

Articles of Association

Coalition of Legal Toothfish Operators Inc

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Reference Ted Sharp

1 Name of Association

The name of the Association is COALITION OF LEGAL TOOTHFISH OPERATORS INC.

2 Definitions

In these rules, unless the contrary intention appears:

“annual general meeting” means the meeting referred to in subrule 20.1(b);

“application fee” means the fee payable by any person or corporate entity wishing to become a member of the Association;

“Board meeting” means meeting referred to in subrule 19.1;

“Board member” means person referred to in subrule 10.1;

“business days” means any day except a Saturday, Sunday or general public holiday in the State, Country, Territory or City in which a member being the recipient of any notice given under these parties is the Registered Office or principal place of business of that member;

“Contribution” means any fee, levy or other monies payable by a member under these rules;

“Executive Group” means the body referred to in rule 15.1;

“Executive Officer” means the person referred to in rule 14;

“fee” means subscription and application fees and any other fees which the Association raises from time to time;

“financial year” means 1 September to 31 August;

“Full Member” means a member referred to in subrule 5.9(a) and “Full Membership” means those rights enjoyed by a full member;

“general meeting” means either an annual general meeting or a special general meeting as the case may be;

“IUU” means illegal, unregulated and unreported fishing for toothfish;

“member” means a member of the Association;

“ordinary resolution” means a resolution other than a special resolution;

“present” means both present in person and present by way of electronic means including but not limited to videoconferencing and teleconferencing, or by way of proxy or representative;

“Schedule” means the Schedule to these Articles;

“special general meeting” means a meeting referred to in subrule 20.2;

“special resolution” means a resolution made by not less than 75% of the voting members;

"the Act" means the Associations Incorporation Act 1987 (WA);

"the Association" means the Association referred to in rule 1;

"the Chairperson" means-

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in subrule 10.1(a) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Board" means the Board of Management of the Association referred to in subrule 10.1;

"the Secretary" means the Secretary referred to in subrule 10.1(c) and includes the Executive Officer where the context of these rules so admits or requires;

"the Treasurer" means the Treasurer referred to in subrule 10.1(d) and includes the Executive Officer where the context of these rules so admits or requires;

"the Vice-Chairperson" means the Vice-Chairperson referred to in subrule 10.1(b);

"toothfish" means fish of the genus *dissosthicus*;

"toothfishing" means fishing for fish of the genus *dissosthicus*.

3 Objects of Association

3.1 Objects

The objects of the Association are:

- (a) to facilitate members of the Association working with each other, governments, conservation groups and the general public to provide information and evidence that can be used to apprehend and prosecute those involved in IUU;
- (b) to provide an avenue for information gathering on illegal activities from those who may have details and knowledge of IUU;
- (c) to be a not for profit powerful international alliance of legal toothfishing operators formed to monitor and by all lawful means, eradicate illegal toothfishing;
- (d) to represent the legal toothfish industry to ensure its members have a viable economic future in the industry;
- (e) to ensure that members are committed to sustainable fisheries management practices, which will conserve toothfish and its place in the ecosystem for future generations;
- (f) to inform the public that there are legitimate, sustainable, toothfish fisheries selling product into markets around the World;

- (g) to provide effective representation and input at international toothfish management and scientific meetings; and
- (h) to work with domestic, national and international authorities to remove legal loopholes, which may enable IUU operations to continue.

3.2 Dealing with property and income

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4 Powers of Association

4.1 General powers

The Association has all the powers conferred upon it by Section 13 of the Act and in addition has all powers necessary to achieve the objects of the Association under rule 3.

4.2 Special powers

The Association is entitled to accept donations in cash, negotiable instruments in kind from any person or entity in respect of which the Board is satisfied as to its bona fides and whose business and objects are not incompatible with the objects of the Association.

5 Qualifications for membership of Association

5.1 Applicants

Membership of the Association is open to all natural persons and all corporate entities from any country whatsoever who are involved in any activity forming part of the toothfish industry and undertaking to adhere to all of the Association's objectives and to abide by any codes of conduct or other guidelines of the Association which may be in force from time to time.

5.2 Procedure for Application

A natural person or corporate entity wishing to become a member shall:

- (a) apply for membership to the Board in writing in accordance with subrules 5.3, 5.4 and where applicable subrule 5.5, signed by that person or a person duly authorised to do so on behalf of the corporate entity and by both of the members referred to in paragraph (b);
- (b) be proposed by one member and seconded by another member; and
- (c) agree in writing not to take part in, condone or act in support of any IUU activity; and
- (d) where applicable, provide to the Board in writing:

- (1) the details of its directors and shareholders and in the case of any company listed on a recognised stock exchange, then details of the top 10 shareholders;
- (2) full details of the company including either or both port and starboard side photographs of any boats either owned or under the control of the applicant and involved in any toothfishing activity; and
- (3) a statement by the managing director of the applicant, or equivalent office, to confirm that neither the applicant nor any of its officers, shareholders or managers is involved, and has not been involved in, or supported at any time over the previous 5 years, any IUU activity.

5.3 Application fee to accompany membership application

Every application for membership shall be accompanied by payment of an application fee determined in accordance with subrules 5.15 to 5.20 (inclusive) in the manner set out in the application form as the Board shall from time to time direct.

5.4 Method of lodging applications

Every application for membership shall be lodged with the Secretary either by post, email or facsimile.

5.5 Method of payment with electronic lodgment

Where an application for membership is lodged by email or facsimile as provided by subrule 5.4 the applicant shall ensure that an electronic transfer of the application fee accompanies the application in the manner set out in the application form.

5.6 Cleared funds

In any event, an application for membership of the Association shall not be considered until the amount of the application fee has been received into the Association's account as cleared funds.

5.7 Approval of Application

The Board members shall consider each application made under subrule 5.2 at the next scheduled Board meeting.

5.8 Minimum requirement for Full Membership

An applicant shall not be granted Full Membership without the approval of at least 75% of the Board members.

5.9 Types of Membership

Membership shall be divided into 3 categories as follows:

- (a) A Full Member of the Association is a member entitled to participate in the Association's activities and having fully paid up membership fees and

includes, but is not limited to, those members existing at the time of incorporation of the Association.

- (b) A Provisional Member is an applicant who has paid an application fee and is awaiting application approval by the Board members in accordance with subrule 5.8. A Provisional Member can attend meetings of the Association but cannot be elected to any position or exercise any voting rights. Provisional membership shall lapse immediately if Full Membership after consideration by the Board is not approved in accordance with subrule 5.8.
- (c) An Associate Member is a person or entity willing to overtly support the works of the Association who may contribute by way of donation but is not obliged to contribute towards membership fees, and may include individuals with appropriate qualifications, expertise or other ability and invited, by no less than the approval of 75% of the Board members, to work without compensation for the Association. An Associate Member can attend meetings of the Association but cannot be elected to any position or exercise any voting power.

5.10 Rights of Full Members

A Full Member shall have one vote at any meeting of members.

5.11 Further Rights of Full Members

A Full Member may:

- (a) when unable to attend the annual general meeting either in person or by proxy or representative, nominate candidates or appointed representatives and cast written votes on resolutions and nominations provided the ballots are returned to the Secretary, or Executive Officer in accordance with subrule 12.2, no later than 3 days prior to the date of the annual general meeting; and
- (b) use any of the Association's brochures, advertising or other promotional material.

5.12 Limitations on Membership

Membership shall be non-transferable.

5.13 Consequences of failure to pay a Contribution

A Full Member who fails to pay any Contribution within 90 days of its due date shall forfeit the right to participate in the taking of decisions in the Association and shall be automatically disqualified from membership and may be removed from the Association's advertising material as being a member of the Association.

5.14 Fees

Each Full Member shall pay the application fee determined in the manner set out in subrules 5.15 to 5.20 (inclusive).

5.15 Categories of Fees

The Board may recommend to Full Members at an annual general meeting that there be a maximum of 3 categories of fees for members according to the criteria recommended by the Board to the Full members who will determine the same in the manner described in subrule 5.18.

5.16 Schedule of Fees

A proposed schedule of fees is to be determined annually by the Board members for the final determination of the Full Members at the annual general meeting in accordance with subrule 5.18.

5.17 Calculation of Fees

In calculating the amount to be levied for any fee for the proposed schedule of fees as required by subrule 5.15, the Board members are to be assisted by the Executive Officer who shall receive input from the Executive Group and make recommendations to the Board members with a presentation of and have regard to the Association's annual budget.

5.18 Determination of Fees

The Full Members shall by a 75% majority of those present at the annual general meeting voting in favour of the same, make a final determination on the amount of the fees for each of the categories to be paid having regard to the schedule of proposed fees provided by the Board members in accordance with subrules 5.15, 5.16 and 5.17, for the financial year next commencing after the annual general meeting.

5.19 No refunds

All fees shall be non-refundable but all overpayments shall be credited to a member's account.

5.20 Special levies

In addition to the fees for membership, if determined by no less than 75% majority of the Board Members voting that:

- (a) there is a specific issue to be dealt with which will require funding in addition to that which is then available in the Association's budget and other fees; and
- (b) that each Full Member should be required to pay an additional fee by way of a levy on a fair and equitable basis to meet that requirement,

then each Full Member must pay the amount as determined by the Board.

5.21 Disqualification of Membership

Disqualification of membership shall occur where:

- (a) a member which is a corporate entity has had on an accumulated basis not less than a 51% change in the directors who held office at the time of the corporate entity making its application for membership except in the case

of any corporate entity listed on a recognised stock exchange but subject to subrule 5.21(c);

- (b) a member which is a corporate entity has as a cumulated basis not less than a 51% change in shareholding since making its application for membership except, in the case of any corporate entity listed on a recognised stock exchange, but subject to subrule 5.21(c);
- (c) a member which is a corporate entity has been taken over by or has merged with a non- Member corporate entity;
- (d) any Full Member has failed to pay its subscription under subrule 7.1 or any levy raised under the provisions of subrule 5.20; and
- (e) upon expulsion by the approval of no less than 75% of the Board members for reasons which shall be published from time to time by the Board including, but not limited to a member or, in the case of a member which is a corporate entity any employee or officer of that corporate entity, being proven guilty of;
 - (1) illegal fishing for toothfish;
 - (2) illegal activity involving toothfish products;
 - (3) assisting illegal toothfish fishing activities; or
 - (4) bringing the Association into disrepute.

5.22 Rule 9 to apply

Any member facing disqualification under subrule 5.21(e) shall automatically be dealt with in accordance with rule 9.

5.23 Fresh application required after disqualification

Any member disqualified under subrule 5.21(a), (b), (c) or (d) shall be required to reapply for membership in accordance with subrule 5.2.

5.24 Corporate Entity disqualified

For the purposes of subrule 5.21 in the event that any natural person appointed in accordance with subrules 23.2, 23.3 and 23.4 is disqualified for any of the reasons listed in subrule 5.21, the corporate entity for which the natural person represents in accordance with subrules 23.2, 23.3 and 23.4 shall also be disqualified.

6 Register of members of Association

6.1 Maintenance of Register of Members

The Secretary, or the Executive Officer in accordance with subrule 12.2, shall on behalf of the Association, keep and maintain the register of members in accordance with Section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.

6.2 Deletions from Register

The Secretary, or the Executive Officer in accordance with subrule 12.2, shall cause the name of a person who is disqualified under subrule 5.21 or resigns in accordance with subrule 8.1 or who ceases to be a member under rule 18 to be deleted from the register of members referred to in subrule 6.1.

7 Subscription of members of Association

7.1 Date for payment of fees

Each Full Member shall pay to the Treasurer, annually on or before 1 September or such other date as the Board may from time to time determine, the amount of the subscription determined under subrule 5.15 to 5.20 (inclusive).

7.2 Full membership on payment of fees

Subject to subrule 5.8, a member is a Full Member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule 7.1 or within 90 days thereafter.

7.3 Reminder notices

In the event that the Treasurer has not received a member's subscription within 6 weeks of the date the subscription notice was sent, the Treasurer shall send a first and final reminder notice to that member requesting payment and advising of the consequences of subrule 5.21(d).

8 Resignation of members of Association

8.1 Notice of resignation

A member who delivers notice in writing of his or her resignation from the Association to the Secretary or the Executive Officer ceases on that delivery to be a member.

8.2 Liability to pay amounts owing survives resignation

A person who ceases to be a member under subrule 8.1 remains liable to pay to the Association the amount of any subscription or any other liability up to the date of the member ceasing to be a member of the Association due and payable by that person to the Association but unpaid at the date of that cessation.

9 Expulsion of members of Association

9.1 Notice of proposed expulsion to be given

If the Board considers that a member should be expelled from membership of the Association in accordance with subrule 5.21(e), the Board shall communicate, either orally or in writing, to the member:

- (a) notice of the proposed expulsion or disqualification and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct,
- not less than 14 business days before the date of the Board meeting referred to in paragraph (a).

9.2 Board to decide

At the Board meeting referred to in a notice communicated under subrule 9.1, the Board may with no less than 75% majority of the Board members voting to do so, and having afforded the member concerned a reasonable opportunity to be heard by or to make representations in writing to the Board, expel or decline to expel that member from membership of the Association and shall, as soon as practicable after deciding whether or not so to expel or disqualify that member, communicate that decision in writing to that member.

9.3 Cessation of membership on expulsion

A member who is expelled under subrule 9.2 from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule 9.2.

9.4 Right of appeal

A member who is expelled under subrule 9.2 from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule 9.3.

9.5 General Meeting can decide

When notice is given under subrule 9.4 the members of the Association in a general meeting may confirm or set aside the decision of the Board to expel that member after having afforded the member who gave that notice, a reasonable opportunity to be heard by or to make representations in writing to the members of the Association in the general meeting.

10 Board of Management

10.1 Members of the Board

The affairs of the Association shall be managed exclusively by a Board consisting of such persons as the Association in annual general meeting determines but with a view to ensuring as wide a geographical spread as possible so that there is one person on the Board from each country from where there are members. Subject to the provisions of subrules 10.8 and 10.9, the Board shall include:

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Secretary;

- (d) a Treasurer; and
- (e) such other persons as agreed by the members at the annual general meeting by special resolution,

all of whom shall be Full Members of the Association and whom shall be elected by special resolution to membership of the Board at an annual general meeting.

10.2 One representative for each nationality on Board

Subject to the provisions of subrule 10.7, where there is more than one member from any country seeking membership to the Board, then all members from that country must advise the Executive Officer in writing that they each agree to nominate one member for membership of the Board from that country, who shall be named, as representing their views at a meeting of the Board and where such agreement between those members is not reached the Board members shall hold a ballot to decide who shall be nominated and the determination shall be made by the approval of a simple majority.

10.3 Consideration of additional members

Notwithstanding subrule 10.1, any new member representing a country not already represented by a member of the Board can have its application for membership to the Board considered by the existing Board and, where there is unanimous consent of the Board, the approved member shall be appointed a member of the Board

10.4 General meeting can approve membership applications

Where the application of a new member for Board membership does not receive unanimous consent as required by subrule 10.3 the application shall be decided at the next annual general meeting of the members by a special resolution.

10.5 Minimum Board representation

At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act, the Board shall consist of at least one member from each of the existing represented countries including but not limited to France, South Africa, Namibia, New Zealand, Australia, Falkland Islands, Argentina, Uruguay, Spain and Chile.

10.6 Initial Board Members

Prior to the first annual general meeting to be held after the incorporation of the Association under the Act, the members of the Board shall be the persons whose details are set out in the Schedule and who shall continue to hold office until the first annual general meeting subject to rule 18 in particular and otherwise the other subrules concerning the Board's procedures will apply.

10.7 Exemption to national representation subrule 10.2

For so long as a particular Full Member continues to act as Chairperson:

- (a) a member from the same country as the Chairperson shall be entitled to nominate for membership of the Board and if more than one member seeks

such membership, the provisions of subrule 10.2 shall apply to determine who that person shall be; and

- (b) upon that Chairperson ceasing to hold the position but otherwise continuing to be a member of the Board, then either that member of the Board who is standing down as Chairperson or the member elected to the Board under subrule 10.7(a) must by agreement between them and failing agreement within TEN (10) business days of the member ceasing to be the Chairperson, as determined by a 75% majority of those present at the next Board meeting, shall resign from the Board and in any event, will be deemed to have done so on the date on which that Chairperson's resignation or retirement from that position takes effect.

10.8 Executive Officer can act as Secretary and/or Treasurer

At each annual general meeting or any special general meeting of the Association, the members may resolve that the Executive Officer be authorised to carry out the functions and obligations of the Secretary and Treasurer or either of them until either the Association in a special general meeting or the Board resolves to revoke such appointment.

10.9 Procedures if Executive Officer appointed under subrule 10.8

In the event that the Executive Officer is authorised to carry out either or both of the functions of the Secretary and Treasurer:

- (a) the offices of Secretary and Treasurer or either of them as the case may be do not need to be occupied by a Member of the Board; and
- (b) the Executive Officer shall attend all meetings of the Board and any general meetings of the Association in the capacity of Secretary and Treasurer or either of them as the case may be.

10.10 Consequences of Executive Officer ceasing to act

Upon the Executive Officer ceasing to act as Secretary and Treasurer or either of them (as the case may be), the Board shall appoint one or more of the Board members to fulfil that or those offices until the next general meeting of the Association.

10.11 Eligibility of members

Subject to subrule 10.4, a person is not eligible for election to membership of the Board unless a member has nominated him for election by delivering notice in writing of that nomination, signed by the nominator and the nominee to signify his or her willingness to stand for election, to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.

10.12 Right to self vote

A person who is eligible for election or re-election under this rule may at the annual general meeting concerned:

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself.

10.13 Notice of candidates

The Secretary shall ensure that notice of all persons seeking election to membership of the Board is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.

10.14 Declaration of persons elected

If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies in that membership to be filled:

- (a) the Secretary shall report accordingly to the annual general meeting at which such election is taking place; and
- (b) the Chairperson shall declare those persons to be duly elected as members of the Board at the annual general meeting concerned.

10.15 Appointment

When a casual vacancy within the meaning of rule 18 occurs in the membership of the Board:

- (a) the Board members shall appoint a Full Member to fill that vacancy by a simple majority of the Board members present at the Board meeting; and
- (b) a member appointed under this subrule shall hold office until the commencement of the next following annual general meeting and be eligible for membership of the Board at the next following annual general meeting.

10.16 Powers of Board

The Board shall have all the powers enjoyed by the Association as referred to in rule 4.

10.17 Term of Office

Subject to subrules 10.7(b), 11.3 and 11.4, the office of each Board member shall be for a term of 1 year from the date of election to the Board or such other later date or the next annual general meeting of the Association following such election is held.

11 Chairperson

11.1 Chairperson to preside at all meetings

Subject to this rule, the Chairperson shall preside at all general meetings and Board meetings.

11.2 Absence of Chairperson and Vice- Chairperson

In the event of the absence from-

- (a) a general meeting of:
 - (1) the Chairperson, the Vice-Chairperson shall preside at the general meeting; or
 - (2) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting shall preside at the general meeting; or
- (b) a Board meeting of:
 - (1) the Chairperson, the Vice-Chairperson shall provide at the Board meeting; or
 - (2) both the Chairperson and the Vice-Chairperson, a Board member elected by the other Board members present shall preside at the Board meeting.

11.3 Chairperson's term of office

The office of the Chairperson shall be for a term of 2 years.

11.4 Extension of Chairperson's term of office

The Board may, by no less than 75% of the Board members in favour of such a resolution, extend the office of the Chairperson for 2 years.

11.5 No further extensions

Where the Chairperson is granted an extended term under subrule 11.4, the Chairperson must stand down at the end of the extended term.

12 Secretary

12.1 Duties

The Secretary shall:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Board and of the Association;
- (c) comply on behalf of the Association with:
 - (1) Section 27 of the Act in respect of the register of members of the Association;
 - (2) Section 28 of the Act in respect of the rules of the Association; and
 - (3) Section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

12.2 Right to delegate

The Secretary may delegate to the Executive Officer, the administration of the Secretary's obligations set out in subrule 12.1. For the avoidance of doubt, such delegation does not affect the provisions of subrules 10.8 to 10.10 (inclusive).

13 Treasurer

13.1 Duties

Subject to subrule 13.2 the Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by him on behalf of the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by two Board members other than himself or herself;
- (d) comply on behalf of the Association with Sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) promptly, whenever directed to do so by the Chairperson or the Commissioner of Fair Trading in accordance with the Act, submit to the Board or the Commissioner of Fair Trading, a report, balance sheet or financial statement in accordance with that direction and with accounting standards considered usual for organisations of a like nature;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules, the Act or the Board on the Treasurer.

13.2 Financial Regulations

The financial activities shall be conducted in accordance with the Financial Regulations adopted by the Board from time to time.

13.3 Audit

The financial activities of the Association shall be subject to an annual audit by external auditors as selected by the Board members by an ordinary resolution.

13.4 Delegation

The Treasurer may delegate to the Executive Officer the Treasurer's obligations set out in subrule 13.1. For the avoidance of doubt, such delegation does not affect the provisions of subrules 10.8 to 10.10 (inclusive).

14 Executive Officer

14.1 Remuneration payable

There shall be an Executive Officer who shall be employed by the Association on a remunerated basis.

14.2 Approval of appointment

The Executive Officer shall be selected and approved by no less than 75% of the Board members voting in favour of such an appointment as soon as practicable after the election of the Board members.

14.3 Board to determine terms and conditions of employment

All aspects of the position of the Executive Officer including the matters described in subrules 14.4 to 14.7 (inclusive) shall be determined by no less than 75% of the Board members in accordance with the Board's proposed activities and budgetary requirements.

14.4 Assist Secretary

The Executive Officer shall assist the Secretary in the manner provided in subrule 12.2.

14.5 Assist Treasurer

The Executive Officer shall assist the Treasurer in the manner provided in subrule 13.4.

14.6 Assist Executive Group

The Executive Officer shall assist the Executive Group in the manner provided in subrule 15.2.

14.7 Act as Secretary and Treasurer if required

The Executive Officer must act as the Secretary and Treasurer or either of them (as the case may be) as and when and for the period directed by any general meeting of the Association pursuant to the provisions of subrules 10.8 to 10.10 (inclusive).

14.8 Accountability

At all times the Executive Officer shall be accountable in all things to the Board.

15 Executive Group

15.1 Selection of Executive Group

The Board may select an Executive Group of three (3) Board members by a simple majority of Board members voting in favour of doing so, to be responsible for the day to day actions of the Association including but not limited to:

- (a) administration;
- (b) finance;
- (c) remuneration of Executive Officer;
- (d) management, publicity, media and organisation of events;
- (e) approvals of items of major expenditure where the quantum of such expenditure has been previously determined by the Board.

15.2 Delegation to Executive Officer

The Executive Group may delegate the day to day activities of its functions under subrule 15.1(a) and (d) to the Executive Officer.

15.3 Public comments

Despite the provisions of subrules 15.1 and 15.2:

- (a) in the case of an urgent matter, only the Executive Officer and the Chairperson of the Board acting in concert may make any comment to the print or electronic media provided that if one or other of them is unavailable at the time, the other shall first consult with a member of the Executive Group before issuing any statement or making any comment;
- (b) if the matter is not urgent, any statement or comment to be provided by the Association to the print or electronic media shall first be prepared or caused to be prepared by the Executive Officer and circulated to the Board Members, a majority of 75% of which must approve such statement or comment before it can be released;
- (c) for the purposes of this subrule, any Board Member to whom the statement or comment has been forwarded for comment by electronic means and who fails to reply to the Executive Officer within 3 business days of the receipt of such communication, will be taken to have approved the same; and
- (d) upon receipt of and having regard to all comments from the Board Members, the Chairperson and the Executive Officer will resolve upon the final form of the statement or comment to be provided by the Association to print or electronic media.

16 Committees

16.1 Standing Committees

The Board may establish standing committees as required.

16.2 Elections to Standing Committee

Members of a standing committee shall be elected by no less than a 75% majority approval of the members in general meeting.

16.3 Subcommittees

The Board may establish subcommittees as required from time to time.

17 Other remunerated positions may be determined by the Board

17.1 Board may employ staff

The Board may employ persons on a remunerated basis as it determines necessary from time to time.

17.2 Board to determine staff remuneration

The amount of the remuneration and the selection of each individual for the purposes of subrule 17.1 shall be determined by a simple majority approval of the Board members at any meeting of the Board in which such issue is raised for consideration.

18 Casual vacancies in membership of Board

18.1 When vacancy occurs

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson;
- (c) is convicted of an offence under the Act or is involved in or assists IUU;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (1) Three (3) consecutive Board meetings; or
 - (2) Three (3) Board meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings; or
- (f) ceases to be or the corporate entity which he or she represents ceases to be a member of the Association for whatever reason.

18.2 Filling a casual vacancy

When a casual vacancy occurs in the membership of the Board within the meaning of this rule:

- (a) the Board members shall appoint a Full Member to fill that vacancy by a simple majority; and
- (b) member appointed under this subrule shall hold office until the commencement of the next following annual general meeting and be

eligible for election to the Board at the next following annual general meeting.

19 Proceedings of the Board

19.1 Attendance

The Board members shall attend Board meetings for the dispatch of as and when they are convened and the Chairperson may at any time convene a meeting of the Board.

19.2 Vote

Each Board member has a deliberative vote.

19.3 Seventy five per cent majority decisions

Unless otherwise specified in these Articles, a question arising at a Board meeting shall be decided by not less than 75% of the Board members present voting in favour of the same.

19.4 Proxies

Subject to rule 24 a proxy shall be permitted to attend and vote in place of the Board member.

19.5 Electronic attendance

Board members may attend a Board meeting by electronic means.

19.6 Quorum

At a Board meeting not less than 51% of the Board members present at the meeting shall constitute a quorum.

19.7 Order of business

Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.

19.8 Pecuniary interests

A Board member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

20 General meetings

20.1 Convening of meetings

The Board:

- (a) may at any time convene a special general meeting;

- (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act, which shall be open to all members; and
- (c) shall, within 30 days of-
 - (1) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - (2) the Secretary receiving a notice under rule 9.4, convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

20.2 Members' requests

The members making a request referred to in subrule 20.1(c) (1) shall:

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

20.3 Members can convene special general meeting

If a special general meeting is not convened within the relevant period of 30 days referred to:

- (a) in subrule 20.1(c) (1), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
- (b) in subrule 20.1(c) (2), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Board.

20.4 Costs and information for convening meetings

When a special general meeting is convened under subrule 20.3 (a) or (b):

- (a) the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
- (b) the Association shall pay the reasonable secretarial and administration expenses of convening and holding the special general meeting excluding travel and accommodation.

20.5 Notices of Meetings and other Notices

Subject to subrule 20.7 the Secretary, or the Executive Officer in accordance with subrule 12.2, shall give to all members not less than 30 days notice of a general meeting and of any motions to be moved at the general meeting.

20.6 Details in notice of meeting

A notice given under subrule 20.5 shall specify:

- (a) when and where the general meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

20.7 Period of notice of meeting

The Secretary, or the Executive Officer in accordance with subrule 12.2, shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

20.8 Method of giving notice of meetings

The Secretary, or the Executive Officer in accordance with subrule 12.2, may give a notice under subrule 20.5 or 20.7 by:

- (a) serving it on a member personally; or
- (b) sending it by post, email or facsimile to a member at the address of the member appearing in the register of members kept and maintained under Section 27 of the Act.

20.9 Notice by post

When a notice is sent by post under subrule 20.8(b), sending of the notice shall be deemed to be properly effected if the notice is addressed and posted to the member concerned in accordance with the details recorded in the register of members pursuant to rule 6 by ordinary prepaid mail.

20.10 Notice by email

When a notice is sent by email under subrule 20.8(b), sending of the notice shall be deemed to be properly effected if the notice is sent to the email address of the member concerned in accordance with the details recorded in the register of members pursuant to rule 6 and a printed copy of the notice is kept by the Secretary, or the Executive Officer in accordance with subrule 12.2.

20.11 Notice by facsimile

When a notice is sent by facsimile under subrule 20.8(b), sending of the notice shall be deemed to be properly effected if the notice is sent to the facsimile number of the member concerned in accordance with the details recorded in the register of members pursuant to rule 6 as recorded in the register of members and a printed report verifying that the signal was received is kept by the Secretary, or the Executive Officer in accordance with subrule 12.2.

20.12 All other notices

All other notices required to be given by any person or member under these rules shall be given in accordance with the provisions of subrules 20.8, 20.9, 20.10 and 20.11.

20.13 Order of business

In the case of an annual general meeting, the order in which business is to be transacted is:

- (a) first, the consideration of the accounts in accordance with Section 26 of the Act, and reports of the Board;
- (b) second, the election of Board members to replace outgoing Board members;

- (c) third, a review of membership and any changes in membership including a determination about membership fees in accordance with subrule 5.15 to 5.20 (inclusive);
- (d) fourth, any other business requiring consideration by the Association in a general meeting.

20.14 Closed meetings

The Board may have closed meetings to discuss issues on the agenda but must report back to the same full meeting the outcomes of any deliberations from closed meetings.

20.15 Normal expenses

Subject to subrule 20.4(b), each member shall meet its own expenses incurred in attending any meeting of the Association.

21 Quorum in proceedings at general meetings

21.1 General quorum

At a general meeting 51% of the members present or voting by proxy shall constitute a quorum.

21.2 Delay

If within 30 minutes after the time specified for the holding of a general meeting in a notice given under subrule 20.5 or subrule 20.7:

- (a) as a result of a request or notice referred to in subrule 20.1(c) or as a result of action taken under subrule 20.3 a quorum is not present, the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

21.3

If within 30 minutes of the time appointed by subrule 21.2(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

21.4 Place for Meetings

Meetings shall be held in the City of Hobart, Tasmania, Australia or such other place as determined by the members at the annual general meeting by a simple majority of those members present.

21.5 Adjournment

The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

21.6 Business at adjourned meetings

There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

21.7 New notice required after 30 days adjournment

When a general meeting is adjourned for a period of thirty (30) days or more, the Secretary shall give notice under rule 20 of the adjourned general meeting as if that general meeting were a fresh general meeting.

21.8 Resolutions at a general meeting

At a general meeting-

- (a) an ordinary resolution put to the vote shall be decided by a simple majority of those members present at the meeting and voting in favour of the resolution; and
- (b) a special resolution put to the vote shall be decided by no less than 75% of the members present at the meeting and voting in favour of the resolution.

21.9

A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule 21.10.

21.10 Poll

At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

21.11 Declaration of Poll

If a poll is demanded and taken under subrule 21.10 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

21.12 Poll to be taken on demand

A poll demanded under subrule 21.10 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken immediately on that demand being made.

21.13 Issues taken on a vote

Unless otherwise specified in these Articles, an issue to be decided by the members in general meeting or the Board members as the case may be, requires no less than 75% of members present voting in favour of the resolution. .

21.14 Rights of Full Members in attendance

A Full Member may when unable to attend any annual general meeting or any special general meeting either in person, by proxy or by representative, nominate candidates or appointed representatives and cast written votes on resolutions and nominations provided the ballots are returned to the Secretary, or Executive Officer in accordance with subrule 12.2, no later than 3 days prior to the date of the annual general meeting.

21.15 Rights of Full Members not in attendance

Full Members not in attendance at any annual general meeting or any special general meeting and failing to appoint a proxy in accordance with rule 24, will forego any voting privileges on impromptu issues arising during the meeting.

22 Minutes of meetings of Association**22.1 Minutes to be kept**

The Secretary, or the Executive Officer in accordance with subrule 12.2, shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 7 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

22.2 Checking of Minutes

The Chairperson shall ensure that the minutes taken of a general meeting or Board meeting under subrule 22.1 are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or of the next succeeding general meeting or Board meeting, as the case requires.

22.3 Minutes as evidence

When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:

- (a) the general meeting or Board meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

22.4 Distribution of Minutes

The Executive Officer shall ensure that a copy of the Minutes is distributed within 7 days of the meeting to all members.

23 Voting rights of members of Association

23.1 Voting rights of Full Members

Subject to these rules, each Full Member present in person or by proxy at a general meeting is entitled to one (1) deliberative vote.

23.2 Corporate member may be represented by non-member

A member being a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

23.3 Appointment under subrule 23.2 to be validated

An appointment made under subrule 23.2 shall be made by a resolution of the board or other governing body of the body corporate concerned:

- (a) which resolution is authenticated in the manner prescribed by the governing law of the place where the member was incorporated ; and
- (b) a copy of which resolution is lodged with the Secretary.

23.4 Person appointed under subrule 23.2 binds appointor

A person appointed under subrule 23.2 to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting or is disqualified in accordance with subrule 5.21.

24 Proxies of members of Association

24.1 General proxies

A Full Member or Board member (in this rule called "the appointing member") may appoint in writing a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting, special meeting or meeting of the Board as the case may be.

24.2 Appointing Member to confirm appointee's bona fides

The appointing member must give a written undertaking that the proxy is not involved in and has not been involved in IUU activities for the 5 years preceding the proxy's undertaking.

24.3 Time for lodging undertakings under subrule 24.2

A written undertaking under subrule 24.2 shall be lodged with the Secretary, or Executive Officer in accordance with subrule 12.2, not later than 14 days prior to the first attendance of the proxy on behalf of the appointing member.

25 Rules of Association

25.1 Amending rules

The Association may alter or rescind these rules, or make rules additional to these rules, by no less than 75% of the Full Members voting in favour of the same.

25.2 Binding nature of rules

These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

26 Common seal of Association

26.1 Common seal

The Association shall have a common seal on which its corporate name shall appear in legible characters.

26.2 Use of common seal

The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the Minute book referred to in rule 22.

26.3 Fixing of common seal to be witnessed

The affixing of the common seal of the Association shall be witnessed by any two Board members.

26.4 Custody of common seal

The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

27 Inspection of records, etc. of Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

28 Winding up of Association

28.1 Special resolution to wind up

In the event that the Association resolves by special resolution to wind up the Association, the Association shall be wound up in accordance with the Act.

28.2 Distribution of excess assets

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred:

- (a) to another association incorporated under the Act having regard to the objects of the Association; or
- (b) for charitable purposes having regard to the objects of the Association;

28.3 Distribution plan

Prior to the winding up of the Association the members may by resolution authorise and direct the Board to prepare a distribution plan for the distribution of the surplus property of the Association in accordance with subrule 28.2.

28.4 Board to prepare distribution plan

In the event that the members do not make a resolution under subrule 28.3 the Board shall prepare a distribution plan as the Board considers just and equitable having regard to the objects of the Association.

28.5 Commissioner of Taxation to be advised

In the event of the winding up or dissolution of the association, the Commissioner of Taxation shall be advised of the date of dissolution within 28 days of that event.

