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1 March 2022

Dear SIV Member and Licence Holders,

NOTICE OF ANNUAL GENERAL MEETING 2021

The 2021 Annual General Meeting of Seafood Industry Victoria Inc. will be held on **Friday 29th April 2022 at 10.00am.**

Due to the current outbreak of Omicron in Victoria the AGM will be held via Zoom videoconference (login details to be provided closer to the date). The AGM will consider the following business:

BUSINESS TO BE TRANSACTED

Ordinary business

- (a) To confirm the minutes of the 2020 Annual General Meeting.
- (b) Presentation of the 2021 Annual Report.
- (c) To receive and consider the Audited financial statements for the 2020-2021 financial year.
- (d) To elect an auditor for the 2021-2022 financial year.
- (e) To announce Board election results. Detailed information regarding the postal ballot for the election of Directors is set out in the Election Information forming part of this Notice.
- (f) To deal with any eligibility disputes regarding nominations for election to the Board.
- (g) To set any entrance fee and annual subscription for the 2021-2022 financial year.
- (h) To deal with any other matter raised that the AGM in accordance with the Rules.

Special business

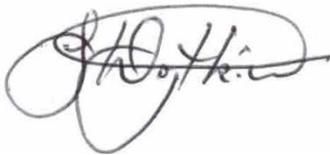
- (i) To consider, and if thought fit to pass, the following resolution as a special resolution:

***THAT** pursuant to Rule 9.1 of the Rules of Seafood Industry Victoria Inc.(SIV), the Statement of Purposes and Rules of SIV are hereby repealed and replaced with the draft Rules tabled at the AGM and initialled by the Chairperson for the purposes of identification.*

To be passed, this special resolution will require the support of at least 75% of the votes cast on it at the AGM. At the AGM a Voting Member is entitled to **one** vote on this resolution, irrespective of that Voting Member's Voting Entitlement under the current Rules of SIV.

Detailed information in relation to the special business is set out in the Explanatory Memorandum forming part of this Notice.

By order of the Board.

A handwritten signature in black ink, appearing to read 'S. Wojtkiw', written over a light blue circular stamp.

Steven Wojtkiw
Chief Executive Officer

PROXIES

A Member entitled to attend and vote at the AGM may appoint a proxy. A proxy may only be another Voting Member.

A proxy appointment must be in the form of Schedule E (which accompanies this Notice).

To be valid, a properly completed proxy appointment must be received by the Secretary no later than **Tuesday 26th April 2022**.

ELECTION INFORMATION

The following information is to assist in the voting process. Please note that this information is expected to relate only to this annual election of Directors (relevant to 2021, because of the delayed AGM). Assuming the proposal to replace the Statement of Purposes and Rules is passed, future elections to the differently constituted Board will take place under the new Rules.

BOARD COMPOSITION

Seafood Industry Victoria Inc.'s Board can have a maximum of 13 directors of whom:

- (a) 7 are persons, elected by the Members, who have a significant and substantial involvement one of the following fisheries:
 - Abalone;
 - Eel, bait, mussel, inlet and inland;
 - Rock lobster and giant crab;
 - Mariculture/aquaculture;
 - Scallop;
 - Ocean access and purse seine; or
 - Trawl and inshore.
- (b) 2 are persons, elected by the Members, who have a significant and substantial involvement in the manufacturing, processing, wholesaling, trading, retailing and marketing aspects of the fishing industry (the secondary sector), provided that at least one of these directors is from the non abalone and non scallop aspects of the secondary sector.
- (c) A maximum of 3 are persons appointed by the Board (including the independent Chairperson).
- (d) One is the Executive Director.

SIV's current Directors are listed in **Attachment A**.

BOARD POSITIONS AVAILABLE FOR ELECTION IN RELATION TO THE 2021 AGM

The following Board positions are available for nomination and election or re-election in relation to the 2021 AGM:

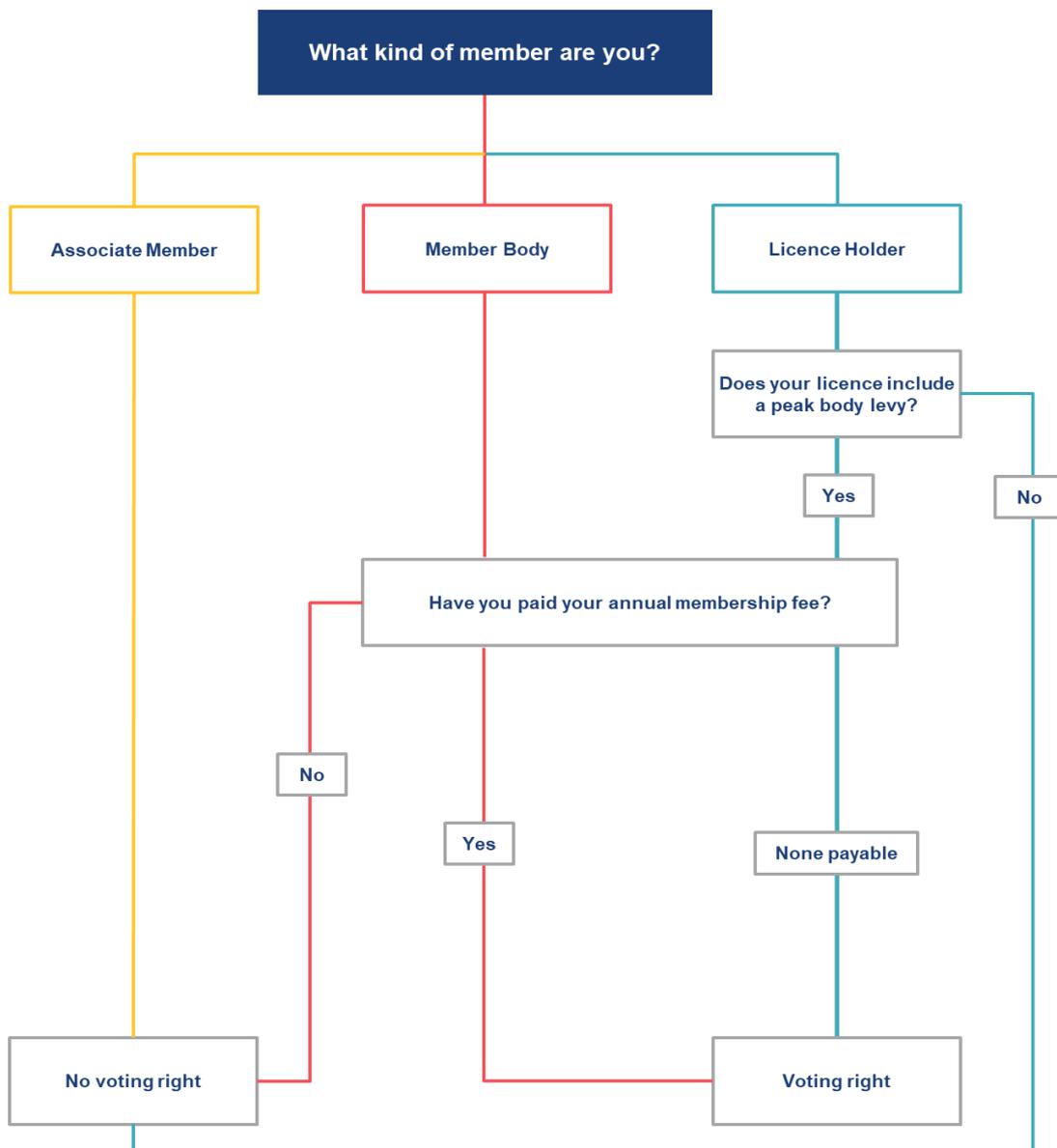
- Ocean access and purse seine;

- Trawl and inshore; and
- The two secondary sector positions.

A Director elected to any of these positions will hold office until the conclusion of the AGM in 2023.

VOTING PROCEDURE

The Member Bodies (being an Association or a Co-operative which is a voting member of SIV) and certain Licence Holders will generally be entitled to vote in the postal ballot (if an election is required to be held). The current nominated delegates of Member Bodies that can vote at an AGM are listed in **Attachment B**, in addition, eligible Licence Holders can also vote. The diagram below explains who is entitled to vote in this annual election of Directors (relevant to 2021, because of the delayed AGM):



Nominations for election to the Board must be in writing in the form set out in Schedule D and received by the Secretary no later than **Tuesday 29th March 2022**.

To be eligible to nominate or second a nomination, you must be a Member Body, or a holder of a relevant commercial fishing licence. You must also have a substantial and significant involvement in the specific fishery relevant to the sector position you are nominating. If only one valid nomination is received for a specified position, then the person nominated shall be deemed elected to that position.

In the event there is more than one valid nomination for a primary or secondary Board position there shall be a postal ballot of Member Bodies and all Licence Holders. The Secretary will send postal ballot material to each member entitled to vote if a postal ballot is required. Any postal ballot must be properly completed and the envelope containing the ballot returned no later than **Friday 15th April 2022**.

The results of the postal ballot will be announced by the Chairperson at the AGM.

Attachment A: List of SIV Directors 2021-2022.

Name	Board role
Joanne Butterworth-Gray	Independent Chair
Michael Hobson	Inshore Trawl -Deputy Chair
Helen Burvill	Abalone
Luke Anedda	Bay, Inlet, Eel and Inland
Matthew Harry	Rock Lobster/Giant Crab
Tim Rudge	Mariculture/aquaculture
Barbara Konstas	Secondary
Hilary McNevin	Casual
Vacant	Ocean Access/Purse Seine
Vacant	Scallop
Vacant	Casual
Vacant	Secondary (Abalone)

Attachment B: List of SIV Members and their Nominated Delegate.

Association

Nominated Delegate

1. Abalone Council Victoria	Josh Cahill
2. Apollo Bay Fishermen's Cooperative	Alan Nicholls
3. Eastern Zone Abalone Industry Association	Helen Burvill
4. Goulburn River Trout	Ed Meggitt
5. Hearn Fishing Industries Pty Ltd	John Hearn
6. Lakes Entrance Fishermen's Cooperative	Brad Duncan
7. Melbourne Seafood Centre	Barbara Konstas
8. San Remo Fishermen's Co-op	Paul Mannix
9. Victorian Bay and Inlet Fisheries Association	Neville Clarke
10. Yumbah Narrawong	Tim Rudge

EXPLANATORY MEMORANDUM

Proposed replacement Rules

The Board of SIV has undertaken an extensive review of SIV's Statement of Purposes and Rules in conjunction with external legal advisors experienced in this area.

That review identified a number of areas where the Rules could be improved and modernised, including to:

- simplify the membership structure and language;
- simplifying the structure of the Board;
- update industry concepts used in the Rules; and
- incorporate contemporary corporate approaches to certain administrative and governance issues.

The table below sets out a summary of the key proposed changes, including an explanation of how the proposed Rules would change the approach taken by the current Statement of Purposes and Rules in those key areas.

Please note that the table below does not explain every proposed change and it contains only a summary of certain changes. To gain a full understanding of the effect of the proposed special resolution you should obtain and review the full proposed replacement Rules that will be tabled at the AGM in relation to the special resolution, together with the Statement of Purposes and Rules in their current form. These documents can be viewed via the SIV website here: www.siv.com.au, or if you would like copies mailed to you, please contact CEO Steven Wojtkiw at SIV on 0488 600 239 or ceo@siv.com.au. Any queries in relation to the proposed replacement Rules should also be directed to the CEO.

	PROVISION	POSITION UNDER THE PROPOSED RULES	REFERENCE IN THE PROPOSED RULES
1	STATEMENT OF PURPOSES	The Statement of Purposes has been incorporated into the Rules.	rule 3.1
2	PURPOSES AND POWERS	The 20 current purposes of SIV have been distilled down to reflect the essence of the objectives of SIV. The powers of SIV have been simplified.	rules 3.1 & 3.2
3	MEMBERSHIP CATEGORIES	The membership categories of SIV have been simplified. The ability for members to vote and the category of associate members is unchanged, but there are no longer subcategories. Members who are currently Voting Members will remain Voting Members	rules 4.1 & 17.2

	PROVISION	POSITION UNDER THE PROPOSED RULES	REFERENCE IN THE PROPOSED RULES
		and members who are currently Associate Members will remain Associate Members. Eligibility for membership remains similar to the position under the current Rules.	rules 4.2 & 4.3
4	VOTING ENTITLEMENTS	To simplify the voting process, each Voting Member will be entitled to one vote at a general meeting.	rule 5.10
5	REFUSAL OF VOTING MEMBERSHIP APPLICATION	Where an application for voting membership is refused – the applicant can appeal to the Board but not a General Meeting.	rule 4.4(j)
6	TERMINATION OF MEMBERSHIP	The circumstances in which a Member’s membership terminates have been streamlined. Members will no longer have an entitlement to initiate a Member expulsion process.	rule 4.8
7	EXPULSION OF MEMBERSHIP	The process for the Board initiating a Member expulsion process has been streamlined. Where this process is initiated – the affected Member has a new right to appeal to the Board, but not to a General Meeting.	rule 4.9
8	PAYMENT OF THE ANNUAL SUBSCRIPTION	Annual subscriptions become due on 1 July and are payable by 31 July, failing which the Member is suspended, and termination follows if payment is still not made by 31 August.	rules 4.10 & 4.8(a)
9	DIRECTION TO THE BOARD	Members are no longer entitled to direct the Board. This is consistent with prevailing corporate practice.	N/A
10	BOARD COMPOSITION	The Board will now be comprised of up to 7 Directors elected by Members, up to 4 independent Directors appointed by the Directors, and the Chairperson. There is no mandated industry representation, although broad representation is encouraged. Elections or appointments are for a 3 year	rules 6.2 & 6.4

	PROVISION	POSITION UNDER THE PROPOSED RULES	REFERENCE IN THE PROPOSED RULES
		term, with a maximum of 2 consecutive terms.	
11	TERMINATION OF DIRECTORS	The circumstances where a Director ceases to hold office have been streamlined. The Directors can remove elected or appointed Directors, and Members can remove Directors by special resolution.	rule 6.5
12	INDUSTRY COMMITTEES	The lengthy and prescriptive provisions relating to Industry Committees have been replaced with a more flexible regime for the establishment and governance of Committees.	rule 8.4
13	AUDITOR	The Board will have the responsibility of appointing the auditor.	rule 9.6(a)
14	MEMBERS' ACCESS TO DOCUMENTS AND RECORDS	Members' statutory rights to access and copy SIV's documents and records are unaffected.	rule 14
15	TRANSITIONAL PROVISIONS	Transitional provisions have been developed to ensure that the current Directors, Members and By-laws will take their place under the new Rules.	rule 17