee; and
  - (3) Industry Committees.
- (g) In the case of an Industry Committee, the Board may seek expressions of interest from industry for the establishment of, and participation in, an Industry Committee.
- (h) The provisions of these Rules applying to meetings and resolutions of the Board apply, subject to the relevant By-law, so far as they can and with such changes as are necessary, to meetings and resolutions of a Committee.
- (i) Minutes must be kept of each Committee meeting and a copy must promptly be provided to the Secretary and made available for inspection by any Director after reasonable notice.
- (j) In the case of an Industry Committee – the By-law establishing it must detail policy and procedures for monies, funds or like raised by the Industry Committee, dispute resolution, and compliance with policies, protocols and procedures as determined by the Board from time to time.

#### **8.5 Delegation to individual Directors**

- (a) The Board may delegate any of its powers to one Director.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board given from time to time.

#### **8.6 Validity of acts**

An act done by a person acting as a Director or by a meeting of Directors or a Committee attended by a person acting as a Director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a Director;
- (b) the person being disqualified to be a Director or having vacated office; or

- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the Directors or Committee (as the case may be) when the act was done.

## **9. Financial and administrative matters**

### **9.1 Source of funds**

The funds of SIV may be derived from annual subscriptions, donations, fund-raising activities, grants, interest and any other sources determined by the Board.

### **9.2 No distribution of profit to Members**

- (a) SIV's income and property must be applied solely towards pursuing the SIV's purposes.
- (b) SIV must not pay, transfer or distribute, directly or indirectly, by way of dividend, bonus, or other profit distribution, any of its property to any Member or to any person claiming through that Member.
- (c) SIV may, in good faith, pay:
  - (1) reasonable and proper remuneration to any employee of SIV;
  - (2) subject to these Rules, reasonable and proper amounts to any Member in return for any services actually rendered to SIV;
  - (3) interest at a rate not exceeding interest at the rate for the time being charged by SIV's bankers for money lent to SIV by any Member;
  - (4) reasonable and proper rent for premises let by any Member to SIV; and
  - (5) sums permitted to be paid under rule 6.8,

provided that any payment made to a Member or to any person claiming through that Member has been approved by the Directors.

### **9.3 Management of funds**

- (a) SIV must maintain one or more accounts with a financial institution from which expenditure of SIV is made and into which SIV 's revenue is deposited.
- (b) The Board may approve expenditure on behalf of SIV.
- (c) The Board may authorise the a Director or executive of SIV to expend funds on behalf of SIV (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (d) Subject to any delegation by the Board, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Directors.

- (e) Subject to rule 9.3(f), funds of SIV should, where reasonably practicable, be deposited into an account of SIV no later than 7 days after receipt.
- (f) With the approval of the Board, a Director or executive, may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

#### **9.4 Financial records**

- (a) SIV must keep financial records that:
  - (1) correctly record and explain its transactions, financial position and performance; and
  - (2) enable financial statements to be prepared as required by the Act.
- (b) SIV must retain the financial records for 7 years after the transactions covered by the records are completed.

#### **9.5 Financial statements**

- (a) For each Financial Year, the Board must ensure that the requirements under the Act relating to the financial statements of SIV are met.
- (b) Without limiting rule 9.5(a), those requirements include:
  - (1) the preparation of the financial statements;
  - (2) if required, the review or auditing of the financial statements;
  - (3) the certification of the financial statements by the Board;
  - (4) the submission of the financial statements to the AGM; and
  - (5) the lodgement with the Registrar of Incorporated Associations (under the Act) the financial statements and accompanying reports, certificates, statements and fee.

#### **9.6 Audit**

- (a) An auditor must be appointed by the Board and will hold office, subject to the Act, for the duration of (and subject to) the Board's appointment.
- (b) Auditor fees and expenses will be an amount fixed by the Board.
- (c) An auditor must be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants or anyone else prescribed by the Corporations Act.
- (d) The auditor must conduct an audit after the completion of each Financial Year relating to that Financial Year.
- (e) The auditor is entitled to attend any AGM and to be heard by the Members on any part of the business of the AGM that concerns the auditor in the capacity as auditor.

- (f) SIV must give the auditor notice of each AGM.

#### **9.7 Registered address**

The registered address of SIV is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address – the postal address of the Secretary.

#### **9.8 Submission to jurisdiction**

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Victoria and the Courts which may hear appeals from that Court.

#### **9.9 Prohibition and enforceability**

- (a) Any provision of, or the application of any provision of, these Rules which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, these Rules which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

#### **9.10 Insurance premiums**

SIV may pay, agree to pay or reimburse another person who has paid, a premium in respect of a contract insuring a person who is or has been an Official against a liability incurred by that person as such an Official, except in circumstances prohibited by law.

### **10. Signing documents and no common seal**

- (a) Subject to any delegation by the Board, without limiting its other options, SIV may execute any document (including a deed) if it is signed by 2 Directors.
- (b) SIV will not have a common seal.

### **11. Alterations of these Rules**

These Rules may only be altered by Special Resolution in accordance with the Act.

### **12. Service of notices**

- (a) A notice given under these Rules must be given in writing, and in English.
- (b) A notice may be served on a Member or Director by hand delivery, post or electronic mail.
- (c) A notice deposited at or sent to the last known postal or residential address of a Member or Director is to be treated as duly served at such time as it would usually take for such notice to be delivered.

- (d) Where a notice is sent by electronic mail, it is deemed to have been duly served at the time of transmission (unless a message is received by the sender indicating a failure of delivery).
- (e) The non-receipt of notice of a General Meeting or Board meeting, including notice of postponement or change of venue, does not invalidate anything done or any resolution passed at the meeting if the non-receipt of notice occurred by accident or inadvertence.

### **13. Winding-up**

- (a) SIV may be wound-up or dissolved by Special Resolution.
- (b) Upon the winding-up of SIV or the cancellation of its incorporation, any surplus assets must not be distributed to any Member or former Member, but must be transferred to another fund, authority or institution which, by its constituent documents, is:
  - (1) required to pursue similar purposes to those of SIV; and
  - (2) not carried on for the profit or gain of its individual members,such fund, authority or institution to be determined by the Members by Special Resolution at or before the winding-up and, in default, by application to the Supreme Court of Victoria for determination.

### **14. Access to documents**

- (a) For the purposes of access to minutes of Board and Committee meetings by Voting Members, or other documents of SIV, access will be permitted only in accordance with any relevant By-law, but in the absence of such a By-law, or in a circumstance not covered by the By-law, access will be at the discretion of the Board, and in the exercise of that discretion the Board may rely upon the principles of exemption as set out in the *Freedom of Information Act 1982* (Vic.) as if SIV were an Agency within the meaning of that legislation.
- (b) Any access to documentation is subject to the Act and applicable privacy laws.
- (c) A Voting Member is not entitled to access to SIV's financial records, but any questions in relation to the finances of SIV may be submitted in writing to the Secretary, the response to which will be at the discretion of the Board.
- (d) A Voting Member is entitled to access minutes of General Meetings and to audited financial statements of SIV.
- (e) Notwithstanding any By-law, the Board may refuse to permit a Voting Member to inspect records of SIV that relate to or include any confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of SIV.
- (f) Rules 14(a) to 14(e) are subject to the Act.
- (g) To the extent permitted by law, no Associate Member is entitled to have access to any books, records or documents of SIV.

## 15. Mediation process to manage grievances

- (a) The grievance procedure set out in this rule 15 applies to disputes under these Rules between:
  - (1) a Member and another Member;
  - (2) a Member and SIV.
- (b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of disciplinary action under rule 4.9 until the disciplinary action has been completed.
- (c) The parties to a dispute must meet, and if possible, resolve the dispute within 21 days after the dispute comes to the attention of all parties, unless another timeframe is agreed between the parties.
- (d) If the parties to a dispute are unable to resolve the dispute between themselves within the time determined under rule 15(c), a party to the dispute must within 14 days:
  - (1) notify the Board of the dispute;
  - (2) agree to or request the appointment of a mediator; and
  - (3) attempt in good faith to settle the dispute by mediation.
- (e) The Mediator must be:
  - (1) a person chosen by agreement between the parties; or
  - (2) in the absence of agreement within 14 days:
    - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
    - (B) in the case of a dispute between a Member and SIV, a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (f) A Voting Member can be appointed a mediator.
- (g) A mediator cannot be a Member or party to the dispute.
- (h) The mediator, in conducting the mediation, must:
  - (1) give each party every opportunity to be heard;
  - (2) allow due consideration by all parties of any written statements (not exceeding a reasonable length, and not containing any defamatory material) submitted by any party; and
  - (3) ensure that the principles of procedural fairness are afforded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.

- (j) If the mediation process does not result in the dispute being resolved, any party to it is free to seek to resolve the dispute in accordance with the Act or otherwise at law.

## **16. By-laws**

### **16.1 By-laws are made by the Directors**

- (a) The Directors may from time to time, make, amend, add to, rescind or replace by-laws concerning any aspect of the membership, governance, management, operation or activities of SIV including:
  - (1) any matter these Rules envisage may be regulated by By-laws; and
  - (2) any other matter relevant to SIV that the Directors choose to regulate.
- (b) The Directors should make a By-law in respect of:
  - (1) Members' access to documentation of SIV;
  - (2) standards of conduct expected of Members in relation to matters pertaining to the fishing industry; and
  - (3) each Committee, including its charter and administrative arrangements.

### **16.2 Conflict between these Rules and By-laws**

To the extent of any conflict between these Rules and any By-law, these Rules prevail.

### **16.3 Effectiveness and promulgation of By-laws**

Any By-law, and any amendment, addition, rescission or replacement:

- (a) has effect on and from the date it is made unless otherwise stated in the relevant instrument; and
- (b) must be promulgated to those affected, provided that failure to bring it to the attention of any person does not render it or anything done in accordance with it void, voidable or ineffective.

## **17. Transitional rules**

### **17.1 Directors and officeholders**

Notwithstanding any other provision in these Rules, at and from the time these Rules become effective:

- (a) the Directors are:
  - (1) the Chairperson;
  - (2) Helen Burvill – deemed to be a Director appointed under rule 6.2(c) on, for the purposes of rule 6.4(a), 1 July 2022;



- (3) Tim Rudge – deemed to be a Director appointed under rule 6.2(c) on, for the purposes of rule 6.4(a), 1 July 2021;
- (4) Hilary McNevin – deemed to be a Director appointed under rule 6.2(c) on, for the purposes of rule 6.4(a), 1 July 2020;
- (5) Luke Anedda – deemed to be a Director elected under rule 6.2(d) on, for the purposes of rule 6.4(b), 1 July 2022;
- (6) Matthew Harry – deemed to be a Director elected under rule 6.2(d) on, for the purposes of rule 6.4(b), 1 July 2022;
- (7) Michael Hobson – deemed to be a Director elected under rule 6.2(d) on, for the purposes of rule 6.4(b), 1 July 2022;
- (8) Maria Manias – deemed to be a Director elected under rule 6.2(d) on, for the purposes of rule 6.4(b), 1 July 2022; and
- (9) Barbara Konstas – deemed to be a Director elected under rule 6.2(d) on, for the purposes of rule 6.4(b), 1 July 2021,

and each remaining unfilled position is deemed to be a casual vacancy for the purposes of rule 6.6.

- (b) Joanne Butterworth-Gray – is deemed to be the Chairperson appointed under rule 6.2(e).
- (c) Steven Wojtkiw – is deemed to be the chief executive officer appointed under rule 8.2 and the Secretary appointed under rule 6.2(f).

## **17.2 Members**

Notwithstanding any other provision in these Rules, at and from the time these Rules become effective:

- (a) the Voting Members are each of the persons who were in the:
  - (1) Member Body membership category;
  - (2) Holder Membership Category One membership category; or
  - (3) Holder Membership Category Two membership category,at that time, under the SIV rules in force immediately prior to that time; and
- (b) the Associate Members are each of the persons who were in the Associate Member membership category at that time, under the SIV rules in force immediately prior to that time.

## **17.3 By-laws**

At and from the time these Rules become effective, all by-laws of SIV take effect as By-laws under rule 16.