



**CONSTITUTION OF
THE QUEENSLAND SEAFOOD INDUSTRY ASSOCIATION**

Registration No. IA28586

List of Rules

1. Name.....	3
2. Definitions.....	3
3. Objects.....	3
4. Powers	3
5. By-Laws	4
6. Classes of Members.....	4
6.1. Membership Fees	5
6.2. Admission and Rejection of New Members	5
6.3. When Membership Ends.....	6
6.4. Appeal against Rejection or Termination of Membership.....	6
6.5. Register of Members.....	6
6.6. Prohibition on use of information in the Register of Members	7
6.7. Voting.....	7
6.8. Membership Responsibilities.....	7
7. Appointment and Removal of the Secretary of the Association.....	8
7.1. Functions of the Secretary	8
8. Board Membership.....	8
8.1. Process for electing the Board – President and Directors	9
8.2. Functions of the Board	9
8.3. Meeting of the Board	10
8.4. Quorum for, and adjournment of, Board meetings	10
8.5. Resignation or removal from the Board.....	11
8.6. Vacancies on the Board	11
8.7. Special Meeting of Board.....	11
8.8. Minutes of Board meetings	11
8.9. Resolutions of Board without meeting.....	11
8.10. Subcommittees	12
8.11. Acts not affected by defects or disqualifications	12
8.12. Removal from the Board	12
9. President’s Responsibilities	13
9.1. Breach of Responsibilities by the President.....	15
10. Director’s Responsibilities	15
11. Special General Meetings	16
12. Register of Interests.....	16
13. Confidentiality Agreement.....	17
14. Annual General Meetings.....	17
15. Proxy Voting	19
16. Common seal.....	19
17. Funds and accounts.....	20
18. General financial matters	20
19. Alteration of Rules.....	20
20. Documents.....	20
21. Financial year.....	20
22. Distribution of surplus assets to another entity	20
23. In these Rules, unless the context otherwise requires:	20
23.1. In these Rules, if the context permits:.....	21

1. Name

(1) The name of the incorporated Association is the Queensland Seafood Industry Association Incorporated (“the Association”).

2. Definitions

(1) In these Rules, a word or expression that is not defined, but is defined in the Associations Incorporation Act 1981 (“the Act”) has, if the context permits, the meaning given by the Act.

(2) The dictionary in the schedule defines particular words used in this constitution.

3. Objects

(1) The objects of the Association are:

(a) to advance and protect Association members’ rights relevant to the seafood industry including, but not restricted to:

- protection of the marine environment;
- fisheries management;
- research and development;
- education;
- promotion;
- industry policy;
- native title; and

(b) to engage in public debate regarding the status of fisheries management in Queensland; and

(c) to pursue members’ security of access to the marine resource; and

(d) to raise the profile of the seafood industry; and

(e) to support regimes which deliver the maximum possible benefits available from marine resources; and

(f) to publicly hold to account public servants and politicians on seafood industry issues; and

(g) to actively promote the good reputation of the Queensland seafood industry; and

(h) to be prepared for and responsive to current and emerging issues that have a State and sector significance for the Queensland seafood industry; and

(i) to engage in activities that are conducive to the attainment of all of the objects of the Association set out above.

4. Powers

(1) The Association has the powers of an individual.

(2) The Association may, for example:

(a) enter into contracts; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services; and

(d) do other things necessary or convenient to be done or provided for in legislation in carrying out its affairs; and

(3) The Association may issue secured and unsecured notes, debentures and debenture stock for the Association.

(4) The Association may affiliate with or become members of relevant bodies which may assist in achieving the objects of the Association.

(5) The Association may provide funding and other support to any affiliated body.

(6) The Association may delegate to affiliated bodies the power to undertake any role or function on the Association's behalf that the Association and any such affiliated bodies may agree from time to time.

(7) The Association may do all such things and take all such steps as it may from time to time consider necessary to achieve the Objects of the Association.

5. By-Laws

(1) The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

(2) A By-Law may be set aside by a vote of members at an Annual General Meeting of the Association.

6. Classes of Members

(1) The membership of the Association consists of ordinary members, and any of the following classes of members:

(1.1) “A” Class Member – Primary Vessel Owner (PVO) – A “PVO” member is a person who is the holder of a commercial fishing boat licence issued under the Fisheries Act 1994 or the Torres Strait Fisheries Act 1984 (Cth) whose application is accepted under and who pays the prescribed fee. This membership category can also encompass an incorporated company. This membership classification encompasses the former “AC”, “AL”, “AN” and “AT” membership classes.

(1.2) “B” Class Member – Commercial Fisher (CF) – A “CF” member is a person who is the holder of a commercial fisher licence issued under the Fisheries Act 1994 whose application is accepted and who pays the prescribed fee. This membership classification encompasses the former “B” membership class.

(1.3) “C” Class Member – Authority Holder (AH) – A “AH” member is a person who is the holder of any licence (other than a commercial fishing boat licence or a commercial fisher licence), permit or authority granted under the Fisheries Act 1994 or the Torres Strait Fisheries Act 1984 (Cth) or the Fisheries Management Act 1991 (Cth) relating to the seafood industry whose application is accepted and who pays the prescribed fee. This membership classification encompasses the former “C” membership class.

(1.4) “D” Class Member – Seafood Retail/Restaurant (R) – An “R” member is a person who participates or has an interest in the retail or hospitality stages of the seafood industry whose application is accepted and who pays the prescribed fee. This membership classification encompasses the former “AR” membership class.

(1.5) “E” Class Member – Wholesale/Processor/Marketer (W) – A “W” member is a person who participates or has an interest in the wholesaling or processing stages of the seafood industry whose application is accepted who pays the prescribed fee. This membership classification encompasses the former “AM” membership class.

(1.6) “F” Class Member – Seafood Industry Employee (SIE) – A “SIE” member is a person who is employed in, or has an interest in, the seafood industry including, but not limited to deckhands, seafood process workers, and associated services industry employees, whose application is accepted and pays the prescribed fee. This membership classification encompasses the former “D” membership class.

(1.7) “G” Class Member – Seafood Allied Industry (ALLIND) – A “ALLIND” member is a person who has an interest in the seafood sector including allied businesses but not limited to the marine industry, marine safety equipment suppliers, insurance brokers or any other business whose application is accepted and pays the prescribed fee.

(1.8) “H” Class Member – Affiliated Association (AFFACS) – An “AFFACS” shall be organisations or associations (whether or not incorporated) interested in the seafood industry which apply for membership of the Association, the application is accepted and pays the prescribed fee.

(1.9) “EX” Class Member – Ex-officio (EX) – An “EX” member is the person for the time being holding the position of Secretary of the Association and any other person determined by the Board to be an ex officio member of the Association. Notwithstanding any other provisions in these Rules, this class of member:

- shall not be entitled to be appointed to any other office under these Rules or to be elected as a Committee Member; and
- shall not be entitled to vote at any meeting, election or poll conducted under the Constitution of the Association.

This membership classification encompasses the former “E” membership class.

(2) The number of members is unlimited.

(3) Membership of all classes is voluntary.

(4) If a person applying for membership qualifies for membership under a class of membership which is mentioned earlier in the list of classes of membership in Rule 6(1), then the applicant is not entitled to apply for membership under a class of membership which is mentioned later in Rule 6(1).

(5) A membership class may be set aside or new class created by a vote of members at a general meeting of the Association.

(5A) If a member is an incorporated entity, it may, by notice in writing to the Secretary, appoint one individual, who is a shareholder of the incorporated entity, to represent the member at all meetings of the Association or otherwise as required under this Constitution. Any such appointment may from time to time be changed by notice in writing to the Secretary.

(6) Applications will be considered by the Board which will accept or reject the application.

(7) The nominee will be notified of the Board’s determination within 28 days.

(8) If approved the nominee’s name(s) will be entered in the register of members.

(9) To remove any doubt:

- (a) a member may be a person, incorporated body or another legal entity;
- (b) one membership only may be granted to any one person or organisation regardless of the number of licences, permits or other authorities or fishing rights held; and
- (c) one membership only may be granted for each relevant licence, permit, authority or other fishing right held.

6.1. Membership Fees

(1) The membership fee for each ordinary membership and for each other class of membership (if any):

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the Board decides; and
- (c) incorporates a fee structure and payment methods.

6.2. Admission and Rejection of New Members

(1) An application for membership must:

- (a) be in writing in the form approved, and containing the information required, by the Board;
- (b) be signed by the applicant; and
- (c) be accompanied by the relevant membership fee.

6.3. When Membership Ends

(1) Notwithstanding any other provision in these Rules, membership terminates when membership fees are in arrears for a 3-month period or such other period determined by the Board.

(2) Subject to any applicable law, a member may resign from the Association by written notice to the Secretary of the Association or Chief Executive Officer.

(3) The resignation takes effect on:

- the day and at the time the notice is received by the Secretary of the Association; or
- if a later day is stated in the notice – the later day.

(4) Subject to any applicable law, the Board may terminate a member's membership if the member:

- is convicted of an indictable offence; or
- does not comply with any of the provisions of these Rules; or
- does not comply with the Association's membership responsibilities"; or
- conducts himself or herself in a way considered by the Board to be injurious or prejudicial to the character or interests of the Association.

(5) Before the Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.

(6) If, after considering all representations made by the member, the Board decides to terminate the membership, the Secretary of the Association or the Chief Executive Officer must give the member a written notice of the decision and the reasons for it.

6.4. Appeal against Rejection or Termination of Membership

(1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary of the Association written notice of the person's intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the Secretary of the Association within 1 month after the person receives written notice of the decision.

(3) If the Secretary of the Association receives notice of intention to appeal, the Secretary of the Association must refer the matter to the next Annual General Meeting of the Association to decide the appeal.

(4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(5) Also, the Board and the Board members who rejected the application or who terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.

(6) An appeal must be decided by a vote at the Annual General Meeting.

(7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Chief Executive Officer must, as soon as practicable, refund the application fee paid by the person.

6.5. Register of Members

(1) The Board must keep a register of members.

(2) The register of members must include the following particulars for each member:

- membership class; and
- member name; and
- email address; and
- address; and
- phone and/or mobile number.

(3) The register must be open for inspection at all reasonable times.

(4) However, before a member may inspect the register, the member must apply to the Secretary of the Association to inspect it and may only inspect those parts of the register which relate to the member.

(5) A member must notify the Secretary or Chief Executive Officer promptly of any change in his or her address or other contact details.

6.6. Prohibition on use of information in the Register of Members

(1) The Association Board, employees or members must not:

- (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

6.7. Voting

(1) All members, other than an “EX” class member, have the right to vote under this Constitution or unless voting is limited by the Constitution to particular classes of Members.

(2) All members who are eligible to vote shall have one vote only and all questions, except as otherwise provided in this Constitution shall be decided by a simple majority.

6.8. Membership Responsibilities

(1) Members shall:

- Observe the provisions of the Constitution; and
- Engage with the Association, through committees and/or Association office by providing feedback, attending meetings, participating in association surveys, projects, events and activities; and
- Treat fellow members, the directors, executives, employees, representatives and volunteers of the Association with respect and courtesy at all times; and
- Uphold the truth and work for the greater good of the industry; and
- Not to act so as to bring the Association, its members or its mission into disrepute; and
- Pay membership fees by the due date to maintain active membership and preserve all membership benefits.

(2) Membership communication will primarily be via electronic means. It is the responsibility of the member to ensure contact details remain current; this includes email address, postal address, home and mobile phones numbers.

(3) The Membership period is from 1 July to 30 June annually and is active on receipt of payment of due membership fees.

(4) Membership is non-transferable.

(5) Membership fees unpaid for 3 months will result in the suspension of the Membership and cancellation of benefits.

(6) Non-renewal of membership must be advised in writing.

(7) Core values include:

- Respect for every person and the environment; and
- Truthfulness, integrity and timeliness in all dealings; and
- Working for the “greater good” of members collectively and the industry generally; and
- Leadership with courage “if it is to be, it’s up to me”.
- The “greater good” will have better collective outcomes overall than allowing the influence of individuals to persuade the result, even if better consequences can be demonstrated in those individual instances.

7. Appointment and Removal of the Secretary of the Association

(1) The Secretary must be an individual residing in Queensland, who is:

- (a) a member of the Board; or
- (b) the Chief Executive Officer.

(2) The Board of the Association may at any time remove a person appointed as the Secretary.

(3) The Board must appoint a Secretary at its first meeting after the Annual General Meeting.

(4) If there is a vacancy, the Board must ensure a secretary is appointed within 1 month after the vacancy occurs.

(5) If the appointed Secretary is the Chief Executive Officer, he or she does not thereby become a member of the Board.

(6) If role of Secretary is removed from a Board member, he or she remains a Board member.

(7) If role of Secretary is removed from the Chief Executive Officer, he or she retains the role of Chief Executive Officer.

7.1. Functions of the Secretary

(1) The Secretary can perform a number of rolls including but not limited to:

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
- (b) keeping minutes of each meeting; and
- (c) maintaining the register of members of the Association.

8. Board Membership

(1) The Board consists of the President, Vice-President, the Treasurer, and Directors who were elected as Directors at the most recent Annual General Meeting.

(2) Positions are held by Directors and the President until the Annual General Meeting following their election.

(3) At the completion of each Annual General Meeting of the Association, the members of the Board elected at the previous Annual General Meeting cease to be members of the Board, but are eligible, on nomination, for re-election.

(4) The Board may decide to appoint one of the Directors to the role of Chair to replace the President under the following circumstances:

- (a) if she or he resigns; or
- (b) if she or he fall ill and cannot participate in Board deliberations; or
- (c) if she or he is determined by the Board to have contravened the responsibilities of the President.

8.1. Process for electing the Board – President and Directors

(1) A member of the Board may only be elected as follows:

- (a) Association Members may nominate themselves (to be known as the Candidate) to serve as a member of the Board;
- (b) The nomination must be:
 - (i) in writing; and
 - (ii) signed by the Candidate; and
 - (iii) given to the Secretary at least 6 weeks before the Annual General Meeting at which the election is to be held;
 - (iv) the Secretary must provide (via email and/or regular post):
 - a list of applicants for the role of President and Director to Members within 1 week after the close of nominations to members.
- (v) Members will have 3 weeks to cast a vote;
- (vi) Members including Candidates may cast a vote as follows:
 - vote to support a candidate on the ballot;
 - send the completed ballot to eo@qsia.com.au or mail to PO Box 392 Clayfield Qld 4011 and have 21 days to provide their vote to the Secretary;
 - there is no provision for proxy votes;
 - all votes remain secret;
 - the Secretary will tally votes and check the tally before advising members at the Annual General Meeting;

(2) The Board may consist of up to a maximum of 8 Directors and the President.

(3) A person may be a Candidate only if the person is an adult; and is not ineligible to be elected as a Member under section 61(A) of the Act.

(4) The Board must ensure that, before a Candidate is elected as a member of the Board, the Candidate is advised that the Association has public liability insurance and the amount of the insurance.

8.2. Functions of the Board

(1) Subject to these Rules or a resolution of the members of the Association carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Association.

(2) The Board has authority to interpret the meaning of these Rules and any matter relating to the Association on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

(3) The Act prevails if the Associations Rules are inconsistent with the Act, see section 1B of the Act.

(4) The Board may exercise the powers of the Association:

- (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and

- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the Association may from time to time decide.

(5) For subrule (4)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

- (a) the financial institution for the association; or
- (b) if there is more than one financial institution for the Association – the financial institution nominated by the Board.

8.3. Meeting of the Board

(1) General requirements:

- (a) The Board must meet at least once every 4 months to exercise its functions.
- (b) The Board must decide how a meeting is to be called.
- (c) Notice of a meeting is to be given in the way decided by the Board.
- (d) The Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (e) A Board member who participates in the meeting as mentioned in subrule (d) is taken to be present at the meeting.
- (f) A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the Chair must cast a deciding vote.
- (g) A member of the Board must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (h) The President is to preside as chairperson at a Board meeting.
- (i) If there is no President or if the President is not present within 10 minutes after the time fixed for a Board meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

(2) The Board may meet and conduct its proceedings as it considers appropriate – either face to face or by teleconference facilities.

(3) Decisions of the Board are by a simple majority.

(4) Board meetings via teleconference or other electronic means:

- (a) Board meeting can be conducted via teleconference or via other electronic means.
- (b) The Board must follow Section 8.3(1).

8.4. Quorum for, and adjournment of, Board meetings

(1) At a Board meeting, more than 50% of the members elected to the Board as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of members of the Board, the meeting lapses.

(3) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the members of the Board:

- (a) the meeting is to be adjourned for at least 1 day; and
- (b) the members of the Board who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

8.5. Resignation or removal from the Board

(1) A member of the Board may resign as a Board member by giving written notice of resignation to the Secretary,

(2) The resignation takes effect at:

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice – the later time.

(3) A member may be removed from office at the Annual General Meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(5) A member has no right of appeal against the members removal from office under this rule.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

8.6. Vacancies on the Board

(1) If a casual vacancy happens on the Board, the continuing members of the Board may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.

(2) The continuing members of the Board may act despite a casual vacancy on the Board.

8.7. Special Meeting of Board

(1) If the Secretary receives a written request signed by at least 33% of the members of the Board, the Secretary must call a Special Meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the secretary receives the request.

(2) If the Secretary is unable to call the Special Meeting, the President must call the meeting.

(3) A request for a Special Meeting must state:

- (a) why the Special Meeting is called; and
- (b) the business to be conducted at the meeting.

(4) A notice of a Special Meeting must state:

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

(5) A Special Meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

8.8. Minutes of Board meetings

(a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.

8.9. Resolutions of Board without meeting

(1) A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.

(2) A resolution may consist of several documents in like form, each signed by 1 or more members of the Board. A document may consist of an e-mail from the e-mail address of the member of the Board.

8.10. Subcommittees

- (1) The Board can create and appoint Subcommittees as needed.
- (2) Subcommittee functions include:
 - (a) Progressing Subcommittee work;
 - (b) Voting on motions (votes require a simple majority);
 - (c) Meeting notes a summary of meeting deliberations not a verbatim record.
- (3) Eligibility criteria for nomination to a Subcommittee:
 - (a) There are two eligibility criteria that must be met to hold a position as an Association representative:
 - (i) must be a current financial member of the Association to vote; and
 - (ii) must be able to professionally and objectively represent member's interests from their nominated fishery and area devoid of self-interest.
- (4) The Board will set the duration a Subcommittee will operate e.g. a 12-month appointment.
- (5) Association members can nominate for positions on multiple Subcommittees.
- (6) Subcommittee nominations must be made to the Association's Chief Executive Officer by email.
- (7) A Subcommittee may elect a Subcommittee Coordinator and Deputy Coordinator.
 - (a) The Board may appoint a Subcommittee consisting of members of the Association considered appropriate by the Subcommittee to help with the conduct of the associations operations.
 - (b) A member of the Subcommittee who is not a member of the Board is not entitled to vote at a Board meeting.
 - (c) If a Coordinator is not elected, or if the Coordinator is not present within 10 minutes after the time fixed for a meeting, the members present may choose either the Deputy Coordinator or 1 of their number to be chairperson of the meeting.
 - (d) A Subcommittee may meet and adjourn as it considers appropriate.
 - (f) A question arising at a Subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) The Association provides secretariate support to Subcommittees working with the Coordinator and Deputy Coordinator to ensure work product is delivered in a timely manner.

8.11. Acts not affected by defects or disqualifications

- (1) An act performed by the Board, a Subcommittee or a person acting as a member of the Board is taken to have been validly performed.
- (2) Subrule (a) applies even if the act was performed when:
 - (a) there was a defect in the appointment of a member of the Board, Subcommittee or person acting as a member of the Board; or
 - (b) a Board member, Subcommittee member or person acting as a member of the Board was disqualified from being a member.

8.12. Removal from the Board

- (1) A member may be removed from the Board consistent with 64(2) of the Associations Incorporation Act 1981 which states that an office holder must vacate if:
 - (a) he or she dies;
 - (b) becomes bankrupt;

- (c) is convicted of an indictable offence under the Associations Incorporation Act 1981;
- (d) is convicted of an indictable offence or an offence punishable on summary conviction; or
- (e) has been convicted on indictment or summarily and sentenced to imprisonment.

(2) The Association in an Annual General Meeting or Special General Meeting may by resolution remove any member of the Board from the office of President or Director before the expiration of the individual's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed under Rule 8.

(3) If a member of the Board to whom a proposed resolution referred to in clause (2) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association. The Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

9. President's Responsibilities

(1) Duty to act in good faith and for a proper purpose in the best interests of the organisation:

- (a) Must act honestly, fairly and loyally when making decisions for the organisation. To do this, the President should have regard to the purpose of the organisation and its membership, as well as its finances and operations; and
- (b) The President will not make decisions based on his or her own personal interests, preferences, or alliances or those of other people or organisation he or she may be involved in; and
- (c) As the President, it is important that the individual does not allow another person or organisation (including any people or organisations that elected you to the Board) to dictate how to vote at Board meetings.

(2) Duty to act for a proper purpose:

- (a) The President must use his or her powers for the purpose for which they were given, and not for any other purpose; and
- (b) This means not using the role of President to obtain an advantage for oneself or someone else and making decisions which help the organisation to achieve its purpose or objective.

(3) Duty to act with reasonable care, skill, and diligence:

- (a) The President must use his or her skills and knowledge; and
- (b) The President must use whatever skills and experience for the benefit of the organisation and put reasonable effort into tasks undertaken.

(4) The President applies reasonable care, skill, and diligence:

- (a) As a Board member, the President must take his or her responsibilities seriously and put the required effort into the tasks assigned to the President.

(5) The President makes reasonable decisions, not perfect decisions:

- (a) A decision about a matter will generally be considered to have been made with reasonable care if the President (as part of the Board) can show that:
 - (i) the decision was made in good faith and for a proper purpose; and
 - (ii) they did not have a material interest in the subject matter of the decision; and
 - (iii) he or she informed themselves about the subject matter to an appropriate extent, and
 - (iv) he or she rationally believed that the judgment was in the best interests of the organisation.

(6) Duty to ensure financial affairs are managed responsibly:

- (a) The President must understand the finances of the organisation are managed properly.

- (b) The President (and Board members) are accountable for an organisation's solvency. The President must exercise overall control over its financial affairs.
- (c) The President has a duty to properly inform themselves about the organisation's financial position.
- (7) Duty to prevent the Association from operating insolvent:
- (a) A key duty of the President regarding the finances of the Association is to make sure it is solvent; and
- (b) Further debts should not be allowed to be incurred if the Board know or reasonably suspect that the Association cannot pay its current debts when they are due or will be unable to if it takes on further debt.
- (8) Duty not to misuse information:
- (a) As a Board member, the President must refrain from improperly using any information obtained because of his or her position (e.g. information obtained at committee meetings, information divulged to you in your capacity as a committee member) to gain a personal advantage or an advantage for someone else, or to cause any detriment to the Association.
- (9) Duty not to misuse your position:
- (a) As a Board member, the President must refrain from improperly using his or her position on the Board; and
- (b) Where the President or someone close to the President benefits from misuse of the position, this will often constitute a conflict of interest. However, even where the President or someone close to him or her do not benefit from an improper use of the position, if it causes detriment to the organisation.
- (10) Duty to disclose and manage conflicts of interest
- (a) A conflict of interest situation arises when a Board member, who has a duty to act in the best interests of the Association, is presented with the opportunity or potential to 'use' their position on the committee for their own personal benefit (or for the benefit of someone else, such as a relative or another organisation); and
- (b) The legal duty relates to the process Board members must follow in conflict of interest situations; and
- (c) As the President, he or she must disclose and manage conflicts of interest in a particular way; and
- (d) It is important to remember that the duty relates to actual and potential conflicts of interest.
- (11) Disclosing the conflict of interest:
- (a) The President must disclose to the Board any conflicts of interest and potential conflicts of interest that arise in relation to the role; and
- (b) Disclosure should take place when the President becomes aware of the conflict; and
- (c) When telling the Board about the conflict, or potential conflict, the President must be open and honest about the nature and extent of the interest, and its relation to the affairs of the Association.
- (12) Managing the conflict of interest:
- (a) If it is the President who has a personal interest in a matter that is being considered at a Board meeting:
- (i) should not be present in the meeting while the matter is being discussed; and
- (ii) should not be present for or vote on the matter, and
- (iii) should ensure that the minutes record the fact that a conflict was declared, the time the President left and returned to the meeting, and the fact that they were not involved in the decision.
- (b) If the President has a conflict, he or she must refrain from discussing the decision or trying to influence the outcome of the decision (e.g. outside of or between Board meetings).

9.1. Breach of Responsibilities by the President

- (1) A breach may result from the activities of the President or Chair.
- (2) The process to remedy a breach is provided under Rule 8.5.

10. Director's Responsibilities

- (1) Duty to act 'in good faith' in the best interests of the organisation:
 - (a) Must act honestly, fairly, and loyally when making decisions for the organisation. To do this, the Director should have regard to the purpose of the organisation and its membership, as well as its finances and operations; and
 - (b) The Director will not make decisions based on his or her own personal interests, preferences, or alliances or those of other people or organisation you may be involved in; and
 - (c) As the Director, it is important that he or she does not allow another person or organisation (including any people or organisations that elected you to the Board) to dictate how to vote at Board meetings.
- (2) Duty to act for a proper purpose:
 - (a) The Director must use his or her powers for the purpose for which they were given, and not for any other purpose. This means not using the role of Director to obtain an advantage for oneself or someone else and making decisions which help the organisation to achieve its purpose or objective.
- (3) Duty to act with reasonable care, skill and diligence:
 - (a) The Director must use whatever skills and experience you have for the benefit of the organisation and put reasonable effort into tasks you take on.
- (4) The Director applies reasonable care, skill and diligence:
 - (a) As a Board member, the Director must take his or her responsibilities seriously and put the required effort into the tasks assigned to the Director; and
 - (b) The Director must understand the issues the Board is making decisions on. The Director cannot just rely on the opinions of others on the Board and become a 'rubber stamp'.
- (5) The Director makes reasonable decisions, not perfect decisions:
 - (a) A decision about a matter will generally be considered to have been made with reasonable care if the Director can show that:
 - (i) the decision was made in good faith and for a proper purpose; and
 - (ii) they did not have a material interest in the subject matter of the decision; and
 - (iii) he or she informed themselves about the subject matter to an appropriate extent; and
 - (iv) he or she rationally believed that the judgment was in the best interests of the organisation.
- (6) Duty to ensure financial affairs are managed responsibly:
 - (a) The Director must understand the finances of the organisation and ensure they are managed properly; and
 - (b) The Director is accountable for an organisation's solvency. The Director must exercise overall control over its financial affairs; and
 - (c) The Director (and Board members) have a duty to properly inform themselves about the organisation's financial position.
- (7) Duty to prevent the Association from operating insolvent:
 - (a) A key duty of the Board regarding the finances of the Association is to make sure it is solvent; and
 - (b) Further debts should not be allowed to be incurred if the Board (President and Directors) know or reasonably suspect that the Association cannot pay its current debts when they are due or will be unable to if it takes on further debt.

- (8) Duty not to misuse information:
(a) As a Board member, the Director must refrain from improperly using any information obtained because of his or her position (e.g. information obtained at committee meetings, information divulged to you in your capacity as a committee member) to gain a personal advantage or an advantage for someone else, or to cause any detriment to the Association.
- (9) Duty not to misuse your position:
(a) As a Board member, the Director must refrain from improperly using his or her position on the Board; and
(b) Where the Director or someone close to the Director benefits from misuse of the position, this will often constitute a conflict of interest. However, even where the Director or someone close to him or her do not benefit from an improper use of the position, if it causes detriment to the organisation.
- (10) Conflict of interest defined:
(a) A conflict of interest situation arises when a Board member, who has a duty to act in the best interests of the Association, is presented with the opportunity or potential to 'use' their position on the committee for their own personal benefit (or for the benefit of someone else, such as a relative or another organisation); and
(b) The legal duty relates to the process Board members must follow in conflict of interest situations; and
(c) As a Director, he or she must disclose and manage conflicts of interest in a particular way; and
(d) It is important to remember that the duty relates to actual and potential conflicts of interest.
- (11) Disclosing the conflict of interest:
(a) The Director must disclose to the Board any conflicts of interest and potential conflicts of interest that arise in relation to the role; and
(b) Disclosure should take place when the President becomes aware of the conflict; and
(c) When telling the Board about the conflict, or potential conflict, the President must be open and honest about the nature and extent of the interest, and its relation to the affairs of the Association.
- (12) Managing the conflict of interest:
(a) If it is the Director who has a personal interest in a matter that is being considered at a Board meeting:
(i) should not be present in the meeting while the matter is being discussed;
(ii) should not be present for or vote on the matter, and
(iii) should ensure that the minutes record the fact that a conflict was declared, the time the President left and returned to the meeting, and the fact that they were not involved in the decision.
(b) If the Director has a conflict, he or she must refrain from discussing the decision or trying to influence the outcome of the decision (e.g. outside of or between Board meetings).

11. Special General Meetings

- (1) The Secretary of the Association may only call a Special General Meeting by giving each member notice of the meeting within 14 days after:
(a) being given a written request signed by at least 50% of the members of the Board; or
(b) being given a written request signed by at least 25% of the members of the Association.
- (2) A request mentioned in Rule 11(1) must state:
(a) why the special general meeting is being called; and
(b) the business to be conducted at the meeting.

12. Register of Interests

- (1) All members of the Board must declare all interests that could result in any actual or perceived conflicts between personal interests and those of the wider organisation and not take advantage of their position to seek personal advantage and comply with the conflict of interest provisions in the constitution.

(2) The register must consist of the following elements: name, describes interests, contracts and agreements, other interests, an area sign his or her names and the date the register is created.

13. Confidentiality Agreement

(1) Members of the Board must safeguard information from unauthorised disclosure or use, whether the information is directly related to or incidental to their work for the Association.

(a) Ensure that confidential information will not be disclosed to any person or organisation, unless authorised to do so or legally required to do so in which case the Board will be notified within twenty-four hours.

(b) Take careful and reasonable measures to secure and maintain the confidentiality of all information at all times. This standard of care relates to all forms of information (e.g. verbal, written and electronic).

(c) Comply with these requirements even after ceasing to be involved with the Association as outlined in the Membership Responsibilities document.

(d) Seek advice from the Chief Executive Officer or Secretary where any uncertainty exists in relation to the use, storage, distribution or security of information.

14. Annual General Meetings

(1) Each Annual General Meeting must be held:

(a) at least once each year; and

(b) within 6 months after the end date of the Association's reportable financial year.

(2) Overview:

(a) General meetings of the Association shall be either Annual General Meetings or Special General Meetings. No other meetings of the Association may be held; and

(b) Any member of the Association, other than an "EX" class member, is entitled to vote at general meetings, whether Annual General Meetings or Special General Meeting; and

(c) Any member of the Association who is not entitled to vote at a general meeting may attend the meeting as an observer.

(3) Meeting Procedure:

(a) An Annual General Meeting must be held:

(i) at least once each year; and

(ii) within six (6) months after the end of the Association's previous financial year.

(b) The Board must decide where the meeting is to be held; and

(c) The business to be conducted at the first Annual General Meeting must include the appointment of an auditor.

(3) Business that must be conducted at each Annual General Meeting:

(a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year; and

(b) receiving the auditor's report on the financial affairs of the Association for the last financial year; and

(c) presenting the audited statement to the meeting for adoption; and

(d) electing members of the Board; and

(e) appointing an auditor.

(4) Notice of General Meetings:

(a) The Secretary of the Association may call a general meeting of the Association as required under this Constitution; and

(b) The Secretary of the Association must give at least 30 days' notice of the meeting to each member of the Association who is entitled to vote at a general meeting of the Association; and

(c) The Board may decide the way in which the notice must be given, which may, for example, be by publishing a notice by email, postal notice, a journal published for the time being by the Association or any combination of these methods; and

- (d) A notice of a general meeting must state the business to be conducted at the meeting.
- (5) Quorum for, and adjournment of, general meetings:
- (a) The quorum for a general meeting is at least the number of members elected or appointed to the Association's Board at the close of the Association's last Annual General Meeting plus 1.
 - (b) No business may be conducted at a general meeting unless a quorum of members eligible to vote is Present at the meeting when the meeting commences; and
 - (c) If a quorum is not present within 30 minutes after the time fixed for a general meeting, the members Present at the meeting and eligible to vote may adjourn the meeting to a later time on the same day; and
 - (d) If a quorum is not present within 30 minutes after the time fixed for a general meeting, the meeting is to be adjourned to:
 - (i) the same day, time and venue in the next week; or
 - (ii) a day, time and venue decided by the members Present and eligible to vote.
 - (e) If, at an adjourned meeting mentioned a quorum is not Present at the meeting within 30 minutes after the time fixed for the meeting, the meeting lapses; and
 - (f) The Chair may, with the consent of any meeting at which a quorum is Present at the meeting, and must, if directed by the meeting, adjourn the meeting from time to time and from venue to venue; and
 - (g) If a meeting is adjourned under Rule 14 (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting; and
 - (h) The Secretary of the Association is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days; and
 - (i) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (6) Procedure at General Meetings:
- (a) The President or, if there is no President or if the President is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the Vice-President is to preside as Chair; and
 - (b) If the Vice-President is absent or unwilling to act as Chair, the members Present at the meeting must elect 1 of their number to be Chair of the meeting; and
 - (c) Any person chairing a general meeting shall have a casting vote only; and
 - (d) Any person who presides as Chair of a meeting shall have and may exercise all the powers, authorities, duties and functions of the Chair; and
 - (e) The Chair must conduct the meeting in a proper and orderly way; and
 - (f) Each question, matter or resolution must be decided by a majority of votes of the members Present at the meeting who are eligible to vote; and
 - (g) Each member who is Present at the meeting and eligible to vote is entitled to 1 vote only; and
 - (h) Voting may be by a show of hands or a division of members present and eligible to vote unless any member Present at the meeting and eligible to vote demands a secret ballot in which case the meeting shall decide if a secret ballot is to be held; and
 - (i) If a secret ballot is held, the Chair must appoint 2 members to conduct an exhaustive secret ballot unless the meeting determines otherwise; and
 - (j) The result of a secret ballot as declared by the Chair is taken to be a resolution of the meeting at which the ballot was held; and
 - (k) On a show of hands, each person Present at the meeting who is a member eligible to vote or a representative of a member eligible to vote has 1 vote; and
 - (l) In a secret ballot, each person eligible to vote who is Present at the meeting in person or other properly authorised representative has 1 vote.
- (7) Minutes of Meetings:
- (a) The Secretary of the Association must ensure full and accurate minutes of all resolutions of each Board meeting and general meeting are entered in a minute book; and
 - (b) The Secretary of the Association must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary of the Association for the inspection.

- (c) To ensure the accuracy of the minutes recorded:
 - (i) the minutes of each Board meeting must be signed by the Chair of the meeting, or the Chair of the next Board meeting, verifying their accuracy; and
 - (ii) the minutes of each general meeting must be signed by the Chair of the general meeting, or the Chair of the next general meeting, verifying their accuracy.

15. Proxy Voting

- (1) Members can appoint another member as their proxy to attend meetings and vote for them.
- (2) The Association must receive the proxy's appointment at least 48 hours before the meeting (or, if the meeting is adjourned, the resumed meeting) or that proxy is not valid.
- (3) A proxy must bear the signature of and indicate the voting instructions (if any) of the member giving the proxy. Voting instructions may be specific to a particular item of business.
- (4) An 'EX' Class member cannot submit a proxy vote.
- (5) A proxy may only be exercised by one of the member's deputies appointed in accordance with the Rules.
- (6) A proxy may be exercised by a member only.
- (7) Not more than two proxies may be exercised by a member at an Annual General Meeting or Special General Meeting.
- (8) Any challenge to a proxy must be made at the time the proxy is exercised, may only be challenged by a member on the following grounds:
 - (a) that the proxy was not signed by the member giving it; and
 - (b) that the voting instructions on the proxy form are not clear; and
 - (c) that the proxy is being exercised in a manner contrary to the voting instructions; and
 - (d) that the proxy is not being exercised by an eligible and appropriately authorised person; and
 - (e) that the person holding the proxy is attempting to exercise more than the permitted number of proxies.
- (9) The Chair shall rule on any challenge to a proxy at the time it is made.
- (10) The Chair's ruling on a challenge to a proxy shall be binding, unless a motion of dissent from that ruling is moved and carried by a majority of members present in person and eligible to vote at the meeting.
- (11) The Secretary shall record the details of the proxies in the minutes of the meeting to show:
 - (a) who gave each proxy and to whom it was given; and
 - (b) except in the case of votes taken by secret ballot, how the proxy vote was exercised; and
 - (c) the number of proxies cast for and against each motion.

16. Common seal

- (1) The Board must ensure the Association has a common seal.
- (2) The common seal must be:
 - (a) kept securely by the Board; and
 - (b) used only under the authority of the Board.
- (3) Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by:

- (a) the Secretary; or
- (b) another member of the Board; or
- (c) someone authorised by the Board.

17. Funds and accounts

(1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

18. General financial matters

(1) On behalf of the Board, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for the Association's last reportable financial year is prepared.

(2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

19. Alteration of Rules

(1) Subject to the Act, these Rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

20. Documents

The Board must ensure the safe custody of books, documents, instruments of title and securities of the Association.

21. Financial year

The end date of the association's financial year is 30 June each year.

22. Distribution of surplus assets to another entity

(1) This Rule applies if the association:

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the Association.

(3) The surplus assets must be given to another entity:

- (a) having objects similar to the Association's objects; and
- (b) the Rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this Rule: *surplus assets* see section 92(3) of the Act.

23. In these Rules, unless the context otherwise requires:

“Association” means the incorporated Association referred to in Rule 1;

“Association in general meeting” means a meeting of those members of the Association who are Present at and eligible to vote at an Annual General Meeting or Special General Meeting of the Association;

“Board” means the management committee of the Association as required by the Associations Incorporation Act, 1981;

“Chair” is the person who has been elected as the Chair of a Committee by the Committee Members of that Committee;

“Committee” means a Committee or such other committees as the Board may establish from time to time;

“Committee Members” mean the persons for the time being elected in accordance with the relevant By-law to constitute a Committee;

“General Meeting” means any Annual General Meeting or Special General Meeting of the Association;

“Member” means a person who is a current member of the Association;

“Present” at a meeting means the person is present in person, or is at another location and participating in the meeting in a way agreed to by those in attendance at the meeting (e.g. teleconference, Zoom or Microsoft Teams);

“President” means the President of the Association elected in accordance with this Constitution;

“Secretary of the Association” means the Secretary of the Association appointed pursuant to Rule 7.1(1);

“Vice President” means the Vice President of the Association appointed in accordance with this Constitution;

“Year” means a period of 12 consecutive months ending on 30 June; and

“Seafood industry” means:

- Commercial fishing and all activities associated with catching, harvesting, culturing, farming, collecting, processing, storing, transporting, marketing or selling seafood and/or fisheries products for commercial purposes; and
- Aquatic/marine product, both animal or plant caught or farmed (aquaculture) for commercial reasons including for reasons other than for foods (e.g. pearls); but
- Does not include recreational fishing or related activities.

23.1. In these Rules, if the context permits:

(1) The singular includes the plural and vice versa.

(2) A reference to a person includes a reference to an incorporated body or other legal entity.

(3) A reference to a statute includes a reference to any statute which amends or replaces that statute.