

## 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:

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

**annual general meeting** means the meeting referred to in subrule 19.1(b)

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

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

**Board** means the Board of management of the Association referred to in subrule 10.1;

**Board meeting** means meeting referred to in subrule 18.1;

**Board member** means a 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;

**Chairperson** means the person described in rule 11.

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

**CCAMLR** means the Commission for the Conservation of Antarctic Marine Living Resources;

**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 December to 30 November;

**Full Member** means a member referred to in subrule 5.8(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;

**person includes** a natural person includes any company, entity, partnership, joint venture, association, corporation or other body corporate and any government agency;

**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 rules;

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

**special general meeting** means a meeting referred to in subrule 19.2;

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

**toothfish** means fish of the genus *Dissosthicus*;

**Treasurer** means the Treasurer referred to in subrule 10.1 and includes the Executive Officer where the context of these rules so admits or requires.

### **3. Objects of Association**

#### **3.1 Objects**

The objects of the Association are:

- (a) to promote the legal and sustainable fishing and fisheries of members both nationally and internationally;
- (b) to facilitate members of the Association working with each other, governments, conservation groups and the general public to eliminate IUU;
- (c) to be a not for profit powerful international alliance of legal toothfish operators;
- (d) to represent the legal toothfish industry to ensure its members have a viable economic future in the industry;
- (e) to inform the public that there are legitimate, sustainable, toothfish fisheries selling product into markets around the world; and
- (f) to provide effective representation and input at international toothfish management and scientific meetings.

#### **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 if the Board is satisfied that the bona fides, business and objects of the person 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 persons from any country who are involved in any activity forming part of the toothfish industry and undertake 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 Application for membership**

Every application for membership shall comply with rule 5 and be made in the manner set out in an application form as the Board shall from time to time direct.

### **5.3 Procedure for Application**

A person wishing to become a member shall:

- (a) be proposed by a member; and
- (b) apply for membership to the Board in writing in accordance with subrules 5.3 and 5.4 signed by that person or a person duly authorised to do so on behalf of that person and the member referred to in paragraph (a); 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, details of the top 10 shareholders; and/or
  - (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 toothfish fishing activity; and/or

- (3) a statement by the managing director or equivalent officer of the applicant, confirming that neither the applicant nor any of its officers, shareholders or managers is involved, has not been involved in, or supported any IUU toothfish activity at any time over the previous 5 years.

#### **5.4 Lodgment of application**

Every application for membership shall be lodged with the Secretary, or his delegate in accordance with sub-rule 12.2, by post, email or facsimile.

#### **5.5 Cleared funds**

Membership of the Association shall not commence until the amount of the application fee has been received into the Association's account in cleared funds, following confirmation of acceptance as outlined in sub-rules 5.7 and 5.8.

#### **5.6 Approval of Application**

The Board members shall consider each application made under subrule 5.2 either out of session via email exchange, or at the next scheduled Board meeting.

#### **5.7 Approval requirement for Full Membership**

An applicant shall not be granted Full Membership without the approval of at least 75% of the Board members. For this purpose, a Board member will be taken to have approved an application unless the member opposes the application by written or electronic response within 5 working days of notice of the application being circulated.

#### **5.8 Types of Membership**

Membership shall be divided into 2 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 full members existing at the time of incorporation of the Association.
- (b) An Associate Member is a person willing to overtly support the works of the Association and may include individuals with appropriate qualifications, expertise or other ability and who are invited by a Full Member(s) to join the Association. An Associate Member can attend meetings of the Association but cannot be elected to any position or exercise any voting power.

#### **5.9 Rights of Full Members**

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

## **5.10 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 his delegate 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.

## **5.11 Limitations on Membership**

Membership shall be non-transferable.

## **5.12 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.

## **5.13 Fees**

Each Full Member shall pay the application fee determined in the manner set out in subrules 5.15 to 5.18 (inclusive).

## **5.14 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 5.15.

## **5.15 Determination of Fees**

The Full Members shall by a 75% majority of those present at the annual general meeting, 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 in accordance with subrule 5.14 for the financial year next commencing after the annual general meeting.

## **5.16 No refunds**

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

## **5.17 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.

## **5.18 Cessation of Membership**

Membership shall cease 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 where:
  - (1) either the corporate entity is listed on a stock exchange; or
  - (2) where the new directors confirm to the Board that the corporate entity to remain as a member and the Board approve in the same manner as under subrule 5.7 but subject to subrule 5.18(c);
- (b) a member which is a corporate entity has had on an accumulated 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 5.18(c);
- (c) a member which is a corporate entity has been taken over by or has merged with a non- Member corporate entity who does not wish to remain a member of the Association;
- (d) any Full Member has failed to pay its subscription under subrule 7.1 or any levy raised under the provisions of subrule 5.17; 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.

## **5.19 Rule 9 to apply**

Any member facing disqualification under subrule 5.18(e) shall be dealt with in accordance with rule 9.

## **5.20 Fresh application required after disqualification**

Any member disqualified under any of subrules 5.18(a), (b), (c) or (d) shall be required to reapply for membership in accordance with subrule 5.2.

## **5.21 Corporate Entity disqualified**

For the purposes of subrule 5.18 in the event that any natural person appointed by a body corporate in accordance with subrules 22.2, 22.3 and 22.4 is disqualified for any of the reasons listed in subrule 5.18, that body corporate shall also be disqualified.

# **6 Register of members of Association**

## **6.1 Maintenance of Register of Members**

The Secretary, or his delegate 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 his delegate in accordance with subrule 12.2, shall cause the name of any person who is disqualified under subrule 5.18 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, or his delegate in accordance with subrule 13.4, annually on or before 1 March or such other date as the Board may from time to time determine, the amount of the subscription determined under subrule 5.13 to 5.17 (inclusive).

## **7.2 Full membership on payment of fees**

Subject to subrule 5.7, 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, or his delegate under subrule 13.4 has not received a member's subscription within 6 weeks of the date the subscription notice was sent, the Treasurer, or his delegate under subrule 13.4, shall send a

first and final reminder notice to that member requesting payment and advising of the consequences of subrule 5.18 (d).

## **8 Resignation of members of Association**

### **8.1 Notice of resignation**

A member who provides notice in writing of his or her resignation from the Association to the Secretary, or his delegate under subrule 12.2, ceases on that provision 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 which was 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 considered for expulsion from membership of the Association in accordance with subrule 5.18 (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, or his delegate under subrule 12.2, 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 cost-effective and efficient management of COLTO. Subject to the provisions of subrule 10.8:

- (a) The Board shall comprise of a Chairperson and not less than two other people - each one of whom shall be a Full Member of the Association or a representative of a corporate entity who is a Full Member and whom shall be elected by special resolution to membership of the Board at an annual general meeting.
- (b) The Board shall appoint one or more of its members as Secretary and Treasurer and/or the Executive Officer as per 10.3.

### **10.2 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.

### **10.3 Procedures if Executive Officer appointed under subrule 10.7**

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

## **10.4 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 fulfill that or those offices until the next general meeting of the Association.

## **10.5 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.

## **10.6 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.

## **10.7 Appointment**

When a casual vacancy within the meaning of rule 17.2 occurs in the membership of the Board:

- (a) the Board members acting by simple majority shall appoint a Full Member to fill that vacancy ; 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 that meeting.

## **10.8 Powers of Board**

Subject to any limitations imposed by the Act of the rules, the Board may exercise all of the powers of the Association.

## **10.9 Term of Office**

Subject to subrules 10.6(b), 11.3 and 11.4, the office of each Board member shall be for a term of 3 years from the date of election to the Board.

## **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**

In the event of the absence of the Chairperson from-

- (a) a general meeting, a member elected by the other members present at the general meeting shall preside at the general meeting;
- (b) a Board meeting, 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 3 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.

## **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 a Board member or 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 10.5 to 10.7 (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 first approved for payment 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 may 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 a Board member or 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 10.5 to 10.7 (inclusive).

## **14 Executive Officer**

### **14.1 Remuneration payable**

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

### **14.2 Approval of appointment**

The Executive Officer shall be selected and approved by the Board members acting by simple majority.

### **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 may assist the Secretary in the manner provided in accordance with subrule 12.2.

### **14.5 Assist Treasurer**

The Executive Officer may assist the Treasurer in the manner provided in accordance with subrule 13.4.

### **14.6 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 10.3 to 10.5 (inclusive).

### **14.7 Accountability**

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

## **15 Committees**

### **15.1 Standing Committees**

The Board may establish standing committees as required.

### **15.2 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.

### **15.3 Subcommittees**

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

## **16 Other remunerated positions may be determined by the Board**

### **16.1 Board may employ persons**

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

### **16.2 Board to determine remuneration for persons employed**

The amount of the remuneration and the selection of each individual for the purposes of subrule 16.1 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.

## **17 Casual vacancies in membership of Board**

### **17.1 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 another Board member;
- (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.

### **17.2 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 that meeting.

## **18 Proceedings of the Board**

### **18.1 Attendance**

The Board members shall participate in Board meetings as and when they are convened, and the Chairperson may at any time convene a meeting of the Board.

### **18.2 Vote**

Each Board member has a deliberative vote.

### **18.3 Seventy five per cent majority decisions**

Unless otherwise specified in these rules, 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.

### **18.4 Proxies**

Subject to rule 23 a proxy shall be permitted to attend and vote in place of the Board member.

### **18.5 Electronic attendance**

Board members may participate in a Board meeting by electronic means.

### **18.6 Quorum**

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

### **18.7 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 participating in the Board meeting.

### **18.8 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.

### **18.9 Circular resolution**

The Board may pass a resolution without a general meeting being held if not less than 75% of the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. In this regard:

- (a) separate copies of the document may be used for signing by members if the wording of the resolution and statement is identical in each copy;
- (b) the resolution is passed when sufficient members have signed; and
- (c) once passed the resolution is as effective as if it had been passed at a general meeting.

## **19 General meetings**

### **19.1 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, or his delegate under subrule 12.2, 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.

### **19.2 Members' requests**

The members making a request referred to in subrule 19.1(c) (1) shall:

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

### **19.3 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 19.1(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 19.1(c)(2), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Board.

### **19.4 Costs and information for convening meetings**

When a special general meeting is convened under subrule 19.3 (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.



## **19.5 Notices of Meetings and other Notices**

Subject to subrule 19.7 the Secretary, or his delegate under 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.

## **19.6 Details in notice of meeting**

A notice given under subrule 19.5 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.

## **19.7 Period of notice of meeting**

The Secretary, or his delegate 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.

## **19.8 Method of giving notice of meetings**

The Secretary, or his delegate in accordance with subrule 12.2, may give a notice under subrule 19.5 or 19.7 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.

## **19.9 Notice by post**

When a notice is sent by post under subrule 19.8(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.

## **19.10 Notice by email**

When a notice is sent by email under subrule 19.8(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 his delegate in accordance with subrule 12.2.

### **19.11 Notice by facsimile**

When a notice is sent by facsimile under subrule 19.8(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 his delegate in accordance with subrule 12.2.

### **19.12 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 19.8, 19.9, 19.10 and 19.11.

### **19.13 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 5.14 to 5.17 (inclusive);
- (d) fourth, any other business requiring consideration by the Association in a general meeting.

### **19.14 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.

### **19.15 Normal expenses**

Subject to subrule 19.4(b), each member shall meet its own expenses incurred in attending any meeting of the Association.

## **20 Quorum in proceedings at general meetings**

### **20.1 General quorum**

Subject to subrule 20.2, 51% of the members present or voting by proxy shall constitute a quorum for a general meeting.

## **20.2 Additional time**

If within 30 minutes after the time specified for the holding of a general meeting in a notice given under subrule 19.5 or subrule 19.7 a quorum is not participating, the members who are participating in person, by electronic means, or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were participating.

## **20.3 Place for Meetings**

Meetings shall be held in Perth, Western Australia or such other place as determined by the members to coincide with CCAMLR meetings.

## **20.4 Adjournment**

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

## **20.5 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.

## **20.6 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 19 of the adjourned general meeting as if that general meeting were a fresh general meeting.

## **20.7 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 participating 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 participating at the meeting and voting in favour of the resolution.

## **20.8 Declaration of decision**

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 20.9.

## **20.9 Poll**

At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three (3) or more members participating in person or by electronic

means or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

### **20.10 Declaration of Poll**

If a poll is demanded and taken under subrule 20.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

### **20.11 Poll to be taken on demand**

A poll demanded under subrule 20.9 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.

### **20.12 Issues taken on a vote**

Unless otherwise specified in these rules, 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.

### **20.13 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 electronic means, 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 his delegate in accordance with subrule 12.2, no later than 3 days prior to the date of the annual general meeting.

### **20.14 Rights of Full Members not in attendance**

Full Members not in attendance in person or electronically at any annual general meeting or any special general meeting and failing to appoint a proxy in accordance with rule 23, will forego any voting privileges on impromptu issues arising during the meeting.

## **21 Minutes of meetings of Association**

### **21.1 Minutes to be kept**

The Secretary, or his delegate 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.

### **21.2 Checking of Minutes**

The Chairperson shall ensure that the minutes taken of a general meeting or Board meeting under subrule 21.1 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.

### **21.3 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.

### **21.4 Distribution of Minutes**

The Secretary, or his delegate in accordance with subrule 12.2, shall ensure that a copy of the Minutes is distributed within 7 days of the meeting to all members.

## **22 Voting rights of members of Association**

### **22.1 Voting rights of Full Members**

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

### **22.2 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.

### **22.3 Appointment under subrule 22.2 to be validated**

An appointment made under subrule 22.2 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 or his delegate in accordance with subrule 12.2.

### **22.4 Person appointed under subrule 22.2 binds appointor**

A person appointed under subrule 22.2 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 5.18.

## **23 Proxies of members of Association**

### **23.1 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.

### **23.2 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.

### **23.3 Time for lodging undertakings under subrule 24.2**

A written undertaking under subrule 23.2 shall be lodged with the Secretary, or his delegate 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.

## **24 Rules of Association**

### **24.1 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.

### **24.2 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.

## **25 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.

## **26 Winding up of Association**

### **26.1 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.

## **26.2 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;

## **26.3 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 26.2.

## **26.4 Board to prepare distribution plan**

In the event that the members do not make a resolution under subrule 26.3 the Board shall prepare a distribution plan as the Board considers just and equitable having regard to the objects of the Association.

## **26.5 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.

## **27. Common Seal of Association**

### **27.1 Common Seal**

The Association must have a common seal on which its corporate name appears in legible characters

### **27.2 Use of common seal**

The common seal of the Association must not be used without the express authority of the Board and every use of that Common Seal must be recorded in the minute book referred to in rule 21.1 above.

### **27.3 Use of common seal to be witnessed**

The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

### **27.4 Custody of common seal**

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