

**RULES FOR SEAFOOD INDUSTRY  
VICTORIA INC  
(SIV)**

(Incorporating Special Resolutions up to  
and including AGM 22/10/2015)

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1. **Name**

The name of the incorporated association is:

Seafood Industry Victoria Inc (hereinafter referred to as "SIV").

2. **Definitions**

2.1 In these Rules unless the contrary intention appears:

**"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.

**"Abalone Quota Unit"** means an abalone quota unit being either blacklip or greenlip issued under the Fisheries Act in respect of which a peak body levy is paid for the funding of SIV.

**"Abalone Quota Unit Holder"** means a person who is the holder of an Abalone Quota Unit.

**"Act"** shall mean the Association Incorporations Act 1981 as amended from time to time as well as any Regulations passed thereunder.

**"Annual General Meeting"** and **"General Meeting"** shall mean a General Meeting of the Member Bodies convened in accordance with these Rules.

**"Aquaculture Licence"** means a licence issued under s43 of the Fisheries Act in respect of which a peak body levy is paid for the funding of SIV.

**"Association"** shall mean any association formed and incorporated under the Act whose members have a significant and substantial involvement in the fishing industry in Victoria.

**"Board"** shall mean the Board of Management of SIV as constituted under these Rules.

**"Co-operative"** shall mean any society, association, institution or body formed and registered as a Co-operative under the Co-Operation Act 1981 as amended or replaced from time to time and whose members have a significant and substantial involvement in the fishing industry in Victoria.

**"Director"** means a director of the Board.

**"Executive Director"** shall mean the person appointed to that salaried office of SIV.

**"Eligible Person"** shall mean a person who has or has had a substantial and significant involvement in the fishing industry in Victoria which shall include a person who has a substantial and significant involvement in representing Holders or representing a Member Body and shall also include a full time employee of a Holder.

**"Executive"** shall mean an Executive Committee as appointed under these Rules.

**"Financial Year"** shall mean year ending 30 June.

**"Fisheries Act"** means the Fisheries Act 1995(Vic) as amended or substituted from time to time and any Regulations made thereunder.

**"Fishery"** shall mean a fishery as defined by reference to any one or more of the matters in Section 7(2)(a) to (j) of the Fisheries Act 1995.

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

**"Fish Receiver's Licence"** means a licence issued under s41 of the Fisheries Act in respect of which a peak body levy is paid for the funding of SIV.

**"Holder"** means the person who is registered under the Fisheries Act as being the holder of a Licence or of an Abalone Quota Unit.

**"Licence"** shall mean an Access Licence, an Aquaculture Licence or a Fish Receiver's Licence issued under the Fisheries Act in respect of which Licence a peak body levy is paid for the funding of SIV.

**"Licence Holder"** shall mean a person who holds a Licence.

**"Member Body"** shall mean an Association, a Co-operative or Company which is a voting member of SIV.

**"Primary Sector"** shall mean the catching and farming aspects of the fishing industry.

**"Returning Officer"** shall mean the person appointed by the Board to act as Returning Officer for the purposes of Rule 16.

**"Secondary Sector"** shall mean the manufacturing, processing, wholesaling, trading, retailing and marketing aspects of the fishing industry.

**"Secretary"** means the Secretary of SIV appointed under these Rules but if there be no such appointment, the Executive Director.

**"Voting Entitlement"** means:-

- (a) in the case of the holder of:-
  - (i) an Abalone (Western Zone) Access Licence;
  - (ii) an Abalone (Central Zone) Access Licence; or
  - (iii) an Abalone (Eastern Zone) Access Licence,one vote per Licence held;
- (b) in the case of the Holder of any other class of Licence,  
20 votes per Licence held;
- (c) in the case of the Holder of an Abalone Quota Unit,  
1 vote per Abalone Quota Unit held;
- (d) in the case of a Member Body,  
1 vote per Member Body.

**"Voting Members"** means those persons who have voting membership of SIV in the categories set out in sub-rule 3.2.

2.2 Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as enforced from time to time.

2.3 Having regard to the legislative enactment in the preceding sub rule:-

2.3.1 where in these Rules period of time is expressed to begin on, or to be reckoned from, a particular day, that day shall not be included in the period;

2.3.2 where in these Rules a period of time is expressed to end on, or to be reckoned to, a particular day, that day shall be included in the period;

2.3.3 where the time limited by these Rules for the doing of any act or thing expires or falls on a day that is a holiday, the time so limited shall extend to, and the act or thing may be done, on the day next following that is not a holiday.

2.4 In sub-rule 2.3.3 "holiday" means:-

(a) a Saturday or Sunday; and

(b) a day appointed under the Public Holidays Act 1993 as a public holiday in the place in which the act or thing is to be or may be done.

### 3. **Membership**

#### 3.1 **Categories of Membership**

There shall be two categories of membership of SIV being:

(a) Voting;

(b) Associate.

#### 3.2 **Eligibility for Voting Membership**

There shall be three categories of voting membership of SIV being:-

(a) Member Body membership which shall be open to an Association, Co-operative or Company; and

(b) Holder Membership Category One which shall comprise all Holders who are members of a Member Body whereby a Holder shall be entitled to a voting membership in respect of each Licence and/or Abalone Quota Unit held.

(c) Holder Membership Category Two which shall be open to any person in respect of each Licence and/or an Abalone Quota Unit of which that person is a holder provided that person is not a member of a Member Body.

#### 3.3 **Eligibility for Associate Membership**

3.3.1 Associate Membership shall be open to any person who has a significant interest in the fishing industry.

3.3.2 An Associate Member:

3.3.2.1 shall not be entitled under these Rules to vote;

3.3.2.2 shall not be entitled to attend general meetings of SIV unless permitted by the Board by resolution prior to giving Notice of General Meeting;

3.3.2.3 shall not be entitled to have access to any books, records or documents of SIV;

3.3.2.4 shall have such rights as are determined and as may be varied by the Board from time to time.

3.4 **Application for Membership**

3.4.1 An application for membership of SIV shall be made in writing to the Secretary in the form of:-

3.4.1.1 Schedule A in the case of application for Voting Membership by an Association, a Co-operative or Company to become a Member Body;

3.4.1.2 Schedule B in the case of application for Voting Membership in the category of Holder Membership Category Two;

3.4.1.3 Schedule C in the case of an application for Associate Membership,

and shall be accompanied by any entrance fee and annual subscription applicable as at the time of application.

3.4.2 The Secretary shall refer an application for membership to the next meeting of the Board.

3.4.3 The Board shall determine whether to reject or approve the application for membership.

3.4.4 The Board shall have the right to request additional information from any applicant for membership if the Board is of the view there is insufficient or inadequate information provided as required by the Rules or more information is required to assist the Board in making a decision on the application.

3.4.5 Where a request for information is made of an applicant under the preceding sub-rule, the Board is not required to deal further with the application until any reasonable request of the Board has been met to the satisfaction of the Board.

3.4.6 Upon an application being approved by the Board the Secretary shall with little delay as possible notify the applicant in writing that membership has been approved.

3.4.7 The Secretary shall as soon as practicable after approval of membership enter:-

3.4.7.1 the name, postal and email address, telephone and fax number of the successful applicant in the case of a Member Body and Holder Membership Category Two; and



3.4.7.2 in the case of Holder Membership Category One the name of each holder who is a voting member of a Member Body, including the name of the Member Body, and the Licences and/or Abalone Quota Units so held;

3.4.7.3 the name, postal and email address, telephone and fax number of an Associate Member;

3.4.7.4 the date of approval of membership; and

3.4.7.5 whether such membership is Associate or Voting,

In the Register of Members and upon so being entered the person becomes a member of SIV.

3.4.8 Where a resolution is passed by the Board rejecting an application for membership, the Board shall cause the applicant to be notified in writing of the decision as soon as practicable and, in the case of an applicant for Associate Membership there shall be no requirement to give reasons for the decision. Any entrance fee and annual subscription which may have been lodged with the application for Associate Membership shall be refunded to the unsuccessful applicant.

3.4.9 A resolution of the Board rejecting an application for Associate Membership shall be full and final and no further application for membership by that applicant shall be considered in less than twelve months from the date of rejection.

3.4.10 Where an application for voting membership is rejected the written notice as required in Rule 3.4.8 shall contain the additional information:-

3.4.10.1 the grounds upon which the rejection was based;

3.4.10.2 advising of a Board meeting to be held in no less than 30 days and no more than 90 days time from the date of the meeting at which the resolution was passed;

3.4.10.3 stating the date, place and time of that meeting;

3.4.10.4 informing the applicant affected that it may do one of the following:

3.4.10.4.1 attend the meeting at which time the applicant may address the Board regarding why the resolution should be revoked such address not to exceed 15 minutes; or

3.4.10.4.2 give to the Secretary not later than 72 hours before the date of that meeting a written statement regarding why the resolution should be revoked such written statement not to exceed 1000 words; or

3.4.10.4.3 not later than 24 hours before the date of the meeting lodge with the Secretary a notice of intention to appeal to the voting members in General Meeting against the resolution.

3.4.11 At the meeting of the Board notified in accordance with rule 3.4.10.2 hereof, the Board:-

- 3.4.11.1 shall give to the applicant an opportunity to be heard as provided if the applicant has so elected;
  - 3.4.11.2 shall give due consideration to any written statement lodged by the applicant if the applicant has so elected;
  - 3.4.11.3 by resolution determine whether to confirm or revoke the resolution of the Board rejecting membership of that applicant.
- 3.4.12 If at the meeting of the Board held in accordance with rule 3.4.10.2 hereof, the Board affirms the resolution, with as little delay as possible the applicant shall be notified in writing of the affirmation of the decision by the Board, and be refunded any entrance fee or annual subscription paid by the applicant.
- 3.4.13 Where the Secretary receives Notice under rule 3.4.10.4.3 hereof:-
- 3.4.13.1 he shall notify the Board and the matter shall be included on the agenda for the next General Meeting of SIV providing notice of the next General Meeting has not already been given to voting members in which case the appeal shall be included on the agenda for the next succeeding General Meeting when it is called;
  - 3.4.13.2 he shall as soon as is practicable inform the applicant in writing:-
    - 3.4.13.2.1 that applicant may attend the General Meeting at which time the delegate may address the meeting as regards why the resolution should be revoked such address not to exceed 15 minutes; or
    - 3.4.13.2.2 that the applicant may give to the Secretary at least 72 hours before the holding of that General Meeting a written statement regarding why the resolution should be revoked such written statement not to exceed 1,000 words.
    - 3.4.13.2.3 of the date, time and place of the General Meeting if it is known or otherwise advising that such details will be advised as soon as known.
- 3.4.14 At the General Meeting dealing with the Notice under sub rule 3.4.10.4.3:
- 3.4.14.1 The Board may place before the meeting details of the grounds of the resolution and the reasons for the passing of that resolution;
  - 3.4.14.2 The applicant shall be given the opportunity to be heard or any written submission lodged with the Secretary shall be read to the General Meeting depending on which alternative the applicant has elected;
  - 3.4.14.3 The voting members present and entitled to vote shall do so by secret ballot on the question of whether the resolution of the Board shall be confirmed or revoked;
  - 3.4.14.4 If the majority of votes exercised at the meeting are in favour of confirmation of the resolution of the Board, the resolution is confirmed and, in any other case, the resolution is revoked.

- 3.4.15 If the General Meeting referred to in Rule 3.4.14 confirms the resolution, with as little delay as possible the applicant shall be notified in writing of the decision of the General Meeting and be refunded any annual subscription or entrance fee paid.
- 3.4.16 If the General Meeting referred to in Rule 3.4.14 revokes the resolution, with as little delay as possible the applicant shall be notified in writing of the decision and the particulars as are required by Rule 3.4.7 shall be entered into the Register of Members.
- 3.4.17 Where the resolution of the Board rejecting an application for voting membership has been confirmed by the Board or alternatively confirmed by the voting members in General Meeting, SIV shall not be required to consider any further application for membership by that person for a period of two years from the date of the meeting at which the resolution rejecting membership was confirmed, unless the Board in its absolute discretion shall decide otherwise.

### **3.5 Membership Rights**

A right, privilege or obligation of a member by reason of membership of SIV:

- 3.5.1 Is not capable of being transferred or transmitted to another person;
- 3.5.2 Terminates upon cessation of membership whether by resignation or upon cancellation or suspension in accordance with these Rules or in the case of a Member Body it ceases to be an Association, Co-operative or Company or in the case of a member which is incorporated it ceases to be incorporated or goes into liquidation or receivership, or in the case of a member who is a natural person that person goes into bankruptcy.
- 3.5.3 Terminates upon failure to make payment of the annual subscription and/or provide information in accordance with these Rules.

### **3.6 Register of Members**

A Register of Members shall be kept and maintained by the Secretary in which register shall be kept:-

- 3.6.1 the names, postal and email addresses, telephone and fax numbers and the date of entry to membership and the category of membership of each member;
- 3.6.2 in the case of voting members other than Member Bodies, details of the Licence and/or Abalone Quota Unit held,

which Register shall be made available upon request at SIV's registered office for inspection by any voting member.

### **3.7 Resignation & Termination of Membership**

- 3.7.1 A member who has paid all moneys due and payable by the member to SIV may resign by giving one month's notice in writing to the Secretary and upon the expiration of that period of notice the member ceases to be a member of SIV.
- 3.7.2 Sixty per centum of voting members may give notice in writing to the Secretary that they wish to seek in General Meeting the termination of membership of a member of SIV and state the reasons in writing which

matter shall be included in the business to be dealt with at the next General Meeting to be held.

3.7.3 Subject to these Rules the Board may, by resolution, in respect of a member:-

3.7.3.1 expel that member from SIV;

3.7.3.2 suspend that member from membership of SIV for a specified period not exceeding one year;

3.7.3.3 fine that member in accordance with the Rules

if the Board is of the opinion that the member,

- (i) has refused or neglected to comply with these Rules; or
- (ii) in the opinion of the Board acts in a manner which is contrary to the interests of SIV or the fishing industry;
- (iii) no longer complies with the membership requirements of SIV; or
- (iv) ceases to be an eligible person.

3.7.4 The Secretary shall as soon as practicable notify the affected member in writing of a decision under Rule 3.7.3.

3.7.5 A resolution of the Board under Rule 3.7.3 does not take effect for a period of 14 days from date of giving of written notice to the affected member. Within that period the affected member may serve a notice on the Secretary of intention to appeal to the Voting Members in General Meeting upon receipt of which the effect of the resolution shall be held in abeyance pending that General Meeting.

3.7.6 Within 30 days of receipt of notice under Rules 3.7.2 or 3.7.5 the Secretary shall cause a General Meeting to be convened to deal with the matter under this Rule to be held no later than 120 days after receipt of such notice unless notice of a General Meeting to be held in no less than 30 days time has already been given in which in which case any matter arising under this Rule shall be included in the business for that meeting.

3.7.7 If 75% of the total number of votes of voting members entitled to be exercised at the meeting vote in favour of confirmation of the resolution of the Board, the resolution is confirmed, and, in any other case, the resolution is revoked.

3.7.8 Written notice of the decision of a General Meeting dealing with a matter under this Rule is to be given in writing to the affected member as soon as is practicable.

3.7.9 Upon the resignation or termination of membership the Secretary shall make in the Register of Members an entry recording the date on which the member ceased to be a member of SIV.

3.7.10 A member whose membership is terminated other than by way of resignation under this Rule shall not be entitled to apply for membership of SIV for a period of 2 years from the date of decision.

#### **4. Entrance Fee, Annual Subscription and Renewal of Membership**

- 4.1 The entrance fee shall be such amount as determined at an Annual General Meeting.
- 4.2 An annual subscription shall be paid by each member which shall be determined at the Annual General Meeting.
- 4.3 The annual subscription shall become due and payable by each member within 120 days of the date of sending by SIV of the Tax Invoice in respect of payment of such annual subscription.
- 4.4 The annual subscription shall be set in such manner and having regard to such factors as the voting members see fit and need not necessarily be the same for each membership category or for those within each membership category.
- 4.5 Membership shall be annual for the period commencing at the end of an Annual General Meeting until the end of the next Annual General Meeting and any annual subscription shall be for that period but at the Board's discretion the annual subscription may be pro rated where an application for membership is accepted part way through the subscription period.
- 4.6 A member who has not paid the annual subscription due and provided information (if applicable) as required pursuant to Rules 4.7 or 4.8 within 120 days of the date of sending by SIV of the Tax Invoice in respect of payment of the annual subscription shall cease to be a member.
- 4.7 Payment of annual subscription by a Member Body shall be accompanied by:-
  - 4.7.1 confirmation of the name, postal and email address, telephone and fax number of the member;
  - 4.7.2 details of the name, postal and email address, telephone and fax number of each member of the Committee or Board of Management of that member noting any office held;
  - 4.7.3 details of any changes to its Constitution and/or Rules since the last Annual General Meeting of SIV;
  - 4.7.4 the name and address of each current voting member of the Member Body who is the holder of a Licence and/or an Abalone Quota Unit together with the type and number of each such holding under the Fisheries Act;
  - 4.7.5 a statutory declaration signed by an office bearer of the Member Body that the information provided under this Rule is true and correct.

#### **5. Structure**

##### **5.1 Representation**

SIV shall comprise a four tiered structure of representation consisting of:

- 5.1.1 Voting Members in General Meeting;
- 5.1.2 Board of Management with or without an Executive;
- 5.1.3 Board sub-committees;
- 5.1.4 Industry Committees.

## 5.2 Voting Members in General Meeting

### 5.2.1 Functions and Powers

- 5.2.1.1.1 The Voting Members shall in General Meeting deal with such matters as may be dealt with or required under these Rules.
- 5.2.1.1.2 The Voting Members in General Meeting may give guidance and/or direction to the Board for its consideration on matters relevant to the fishing industry.

## 5.3 The Board

### 5.3.1 Functions and Powers

The Board:-

- 5.3.1.1 shall control and manage the business and affairs of SIV;
- 5.3.1.2 may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by SIV other than those powers and functions that are required by these Rules to be exercised by member bodies in General Meeting; and
- 5.3.1.3 subject to these Rules and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of SIV.
- 5.3.1.4 shall have power to delegate any of its powers to an Executive save for this power of delegation;
- 5.3.1.5 shall have power to appoint sub-committees of the Board for such purposes and subject to such directions and delegations as the Board shall see fit save the Board shall not delegate to any such sub-committee a power of delegation and the Chairperson or Deputy Chairperson shall act as convenor of any such Board sub-committee appointed.

### 5.3.2 Composition

The Board shall comprise no more than thirteen directors being:

- 5.3.2.1 Seven directors being persons from the primary sector in respect of the following fisheries:
  - (i) abalone;
  - (ii) eel, bait, mussel, bay, inlet and inland;
  - (iii) rock lobster and giant crab;
  - (iv) mariculture/aquaculture;
  - (v) scallop;
  - (vi) ocean access and purse seine;

(vii) trawl and inshore,

providing the person is an eligible person and has a significant and substantial involvement in that particular fishery;

5.3.2.2 Two directors being persons from the secondary sector providing the persons are eligible persons and has a significant and substantial involvement in that sector PROVIDING ALWAYS that at least one of the directors is from the non abalone and non scallop aspects of the secondary sector;

5.3.2.3 A maximum of three other directors (including the position of independent Chairperson should the Board so determine such a person) at the discretion of the Board such appointments to be made as if there were three casual vacancies and Rule 5.3.6 were to apply with the exception any director so appointed need not be an eligible person.

5.3.2.4 The Executive Director.

### 5.3.3 **Appointment**

5.3.3.1 Save for the appointment of Directors as provided in sub rules 5.3.2.3 and 5.3.2.4, the Member Bodies and all Holders (regardless of whether or not a Holder is a Voting member of SIV) shall elect the Board by postal ballot as provided herein.

5.3.3.2 Each of the specified positions as required by Rules 5.3.2.1 and 5.3.2.2 shall be subject to a separate election.

5.3.3.3 Nominations for election to the Board shall be in writing, and seconded, and be in the form set out in Schedule D to be received by the Secretary no later than 30 days prior to the Annual General Meeting.

5.3.3.4 Nomination and secondment of persons as a director in respect of the primary sector positions on the Board may only be made by either:-

(a) a Member Body whose voting members have a substantial and significant involvement in the specific fishery relevant to that primary sector Board position; or

(b) a person who has Holder Membership Category One or Holder Membership Category Two and who has a substantial and significant involvement in the specific fishery relevant to that primary sector Board position.

5.3.3.5 Nomination and secondment of persons as a director in respect of the secondary sector positions may only be made by either:-

(a) a Member Body who itself has, or whose voting members have, a substantial and significant involvement in the secondary sector; or

- (b) a person who has Holder Membership Category One or Holder Membership Category Two and who has a substantial and significant involvement in the secondary sector.
- 5.3.3.6 If no valid nomination is received for a specified position, then such position shall be deemed to be a casual vacancy and shall be filled by the Board pursuant to Rule 5.3.6 and such person shall hold that position as if the person were duly elected.
- 5.3.3.7 If only one valid nomination is received for a specified position, then the person nominated shall be deemed elected to that position.
- 5.3.3.8 Where there is more than one valid nomination for a primary or secondary Board position there shall be a postal ballot of Member Bodies and Holders, whether the holders are voting members or not, to be conducted as provided in Rule 16.
- 5.3.3.9 Where a postal ballot is to be held then voting shall be in accordance with the voting entitlement.
- 5.3.3.10 Member Bodies may vote in respect of such Board position as the Member Body may choose but at all times may not have more than one vote in the election process.
- 5.3.3.11 Licence Holders and Abalone Quota Unit Holders may only vote for the position in Column 1 of Schedule F if they are the holder of a Licence or an Abalone Quota Unit as specified in Column 2 of Schedule F but at all times in accordance with the voting entitlement in respect of each holding.
- 5.3.3.12 Where categories or classes of Licences are created under the Fisheries Act which are not specified in Column 2 of Schedule F, the Board shall determine as to which voting class in Column 2 of Schedule F such Licences are to belong.
- 5.3.3.13 The following positions on the Board shall be held until the conclusion of the annual general meeting in the next even numbered year following election:
  - (a) abalone;
  - (b) eel, bait, mussel, bay, inlet and inland;
  - (c) rock lobster and giant crab;
  - (d) mariculture/aquaculture;
  - (e) scallop,but are eligible for re-election.
- 5.3.3.14 The following positions on the Board shall be held until the conclusion of the annual general meeting in the next odd numbered year following election:



- (a) ocean access and purse seine;
- (b) trawl and inshore ;
- (c) the two secondary sector positions,
- (d) but are eligible for re-election.

5.3.3.15 Directors appointed pursuant to sub rule 5.3.2.3 shall hold office as a director until the conclusion of the Annual General Meeting next following their appointment.

5.3.3.16 A voting member who believes a nominated person is not eligible may give written notice to the Secretary at least three days prior to the holding of the Annual General Meeting of an objection to that nomination.

5.3.3.17 If an objection is received under the preceding sub-rule, the question of eligibility shall be determined by the voting members at the Annual General Meeting after hearing the objector and the nominated person for such period of time as the Chairperson may permit. A majority of votes from voting members agreeing on the issue shall be full and final as to the eligibility or otherwise of the nominated person. To the extent the person is found to be ineligible then:-

- (a) if the person was the sole nominee then the position for which such person was nominated shall be deemed a casual vacancy to be filled by the Board in accordance with these Rules;
- (b) if the person was elected to the Board then the person having the next highest number of votes shall be deemed elected in the place of such person.

#### 5.3.4 **Procedure, Quorum and Voting**

5.3.4.1 The Board shall meet at least six times in each year at such place or in such manner and at such times as the Board shall determine.

5.3.4.2 Special meetings of the Board may be convened by the Chairperson, the Deputy Chairperson or by written request of any four Directors.

5.3.4.3 When giving notice of any Board meeting the general nature of the business to be transacted shall be specified. Other business may be transacted at such meeting upon majority agreement of the Board.

5.3.4.4 Four Directors, or forty percent of the Board rounded to the nearest whole number, whichever shall be the greater, shall constitute a quorum for the transaction of the business of a meeting of the Board.

5.3.4.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such date, time and place (or mode) as the Directors present shall determine unless the meeting was a

special meeting in which case it lapses. Notice of any adjourned meeting shall be given to all Directors.

- 5.3.4.6 Questions arising at a meeting shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- 5.3.4.7 Each Director present at the meeting, excluding the Executive Director and excluding the Chairperson where the Chairperson is not an elected member of the Board, is entitled to one vote and in the event of an equality of votes, the motion or resolution in respect of which the vote was taken shall fail.
- 5.3.4.8 Notice of each meeting shall be given in writing at least seven days before the meeting but at the discretion of the Chairperson, or in the absence of the Chairperson, the Deputy Chairperson, no less than 24 hours notice by phone, fax or email may be given if the Chairperson considers there exists special reasons.
- 5.3.4.9 Subject to quorum compliance a meeting may be held notwithstanding any vacancy on the Board.
- 5.3.4.10 Proxy voting shall not be allowed.
- 5.3.4.11 Meetings may be held by way of telephone or video conferencing and participation by a Director in such a meeting shall be deemed as an attendance.

#### 5.3.5 **Minutes**

The Secretary shall ensure the keeping of minutes of the resolutions and proceedings of each meeting in books provided for that purpose together with a record of the names of persons present at all meetings.

#### 5.3.6 **Casual Vacancy**

- 5.3.6.1 In the event of a casual vacancy occurring on the Board, the Board may appoint an eligible person to fill that vacancy by calling for nominations by Member Bodies whose voting members have a substantial and significant involvement in the specific fishery relevant to that Board position.
- 5.3.6.2 If more than one nomination is received, the Board members shall elect the person to fill the casual vacancy by ballot conducted in such manner as the Chairperson directs.
- 5.3.6.3 The person so appointed shall hold office, subject to these Rules, for the same period as the person being replaced in the case of a person elected.
- 5.3.6.4 Any such member appointed to fill a vacancy must be an eligible person and must meet any criteria required under these Rules where the casual vacancy is in respect of a position described in Rules 5.3.2.1 to 5.3.2.2 inclusive.

### 5.3.7 **Conflict of Interest**

- 5.3.7.1 No member of the Board shall be appointed to or attain any paid office of SIV whilst he is a member of the Board save and except for the Chairperson, the Executive Director and any directors appointed pursuant to Rule 5.3.2.3.
- 5.3.7.2 No member of the Board shall directly or indirectly supply goods or services to SIV for reward where such goods or services can be satisfactorily obtained elsewhere at a similar cost.
- 5.3.7.3 Any member of the Board who has either directly or indirectly an interest in any contract or arrangement proposed to be made by SIV shall disclose his interest as soon as is possible.
- 5.3.7.4 Any member of the Board who has either directly or indirectly an interest in any contract or arrangement existing or made by SIV, shall disclose his interest at the first meeting of the Board following his election or appointment or following the acquisition of his interest.
- 5.3.7.5 No member of the Board shall remain present at any meeting of the Board during any consideration of or discussion of, or the taking of any vote on any question with respect to any contract or arrangement in which he is interested as aforesaid.
- 5.3.7.6 Notwithstanding the provisions of these Rules, this shall not prevent the reimbursement of any reasonable expenses approved by the Board as incurred by a Board member in the carrying out of his duties as a Board member.

### 5.3.8 **Removal and Termination of Board Members**

- 5.3.8.1 For the purposes of these Rules the office of a director of the Board becomes vacant if the person:
  - 5.3.8.1.1 resigns office by notice in writing given to the Secretary;
  - 5.3.8.1.2 fails to attend more than three consecutive meetings without adequate or reasonable excuse the adequacy and/or reasonableness of such excuse to be determined by the Board;
  - 5.3.8.1.3 becomes bankrupt.
- 5.3.8.2 The voting members in General Meeting may by resolution remove any member of the Board before the expiration of his term of office and a casual vacancy shall be deemed to exist.

## 5.4 **The Executive**

### 5.4.1 **Appointment**

The Board may at its discretion appoint an Executive.

**5.4.2 Functions and Powers**

The Executive shall have such functions and powers as are delegated to it by the Board.

**5.4.3 Composition**

The Executive, if appointed, shall comprise:-

- 5.4.3.1 the Chairperson;
- 5.4.3.2 such other Directors as determined by the Board;
- 5.4.3.3 the Executive Director.

**5.4.4 Meetings**

- 5.4.4.1 The Executive shall meet at such place or in such manner and at such times as the Chairperson shall determine.
- 5.4.4.2 Save as expressly provided in these Rules all matters of procedure including notice of meetings, quorum and procedure shall be determined by the Board.
- 5.4.4.3 Minutes shall be kept by the Secretary of all meetings.
- 5.4.4.4 Voting entitlements shall be as determined by the Board.

**5.5 Chairperson and Deputy Chairperson**

**5.5.1 Functions and Powers**

- 5.5.1.1 The Chairperson shall have such functions and powers in addition to those specified in these Rules as are determined by the Board from time to time.
- 5.5.1.2 The Chairperson, or in his absence or there being no person appointed as Chairperson, the deputy Chairperson, shall act as Chairperson of all General, Board and Executive Meetings but in the absence of both, those present at the meeting and entitled to vote shall appoint one of their number as Chairperson for the duration of that meeting.

**5.5.2 Appointment**

- 5.5.2.1 At the first Board meeting following the holding of the Annual General Meeting the Board shall:-
  - 5.5.2.1.1 elect a Deputy Chairperson from amongst the Board members;
  - 5.5.2.1.2 at their discretion either:-
    - 5.5.2.1.2.1 elect a Chairperson from amongst the Board members; or
    - 5.5.2.1.2.2 determine to appoint a person as Chairperson who need not be a Board member nor an eligible

person but such a person if appointed shall be deemed to be appointed pursuant to Rule 5.3.2.3.

5.5.2.2 Where only one nomination is received for position of Chairperson or Deputy Chairperson, the person so nominated shall be deemed to be elected.

5.5.2.3 Where more than one candidate is nominated for position of Chairperson or Deputy Chairperson, a secret ballot is to be conducted in such usual and proper manner as the Chairperson of that meeting may determine.

5.5.2.4 Where a Chairperson is appointed pursuant to Rule 5.5.2.1.2.2, the Chairperson shall not be entitled to a vote.

## 5.6 **Treasurer**

### 5.6.1 **Appointment**

5.6.1.1 The Board shall at its first meeting after the Annual General Meeting determine whether or not to appoint from its members a Treasurer.

5.6.1.2 If the Board does determine to have a Treasurer, the election of the Treasurer shall, if there is more than one nomination, be by way of secret ballot to be conducted in such usual and proper manner as the Chairperson may determine.

### 5.6.2 **Functions and Powers**

The Treasurer if appointed:-

5.6.2.1 shall ensure the collection and receipt of all monies due to SIV;

5.6.2.2 shall ensure the making of all payments on behalf of SIV in accordance with such guidelines as the Board or Executive shall determine from time to time; and,

5.6.2.3 shall ensure the keeping of correct accounts and books showing the financial affairs of SIV with full details of all receipts and expenditure concerning the activities of SIV.

## 5.7 **Secretary**

### 5.7.1 **Appointment**

5.7.1.1 At the first Board Meeting held after the Annual General Meeting the Board shall determine whether to:-

(a) appoint a Secretary from amongst those elected;  
or

(b) have the Executive Director act as Secretary.

5.7.1.2 If the Secretary is to be a person other than the Executive Director, the election of the Secretary, if there is more than one nomination, shall be by way of secret ballot to

be conducted in such usual and proper manner as the Chairperson of the meeting may determine.

## 5.7.2 **Functions and Powers**

The Secretary of SIV shall ensure:

- 5.7.2.1 the keeping and maintaining of the register of members;
- 5.7.2.2 the keeping of minutes of the Annual, General, Board and Executive meetings;
- 5.7.2.3 the giving of notices of the Annual, General and Committee meetings in accordance with these Rules;
- 5.7.2.4 the giving of notices as required by these Rules;
- 5.7.2.5 the doing and keeping of such things as may be required of the Secretary from time to time by these Rules or by the Board or the Executive;
- 5.7.2.6 the dealing with correspondence on behalf of SIV and for the proper custody of all books, documents and securities of SIV.

## 5.8 **Industry Committees**

### 5.8.1 **Functions and Powers**

The Board may delegate such functions and powers (save for the power of delegation) as it sees fit from time to time to any Industry Committee established under these rules providing always that an Industry Committee cannot do anything or make any decision which the Board itself is not empowered to do nor may an Industry Committee enter into any contract or agreement on behalf of SIV without the prior approval of the Board nor engage in any activity or purpose contrary to these Rules as the Statement of Purposes.

### 5.8.2 **Appointment**

- 5.8.2.1 The Board:-
  - (a) may from time to time establish Industry Committees for such purposes as the Board may think fit;
  - (b) shall at the request of a majority of Member Bodies having a joint interest in the establishment of an Industry Committee establish such an Industry Committee.
- 5.8.2.2 The Chairperson or his Nominee shall be an ex officio member of any Industry Committee providing always such person shall be a non-voting member of any Industry Committee.
- 5.8.2.3 Where a fishery specific Industry Committee is appointed in respect of:-
  - 5.8.2.3.1 the primary sector for a fishery; or

5.8.2.3.2 the secondary sector for a fishery; or

5.8.2.3.3 the primary and secondary sectors for a fishery

each Member Body whose voting members are commercially involved in that sector for that fishery shall be entitled as of right to have appointed

(i) two persons in the case of primary sector; and

(ii) one person in the case of the secondary sector,

to that Industry Committee, subject to such persons being eligible persons, and

(a) in the event of agreement between the Member Bodies on the persons so nominated the names shall be submitted to the Board and these persons shall, subject to these rules, constitute the Industry Committee;

(b) in the event of disagreement between the Member Bodies on the persons so nominated the names shall be submitted to the Board and the Board shall determine the composition of the Industry Committee,

providing always that a Member Body may not have more members on an Industry Committee than another Member Body in the same sector unless the Member Bodies otherwise agree or unless a Member Body has nominated one person only.

5.8.2.4 An Industry Committee may with the prior approval of the Board, which approval may not unreasonably be withheld, co-opt persons onto the Industry Committee notwithstanding such person is not an eligible person but such co-opted member shall not be entitled to vote at meetings of the Industry Committee nor hold office.

5.8.2.5 The Board at the request of a majority of the members of Industry Committee may by resolution remove any member of an Industry Committee.

5.8.2.6 The Board may with good reason dissolve any Industry Committee at any time at which time all documents, books of accounts and other material including any monies shall be delivered to the Board. The appointment of any Industry Committee shall continue until such time as the Industry Committee is dissolved by the Board.

5.8.2.7 The Chairperson or his nominee shall convene the first meeting of any Industry Committee after its appointment by the Board, at which meeting those members of

Industry Committee eligible to vote shall appoint a convener.

**5.8.3 Industry Committee – Meetings**

- 5.8.3.1 An Industry Committee shall meet at such times or at such places as the Convener may determine but special meetings may be convened by the Convener or at the direction of the Chairperson of SIV.
- 5.8.3.2 30% of the members of the Industry Committee shall constitute a quorum for the transaction of business of an Industry Committee meeting.
- 5.8.3.3 For the purposes of Industry Committee meetings the following rules shall apply;
  - 5.8.3.3.1 no business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such date time and place as determined by the convener providing a notice of such adjourned meeting is given at least three days' prior to the holding of the adjourned meeting.
  - 5.8.3.3.2 questions arising at a meeting shall be determined on a show of hands or, if demanded by a member of an Industry Committee, by a poll taken in such a manner as the person presiding at the meeting may determine.
  - 5.8.3.3.3 save as otherwise provided in the Rules, all members of an Industry Committee shall be entitled to one vote and in the event of an equality of votes, the motion or resolution in respect to which the vote was taken shall fail.
  - 5.8.3.3.4 save in the case of an adjourned meeting as previously provided, notice of each meeting shall be given in writing at least seven days before the meeting but at the discretion of the convener two days' notice by either phone, fax or email may be given if the convener considers their exists special reasons.
  - 5.8.3.3.5 subject to quorum compliance an Industry Committee meeting may be held notwithstanding the resignation or removal of any member of such Industry Committee.
  - 5.8.3.3.6 proxy voting shall not be allowed.
  - 5.8.3.3.7 meetings of Industry Committees may be held with members personally present and or participating by way of telephone or video conferencing.



- 5.8.3.4 An Industry Committee appointed under these rules shall ensure a written or verbal report is provided to the next Board meeting;
- 5.8.3.5 The convenor shall act as Chairperson of the Industry Committee but the Industry Committee shall elect any other office bearers as the Industry Committee may require.
- 5.8.3.6 The ballot for the election of any offices of any Industry Committee shall be conducted in such manner as the convenor of that Industry Committee may direct.
- 5.8.3.7 If the convenor is unavailable or unable to act as Chairperson of the Industry Committee meeting, the members of such committee shall elect a person from amongst themselves to act as Chairperson of that meeting.
- 5.8.3.8 A person ceases to be a member of an Industry Committee if:-
  - 5.8.3.8.1 that person resigns in writing;
  - 5.8.3.8.2 that person fails to attend more than three consecutive meetings without adequate excuse the adequacy of which excuse shall be determined by the Industry Committee;
  - 5.8.3.8.3 the Member Body nominating that member to the Industry Committee ceases to be a Member Body of SIV;
  - 5.8.3.8.4 the person is removed in accordance with these Rules.
- 5.8.3.9 Where a person ceases to be a member of an Industry Committee by reason of either of the first two or the last occurrence in the preceding sub-rule, the Member Body who nominated that person shall be eligible to nominate a replacement person for approval by members of Member Bodies whose representatives comprise the Industry Committee and in the event of agreement such person shall be appointed but in the event of disagreement the name shall be submitted to the Board for its approval and the decision of the Board shall be final.
- 5.8.3.10 Minutes shall be kept of all Industry Committee meetings and a copy shall be provided to the Secretary of SIV and shall be available for inspection by any member of the Board of SIV.
- 5.8.3.11 An Industry Committee shall keep such books of account as the Treasurer shall direct and such books of account shall be available for inspection by any member of the Board.
- 5.8.3.12 An Industry Committee shall at all times act in accordance with any reasonable directions given to it by the Board.

- 5.8.3.13 All monies, funds or like raised by a Industry Committee shall be the property of SIV and must be dealt with in accordance with directions of the Board unless otherwise provided in these Rules including, but not restricted to sub rule 7.4
- 5.8.3.14 In the event of a dispute amongst members of a Industry Committee over the operation of the Industry Committee or procedure to be followed, the Board shall give directions for the proper procedure/operation to be followed which directions shall be complied with.
- 5.8.3.15 An Industry Committee shall comply with such reasonable policies, protocols and procedures as may be determined by the Board from time to time either specifically in relation to the Industry Committee or generally in respect of all Industry Committees.
- 5.8.3.16 An Industry Committee is at liberty to provide to the Board for its consideration recommendations as to policies, protocols and procedures not inconsistent with these Rules to apply specifically to that Industry Committee.

## **6. General Meetings**

### **6.1 Annual General Meeting - Timing and Business**

- 6.1.1 SIV shall convene an Annual General Meeting in each calendar year, such meeting to be held within 4 calendar months of the end of the financial year the date, place and time of which shall be fixed by the Board subject to the granting of any extension of time application pursuant to the Act.
- 6.1.2 The venue, date and time of the Annual General Meeting shall be specified in the notice convening it.
- 6.1.3 The ordinary business of the Annual General Meeting shall be:-
  - 6.1.3.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that last preceding Annual General Meeting with any discussion concerning the minutes therefrom being restricted only as to the accuracy of those minutes;
  - 6.1.3.2 to receive reports upon the transactions and business of the Board during the last preceding financial year;
  - 6.1.3.3 to elect an auditor or auditors for the ensuing year;
  - 6.1.3.4 to announce election results;
  - 6.1.3.5 to deal with any eligibility disputes re nominations for election to the Board;
  - 6.1.3.6 to set any entrance fee and annual subscription for the ensuing year;
  - 6.1.3.7 to receive and consider the statements submitted by the Board in accordance with Section 30(3) of the Act;

- 6.1.3.8 to deal with any special business notice of which has been given in accordance with these Rules;
  - 6.1.3.9 to deal with any other matter required to be dealt with under these Rules; and
  - 6.1.3.10 subject to a majority of votes from voting members eligible to vote at the meeting, deal with any other matter raised at the Annual General Meeting
- 6.1.4 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## 6.2 **General Meetings - Timing and Business**

- 6.2.1 All meetings other than the Annual General Meeting shall be called General Meetings.
- 6.2.2 Subject to these Rules, the Board or the Chairperson may convene a General Meeting of SIV.
- 6.2.3 There shall be held at least one other General Meeting in each year in addition to the Annual General Meeting so that no more than 12 months shall elapse between General Meetings.
- 6.2.4 The Board shall on the requisition in writing of not less than 40 per centum of voting members convene a General Meeting of SIV.
  - (a) The requisition for a General Meeting shall state the objects of the meeting and shall be signed by the voting members making the requisition and be sent by certified mail to the address of SIV and may consist of several documents in a like form each signed by one or more of the voting members making the requisition.
  - (b) If the Board does not cause a General Meeting to be held within two months after the date on which the requisition is received the voting members making the requisition, or any of them, may convene a General Meeting to be held not later than three months after the date on which the requisition was so sent.
  - (c) A General Meeting convened by voting members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which General Meetings are convened by the Chairperson or the Board and all reasonable expenses incurred in convening the meeting shall be refunded by SIV to the voting members incurring the expenses.

## 6.3 **Notice**

- 6.3.1 SIV shall ensure that at least 60 days before the date fixed for holding an Annual Meeting, and at least 21 days before the date fixed in the case of General Meetings other than Annual General Meeting, written notice is given to every Member Body and Holder Membership Category Two members by pre-paid post to the address shown in the Register of members stating the date, time and place of the meeting and the business to be transacted.
- 6.3.2 Notice given to a Member Body shall be deemed to be Notice given to those voting members having Holder Membership Category One.

- 6.3.3 In the case of notice of an Annual General Meeting, the notice of such meeting shall also state that nominations for appointment as auditor for positions on the Board are now called for and such notice shall advise as to the closing date of nominations as provided in these Rules and the place at which such nominations are to be delivered.
- 6.3.4 A voting member desiring to bring any business before General Meeting shall at least 14 days prior to date of the General Meeting give notice of that business in writing to the Secretary who shall include that business for the next General Meeting after receipt of that notice and the dealing with such special business shall be at the discretion of the voting members at the meeting.
- 6.3.5 The non receipt of notice of a meeting by any voting member shall not invalidate any proceedings or resolutions or election of the Auditor or a Board Director at any Annual or General Meeting.

#### 6.4 **Quorum**

- 6.4.1 No item of business shall be transacted at an Annual or General Meeting unless a quorum of voting members entitled under these Rules to vote are present during the time when the meeting is considering that item.
- 6.4.2 Five per centum of voting members entitled under these Rules to vote at an Annual or General Meeting shall constitute a quorum for the transaction of the business at an Annual or General Meeting.
- 6.4.3 If within half an hour after the appointed time for the commencement of an Annual or General Meeting, or such further time as the majority of voting members may agree upon, the quorum is not present, the meeting if convened upon the requisition of voting members shall be dissolved and in any other case shall stand adjourned sine die.
- 6.4.4 Within 30 days of the adjournment at least 14 days notice of the date, place and time of the resumption of the adjourned meeting shall be given to all voting members save and except as provided for in sub-rule 6.3.2.
- 6.4.5 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the voting members entitled to vote who are present shall constitute a quorum.

#### 6.5 **Adjournment**

- 6.5.1 The Chairperson of an Annual or General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place save and except if the meeting is adjourned for more than twenty one days.
- 6.5.2 Where the meeting is adjourned for twenty-one days or more, a like notice of the adjourned meeting shall be given as in the case of the Annual or General Meeting and additional business shall be permitted and included in the Notice if it is a matter arising under Rule 3.
- 6.5.3 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.

## 6.6 Minutes

6.6.1 A minute book shall be kept in which shall be recorded minutes of all Annual and General Meetings. Such minutes, if purporting to be signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding Annual or General Meeting, shall be evidence of the proceedings and such meeting shall be deemed to have been duly convened and held, and the resolutions recorded in the minutes duly passed or otherwise as recorded.

## 6.7 Voting

### 6.7.1 Voting Matters Generally

- (a) A question arising at the Annual or General Meeting shall be determined by a poll of the voting members entitled to vote.
- (b) Upon any question arising at the Annual or General Meeting of SIV votes shall be exercised by voting members in accordance with the voting entitlement.
- (c) Subject to appointment of a proxy, all votes shall be given by the voting member.
- (d) Where the Chairperson is a voting member, the Chairperson shall be entitled to one vote only.
- (e) A poll on any question shall be taken in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (f) A poll on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
- (g) A voting member is not entitled to vote at any Annual or General Meeting unless all monies due and payable by the voting member to SIV have been paid.

### 6.7.2 Proxy Voting

- (a) Proxy voting by voting members shall be allowed at General Meetings.
- (b) Each voting member who is entitled to vote shall be entitled to appoint another voting member as proxy by notice given to the secretary no later than two clear business days before the day of the General Meeting in respect of which the proxy is appointed for the purposes of voting.
- (c) The notice appointing the proxy shall be in the form set out in Schedule E.

## 7. Finance and Audit

7.1 All cheques, drafts, bills for exchange, promissory notes and other negotiable instruments shall be signed by such persons as may be approved by the Board.

- 7.2 All electronic banking transactions shall be performed in accordance with such policy and directives as may be determined by the Board.
- 7.3 The funds of SIV shall be derived from entrance fees, annual subscriptions, donations and from such other sources from time to time as the Board shall determine.
- 7.4 The assets and income of SIV shall be applied solely in furtherance of its purposes and no portion shall be distributed directly or indirectly to member bodies save and except:-
- 7.4.1 as bona fide compensation for services rendered or for expenses incurred on behalf of SIV; or
- 7.4.2 where SIV receives money as agreed for or on behalf of a Member Body through a peak body levy under the Fisheries Act specifically requested to be raised by a Member Body in excess of what would otherwise be levied as a peak body levy in which case the additional peak fund levy shall be held upon trust by SIV for that Member Body at its direction.
- 7.5 An auditor or auditors shall be appointed at the Annual General Meeting each year and shall hold office until the next Annual General Meeting. In the event of a casual vacancy in the office of auditor, the Board may temporarily appoint to such office some person qualified to hold same and the person so appointed may continue in office until immediately before the next General Meeting.
- 7.6 The fees and expenses of the auditor of SIV:-
- 7.6.1 in the case of an auditor elected at an Annual General Meeting shall be fixed by voting members at that meeting or if so authorised by the voting members at the last preceding Annual General Meeting, by the Board; and
- 7.6.2 in the case of an auditor appointed by the Board, it may be fixed by the Board.
- 7.7 An auditor shall be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants or anyone prescribed in the Corporations Law or any amendment thereto.
- 7.8 An examination of the accounts and records shall be undertaken by the auditor at the completion of each financial year when he shall complete an audit program relating to that financial year which expires on the 30th day of June immediately preceding.
- 7.9 The auditor shall have access to the books and accounts of SIV at all times and shall make such reports as he considers necessary direct to the Board.
- 7.10 The auditor shall make a report to the member bodies in General Meeting on the balance sheet and statement of income and expenditure laid before such General Meeting.
- 7.11 The auditor may, if he considers it desirable to do so, make a report directly to the member bodies in General Meeting on any other matter coming within the scope of his duties.

## 8. **Seal**

- 8.1 The common seal of SIV shall be kept at such place as the Board shall determine from time to time.

8.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signature of two members of the Board.

9. **Alterations of Statement of Purposes & Rules**

9.1 The Rules and Statement of Purposes of SIV shall not be altered except in accordance with the Act.

10. **Service of Notices**

10.1 A notice may be served by or on behalf of SIV upon any member either personally or by sending it to the postal or electronic (being email or facsimile) address shown in the register of members.

10.2 Where a document is properly addressed pre-paid and posted to a person as a letter the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

10.3 Where a document sent by electronic transmission either by facsimile or email is properly addressed the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the transmission would have been delivered in the ordinary course of business and a delivery receipt shall be prima facie evidence of such delivery.

11. **Winding-Up**

11.1 SIV may be wound up by resolution in accordance with the Act.

11.2 Any and all assets remaining after full settlement of all just debts and liabilities incurred by SIV shall be disposed to such group whether incorporated or unincorporated as the member bodies may agree upon by special resolution PROVIDING ALWAYS that the prospective donee shall have provision in its rules precluding the distribution of its assets to its members.

11.3 Notwithstanding the provisions of the preceding sub rule, the prospective donee referred to in that sub rule must be a non-profit organisation to which gifts are regarded as allowable deductions under the provisions of Section 78 (1)(a) of the Income Tax Assessment Act.

12. **Governance**

12.1 For the better conduct and management of SIV the Board may, from time to time, make by-laws and develop policies provided that such by-laws and policies are not contrary to or in conflict with these Rules or the Act.

12.2 The Board shall have in place policies in respect of:-

- (a) access to documentation of SIV;
- (b) standards of conduct expected of members in relation to matters pertaining to the fishing industry;
- (c) Industry Committees and the administrative processes relating to same such policies to be developed in conjunction with Industry Committees.

**13. Power to Request Information**

- 13.1 The Board shall have power to request information and documentation reasonably required from a member from time to time in respect of that member's continuing eligibility for membership of SIV, and, in the case of a Member Body, in respect of its Rules and the identity of its voting members who are holders and eligible to be voting members of SIV in the category of Holder Membership Category One.
- 13.2 Failure to comply with a request from the Board under this Rule within 30 days of such request, or such further time as may be extended, shall see all membership rights of the member suspended until compliance is made.

**14. Access to Documentation**

- 14.1 For the purposes of access to minutes of Board, Board Sub-committee, Executive and Industry Committee meetings by voting members, or other documents of SIV, such access shall be in accordance with any policy adopted pursuant to sub-rule 12.2(a) and in the absence of such a policy, or in a circumstance not covered by the policy, access shall 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 (Victoria) as if SIV were an Agency within the meaning of that Act.
- 14.2 Any access to documentation shall at all times be in accordance with the laws of the State of Victoria in respect of privacy.
- 14.3 Voting members shall not be entitled to access to books of account but any questions in relation to the finances of SIV may be submitted in writing to the Secretary the response to which shall be at the discretion of the Board.
- 14.4 All voting members are entitled to access to minutes of General Meetings and to audited financial statements of SIV.
- 14.5 By reason of Rule 3.2.2.3, associate members are not entitled to have access to any books, records or documents of SIV.

**15. Mediation Process**

- 15.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
- 15.1.1 A voting member and another voting member;
  - 15.1.2 A voting member and SIV; or
  - 15.1.3 An Industry Committee and SIV.
- 15.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 21 days after the dispute comes to the attention of all parties unless another timeframe is agreed as between the parties.
- 15.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 21 days, or such further time as may be agreed between the parties, hold a meeting in the presence of a Mediator.
- 15.4 The Mediator must be:
- 15.4.1 A person chosen by agreement between the parties; or
  - 15.4.2 In the absence of agreement



- (a) In the case of a dispute between a voting member and another voting member, a person appointed by the Board; or
- (b) In the case of a dispute between a voting member and SIV, or an Industry Committee and SIV, a person who is a Mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

- 15.5 A voting member can be a Mediator.
- 15.6 The Mediator cannot be a member of a Member Body or an Industry Committee which is a party to the dispute.
- 15.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 15.8 The Mediator, in conducting the mediation, must:
  - 15.8.1 Give the parties to the mediation process every opportunity to be heard;
  - 15.8.2 Allow due consideration by all parties of any written statements submitted by any parties; and
  - 15.8.3 Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 15.9 The Mediator must not determine the dispute.
- 15.10 If the mediation process does not result in the dispute being resolved, parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 16. **Postal Ballot**

- 16.1 Where pursuant to Rule 5.3.3.8 there is more than one valid nomination for a primary or secondary sector Board position there shall be a postal ballot of Member Bodies, and all Licence Holders and Abalone Quota Unit Holders, whether the latter be voting members or not.
- 16.2 Only those Licence Holders, Abalone Quota Unit Holders and Member Bodies entitled to vote as provided in 5.3.3.8 shall be eligible to vote in such ballot.
- 16.3 For the purposes of such ballot, voting shall be as provided in sub-rules 5.3.3.9 and 5.3.3.11.
- 16.4 The Secretary within 7 days of the closing date for nominations must ensure preparation of a ballot paper where more than one nomination is received for a position on the Board setting out:
  - 16.4.1 the Board positions for which there are multiple nominations; and
  - 16.4.2 a list of the candidates for each position in alphabetical order; and
  - 16.4.3 details as to the credentials of the candidates as detailed on their nomination form.
- 16.5 The Secretary must ensure the forwarding by post to each Member Body, Licence Holder and Abalone Quota Unit Holder entitled to vote an envelope enclosing:
  - 16.5.1 the ballot paper;

- 16.5.2 clear instructions for validly completing the ballot paper and details of the date when the ballot closes such date to be no less than 5 days before the date of the Annual General Meeting;
  - 16.5.3 a ballot envelope into which the Member is to place the ballot paper; and
  - 16.5.4 an envelope addressed to the Returning Officer at SIV into which the ballot envelope enclosing the ballot paper is to be placed.
- 16.6 To vote in the ballot a person who is entitled to vote may, after properly completing the ballot paper including signing the envelope addressed to the Returning Officer containing the ballot paper return the envelope addressed to the Returning Officer containing the ballot envelope provided under Rule 16.4.3 before the ballot closes.
- 16.7 The Returning Officer must open all envelopes received under Rule 16.5 prior to the closing time and date notified under Rule 17.4.2 and place the ballot paper in a secure receptacle under lock and key.
- 16.8 The Returning Officer must count the votes in the ballot box at the conclusion of the ballot and then certify to the Chairperson the results of the ballot which results are to be kept confidential until the Annual general Meeting.
- 16.9 The results of the ballot are to be announced by the Chairperson at the Annual General Meeting.

**17. Transitional Rule**

- 17.1 Those members of the Board validly elected at the Annual General Meeting held on 22 September 2008 shall hold office until the conclusion of the next Annual General Meeting of SIV.

**SCHEDULE A**

**SEAFOOD INDUSTRY VICTORIA INC**

**APPLICATION FOR MEMBER BODY VOTING MEMBERSHIP**

Name: .....

Address:.....  
.....  
.....

Phone: ..... Fax:.....

Email:.....

hereby apply for voting membership.

(a) The names, addresses, telephone and fax numbers of our Committee/Board of Management and offices held are as per attached sheet.

(b) A copy of our Certificate of Incorporation/Registration is attached.

(c) Our public officer/secretary is:

Name:.....

Address:.....  
.....

Phone: ..... Fax:.....

Email:.....

(c) The names and addresses of all our financial members who are holders and the type of holding and the holding number allocated under the Fisheries Act are attached hereto.

(d) A copy of our Rules/Constitution is attached hereto.

(e) We enclose entrance fee of \$ together with the annual subscription of \$

**SIGNED** in accordance with our Rules:

**SCHEDULE B**

**SEAFOOD INDUSTRY VICTORIA INC**

**APPLICATION FOR HOLDER MEMBERSHIP CATEGORY TWO**

Name:.....

Address:.....  
.....

Phone: ..... Fax:.....

Email:.....

hereby applies for voting membership.

- (a) Attached is copy of Licence/Abalone Quota Unit Statement.
- (b) I am not a member of an Association, Co-operative or Company which itself is a member of SIV.
- (e) Entrance fee of \$            together with the annual subscription of \$            is enclosed.

**SIGNED :** .....

**SCHEDULE C**  
**SEAFOOD INDUSTRY VICTORIA INC**  
**APPLICATION FOR ASSOCIATE MEMBERSHIP**

Name:.....

Address:.....

Phone: ..... Fax:.....

Email:.....

hereby apply for Associate membership.

**(a) In the case of an incorporated or unincorporated body:**

The names, addresses, telephone and fax numbers of our Committee/Board of Management and offices held are attached.

Attached is a copy of our Rules and objectives:

Attached is a copy of our Certificate of Incorporation/Registration.

Our public officer/secretary is:

Name:.....

Address:.....  
.....

Phone: ..... Fax:.....

Email:.....

**(b) In all cases:**

My/our interest in the fishing industry is as follows (attach sheet if insufficient space):

.....  
.....

It is a significant interest because (attach sheet if insufficient space)::

.....  
.....

We enclose entrance fee of \$                      together with the annual subscription of \$

**SIGNED:**

**SCHEDULE D**

**SEAFOOD INDUSTRY VICTORIA INC  
NOMINATION FOR ELECTION TO BOARD**

**A CANDIDATE**

Surname:	Christian or Given Names:
Residential Address:	Postal Address:
Postcode	Postcode:
Phone:	Fax:
Signature:	Date:
Position nominating for (circle applicable position): <b>Primary Sector:</b> <b>Secondary Sector</b> (two positions):	
Abalone Mussel, Eel, Bait, Bay, Inlet and Inland Rock Lobster & Giant Crab Mariculture/Aquaculture Scallop Purse Seine and Ocean Access Trawl and Inshore	
Signature:	Date:

**B NOMINATOR & SECONDER -**

Name of Voting Member (Nominator):	
Signature	Date:
Name of Voting Member (Secunder):	
Signature	Date:

**C CANDIDATES STATEMENT**

Fishing Industry Experience (in brief):
Administration Experience (in brief):
Current Employer stating whether Full or Part Time:
Personal Statement setting out current involvement in Fishing Industry:
Memberships of other bodies (please list)



**SCHEDULE F**

**SEAFOOD INDUSTRY VICTORIA INC**

<b>COLUMN 1- Board Position</b>	<b>COLUMN 2 - Voting Class</b>
Abalone Position	Holders of :- Abalone Fishery (Western Zone) Access Licences; Abalone Fishery (Central Zone) Access Licences; Abalone Fishery (Eastern Zone) Access Licences; Abalone Quota Units; Sea Urchin Fishery Access Licences.
Eel, Bait, Mussel, Bay, Inlet and Inland Position	Holders of:- Bait (General) Fishery Access Licences; Corner Inlet Fishery Access Licences; Eel Fishery Access Licences; Gippsland Lakes Fishery Access Licences; Gippsland Lakes Fishery (Bait) Access Licences; Gippsland Lakes (Mussel Dive) Fishery Access Licences; Lake Tyers Fishery (Bait) Access Licences; Mallacoota Lower Lake Fishery (Bait) Access Licences; Port Phillip Bay (Mussel Bait) Fishery Access Licences; Snowy River Fishery (Bait) Access Licences; Sydenham Inlet Fishery (Bait) Access Licences; Westernport/Port Phillip Bay Fishery Access Licences.
Rock Lobster and Giant Crab Position	Holders of:- Giant Crab Fishery (Western Zone) Access Licences; Rock Lobster Fishery (Western Zone) Access Licences; Rock Lobster Fishery (Eastern Zone) Access Licences.



<p>Mariculture/Aquaculture Position</p>	<p>Holders of:-                      Aquaculture (Private Land—Eels) Licences;                      Aquaculture (Private Land—Marine) Licences;                      Aquaculture (Private Land—Ornamentals) Licences;                      Aquaculture (Private Land—Other) Licences;                      Aquaculture (Private Land—Salmonids) Licences;                      Aquaculture (Private Land—Warm Water Finfish) Licences;                      Aquaculture (Private Land—Yabbies) Licences;                      Aquaculture (Private Land—Yabbies Multiwaters) Licences;                      Aquaculture (Private Land—Tourism) Licences;                      Aquaculture (Private Land—Indoor Intensive) Licences;                      Aquaculture (Crown Land—Abalone) Licences;                      Aquaculture (Crown Land—Eels) Licences;                      Aquaculture (Crown Land—Other) Licences;                      Aquaculture (Crown Land—Bivalve Shellfish) Licences;                      Aquaculture (Crown Land—Offshore) Licences;                      Aquaculture (On-shore Abalone) Licences.</p>
<p>Scallop Position</p>	<p>Holders of:-                      Scallop (Ocean) Fishery Access Licences;                      Scallop Dive (Port Phillip Bay) Licence.</p>
<p>Ocean Access and Purse Seine Position</p>	<p>Holders of:-                      Purse Seine (Ocean) Fishery Access Licences;                      Purse Seine (Port Phillip Bay) Fishery Access Licences;                      Ocean Fishery Access Licences;                      Wrasse (Ocean) Fishery Access Licences.</p>
<p>Trawl and Inshore Position</p>	<p>Holders of:-                      Trawl (Inshore) Fishery Access Licences.</p>
<p>Secondary Sector Positions</p>	<p>Holders of:-                      Fish Receivers' (Abalone) Licences;                      Fish Receivers' (Scallop) Licences.</p>

**Voting Entitlement is:**

- (a) in the case of the holder of:-
  - (i) an Abalone (Western Zone) Access Licence;
  - (ii) an Abalone (Central Zone) Access Licence; or
  - (iii) an Abalone (Eastern Zone) Access Licence,one vote per Licence held.
- (b) in the case of the Holder of any other class of Licence,  
20 votes per Licence held.
- (c) in the case of the Holder of an Abalone Quota Unit,  
1 vote per Abalone Quota Unit held.
- (d) in the case of a Member Body,  
1 vote per Member Body,

**PROVIDING ALWAYS** that the holder of any such Licence or Abalone Quota Unit is only permitted to vote where such Licence or Abalone Quota Unit is subject to a peak body levy under the Fisheries Act for the funding of SIV.