

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 2015 (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;

Associate Member means a member referred to in subrule 5.8(b);

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;

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 July to 30 June;

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, as defined in the FAO International Plan of Action to prevent, deter and eliminate IUU fishing, as updated from time to time.

Member means a member of the Association;

ordinary resolution means a resolution other than a special resolution;

person includes a natural person, or 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 *Dissostichus*;

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.

Ultimate beneficial owner means the natural person(s) who ultimately owns or controls a corporate entity. It also includes those persons who exercise ultimate effective control over a corporate entity.

3. Objects of Association

3.1 Objects

The objects of the Association are:

- (a) to promote the legal and sustainable Toothfish fishing and fisheries of members;
- (b) to facilitate members of the Association working with each other, governments, scientists, and conservation groups to eliminate IUU fishing for toothfish and ensure all toothfish fisheries are managed sustainably.
- (c) to consider relevant environmental impacts of Members' fishing operations;
- (d) to be a not for profit influential international alliance of legal toothfish operators;
- (e) to represent the legal toothfish industry to ensure its members have a viable economic future in the industry;
- (f) to inform the public that there are legitimate, sustainable, toothfish fisheries supplying product into markets around the world;
- (g) to provide effective representation and input at international toothfish management and scientific meetings and other such meetings as the Board may designate; and

- (h) To provide accurate and reliable information regarding Toothfish fisheries and operations to relevant and interested parties.

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 14 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 2 full members; and
- (b) apply for membership to the Board in writing, on the provided membership application form, in accordance with sub-rules 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 fishing activity; and

- (d) provide to the Board in writing:
- (1) the details of its ultimate beneficial owner(s), directors and shareholders; and in the case of any company listed on a recognised stock exchange, details of the top 10 shareholders; and
 - (2) full details of the company including port and starboard side photographs of any vessels either owned, employed or under the control of the applicant and involved in any toothfish fishing activity; and
 - (3) a statement by the Chief Executive Officer (or Managing Director, or President, or equivalent most senior responsible officer) of the applicant, confirming that neither the applicant nor any of its officers, shareholders or managers have been involved in, or supported any IUU fishing activity at any time over the previous 5 years; and
 - (4) any further information requested on the membership application form.

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 email.

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 bank 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 Membership

An applicant shall not be granted 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 3 categories as follows:

- a) A Full Member of the Association is a fishing business entitled to participate in the Association's activities and having fully paid up membership fees.
- b) An Association Membership is a sub-group of Full Members from the same fishery, that are entitled to participate in the Association's

activities and having fully paid up membership fees. This type of Membership is regarded as one full member.

- c) An Associate Member is a person willing to overtly support the works of the Association and may include individuals or businesses with appropriate qualifications, expertise or other abilities, and having fully paid up membership fees. An Associate Member can attend meetings of the Association but cannot be elected to any position.

5.9 Rights of Members

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

An Associate Member does not exercise any voting power at any meeting of Members.

5.10 Further Rights of Full Members

A Full Member may, 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.

5.11 Limitations on Membership

Membership shall be non-transferable.

5.12 Consequences of failure to pay a Contribution

A 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 disqualified from membership of the Association, unless otherwise determined by the Board.

5.13 Fees

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

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 calendar 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) each applicable Member shall be required to pay an additional fee by way of a levy, which shall be limited to no more than the annual membership fee amount to which that member currently pays, to meet that requirement,

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

Any special levy that would equate to a higher amount than the annual membership fee for that member, shall require agreement by consensus from the Association's members.

5.18 Cessation of Membership

Membership shall cease where a member:

- (a) 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) the corporate entity is listed on a stock exchange; or
 - (2) the new directors confirm to the Board that the corporate entity intends 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) 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) 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) has failed to pay its subscription under subrule 7.1 or any levy raised under the provisions of subrule 5.17;
- (e) has been expelled 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.

If there is an ongoing investigation of a Member that the Board believes may lead to an expulsion, the Board may elect to suspend that Membership until such time as the investigation has concluded and the Board has made a decision on expulsion. Any such suspension requires the approval of no less than 75% of the Board members.

5.19 Rule 9 to apply

Any member facing disqualification or suspension 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 53 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 Member shall pay to the Treasurer, or his delegate in accordance with subrule 13.4, by the due date on the fees invoice, the amount of the subscription determined under subrule 5.13 to 5.17.

7.2 Membership on payment of fees

Subject to subrule 5.7, a member is a 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 or Suspension 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 or suspension 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 suspension and of the time, date and place of the Board meeting at which the question of that expulsion or suspension will be decided; and
- (b) particulars of that conduct,

not less than 14 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 suspend or decline to expel or suspend that member from membership of the Association and shall, as soon as practicable after deciding whether or not so to expel or suspend 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 or suspended under subrule 9.2 from membership of the Association shall, if he or she wishes to appeal against that expulsion or suspension, 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 that the Association's annual general meeting determines, with a view to ensuring cost-effective and efficient management of COLTO. Subject to the provisions of subrule 10.7:

- (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 10.2

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 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.

10.8 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 53 of the Act in respect of the register of members of the Association;
 - (2) Section 35 of the Act in respect of the rules of the Association; and
 - (3) Section 58 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 10.6.

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 payments are approved by the Chairperson;
- (d) comply on behalf of the Association with Sections 66, 68 and 70 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. In addition, no officer of COLTO is authorised to enter into understandings, agreements or contractual obligations for periods exceeding 12 months and AUD1000 in aggregate, unless agreed to at a general meeting, or having been authorised by no less than 75% of Board Members.

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 10.6.

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, 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.

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 a 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 fishing;
- (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 may appoint a Full Member to fill that vacancy by a simple majority; and
- (b) the member appointed under this sub-rule 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 Material personal interests

A Board member having any material personal interest referred to in Section 42 or 43 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 confirm via email, to the Secretary, or his delegate under subrule 12.2, that they are in favour of the resolution set out in the document. In this regard:

- (a) the resolution is passed when sufficient Board members have agreed (noting that a non-response within 7 days will be considered as agreed); and
- (b) 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 50 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 15% of 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, shall give a notice under subrule 19.5 or 19.7 by electronic transmission to a member at the email address of the member appearing in the register of members kept and maintained under Section 53 of the Act.

When a notice is sent by email, sending of the notice shall be deemed to be properly affected 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.

19.9 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.

19.10 Order of business

In the case of an annual general meeting, the following must be tabled:

- (a) the consideration of the accounts in accordance with Sections 68 and 70 of the Act, and reports of the Board;
- (b) the election of Board members to replace any outgoing Board members;
- (c) a review of membership and any changes in membership including a determination about membership fees in accordance with subrule 5.14 to 5.17; and
- (d) any other business requiring consideration by the Association in a general meeting.

19.11 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.

19.12 Normal expenses

Subject to subrule 19.4(b), each member shall meet its own expenses incurred in attending any meeting of the Association, however the travel expenses for the COLTO Chairperson to attend the annual general meeting will be covered by 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

Annual general meetings shall be held in Hobart, Tasmania, coinciding with the CCAMLR Commission meeting, or other places from time to time as determined by the Board.

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 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 14 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 at 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 14 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 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 fishing 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, or his delegate under subrule 12.2, and the Treasurer, or his delegate under subrule 13.4.

27.4 Custody of common seal

The common seal of the Association must be kept in the custody of the Secretary, or his delegate under subrule 12.2, or of such other person as the Board from time to time decides.

28. Resolving disputes

28.1 Application of Division

The procedure set out herein (the grievance procedure) applies to disputes:

- 1) between members; or
- 2) between one or more members and the Association.

28.2 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

28.3 How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule 28.2, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
 - (a) when and where the Board meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (5) If:
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party:

- (i) does not agree to the dispute being determined by the Board; and
- (ii) requests the appointment of a mediator under subrule 28.5, the Board must not determine the dispute.

28.4 Determination of dispute by the Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must:
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule 28.4(1)(c), give written notice to the Secretary requesting the appointment of a mediator under subrule 28.5.
- (4) If notice is given under subrule 28.4(3), each party to the dispute is a party to the mediation.

28.5 Appointment of mediator

- (1) The mediator must be a person chosen by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule 28.5(1), then, subject to subrules 28.5(3) and 28.5(4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - (a) a party to a dispute under rule 28.3(5)(b)(ii); or
 - (b) a party to a dispute under rule 28.4(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the Board may be a member or former member of the Association but must not:
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

28.6 Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must:
 - (a) give each party to the mediation every opportunity to be heard; and

- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

28.7 If mediation results in decision to suspend or expel being revoked

If:

- (1) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under subrule 9.4; and
- (2) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.