

RULES FOR

SEAFOOD AND MARITIME TRAINING INC.

1 NAME OF ASSOCIATION

The name of the association is “Seafood and Maritime Training Inc.” or such other name as amended in accordance with the Act from time to time.

2 INTERPRETATION

(1) In these rules, unless the context requires otherwise:

“**Accounting Records**” means has the same meaning as set out in the Act.

“**Act**” means the *Associations Incorporation Act 1964* (Tas);

“**Annual General Meeting**” means an annual general meeting of the Association held under rule 13;

“**Aquaculture Sector**” means a person who is the holder of a marine farming licence in force under Part 4 of the *Living Marine Resources Management Act 1995* (Tas) or an employee or other agent of the holder of such a licence;

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

“**Auditor**” means the person appointed as the auditor of the Association under rule 10;

“**Chief Executive Officer**” means the person appointed as Chief Executive Officer from time to time (if any).

“**Chairperson**” means either a person elected in accordance with rule 23(3) or an Independent Chairperson.

“**Elected Officers**” means officers elected by members in accordance with 24(1).

“**Board**” means the board of the Association referred to in rule 22.

“**Financial Year**” means the period of 12 months ending at 31st December in each year;

“**General Meeting**” includes:

- (a) the Annual General Meeting;
- (b) any Ordinary General Meeting; and

(c) any Special General Meeting;

“**Independent Chairperson**” means a person appointed in accordance with rule 23(5).

“**Independent Officers**” means officers appointed by the Board in accordance with rule 24(2).

“**Maritime Industry**” means maritime operations and the delivery of maritime services other than Seafood;

“**Objects of the Association**” means the objects and purposes of the Association set out in sub-rule 4;

“**Officers**” means the officers of the Association referred to in sub-rule 23;

“**Ordinary Business of the Annual General Meeting**” means the business specified in sub-rule 13(5);

“**Ordinary General Meeting**” means an ordinary general meeting of the Association referred to in rule 12;

“**Public Officer**” means the person who is, under section 14 of the Act, the public officer of the Association;

“**Salmon Industry**” means a person who is the holder of a marine farming licence with respect to salmonid in force under Part 4 of the *Living Marine Resources Management Act 1995* (Tas) or an employee or other agent of the holder of such a licence.

“**Seafood**” and “**Seafood Industry**” mean all activities undertaken in or from Australia connected with the catching, culturing, farming, harvesting, processing, storing, transporting, marketing or selling of seafood and, or, seafood products for commercial purposes including all aquaculture and marine products (both animal and plant) caught or farmed for commercial purposes and all aspects of wholesale and retail sales of seafood including the import and export of seafood and seafood products;

“**Special Board Meeting**” means a meeting of the Board that is convened under sub-rule 26(2) by the Chairperson or any 2 of the members of the Board;

“**Special General Meeting**” means any general meeting other than the Annual General Meeting or an Ordinary General Meeting;

“**Special Resolution**” has the same meaning as in the Act.

- (2) In these rules expressions referring to writing are, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing or transmitting words or symbols in a visible form including facsimile transmission and email.
- (3) Unless otherwise specified, words or expressions contained in these rules are be interpreted in accordance with the provisions of the *Acts Interpretation Act 1931* (Tas) and the Act as in force on the date on which these rules are adopted by the Association.
- (4) In these rules where the context admits:
 - (a) a word denoting one gender includes the other gender; and
 - (b) a word denoting the singular includes the plural and vice versa.

3 **ASSOCIATION’S OFFICE**

The office of the Association is to be at 2A Gladstone Street in Battery Point or such other place as the Board may, from time to time, determine.

4 **OBJECTS AND PURPOSES OF THE ASSOCIATION**

- (1) The Objects of the Association are to contribute to the better development of the Seafood and Maritime Industries of Australia and the safer and more efficient delivery of services in those industries by:
 - (a) identifying and prioritising areas of need for training and education and the improvement of occupational health and safety in the Seafood and Maritime Industries of Australia;
 - (b) promoting the benefits of, and encouraging greater participation in, training, education and development of skills and competence and improved occupational health and safety in the Seafood and Maritime Industries of Australia;
 - (c) developing, conducting and evaluating appropriate training programmes for the Seafood and Maritime Industries of Australia;
 - (d) providing scholarships to encourage the development of greater skills and competence and improved occupational health and safety in the Seafood and Maritime Industries of Australia;

- (e) undertaking assessments and issuing appropriate certification of competence of all areas of operation in connection with the Seafood and Maritime Industries of Australia;
 - (f) improving occupational health and safety in the Seafood and Maritime Industries of Australia; and
 - (g) providing career counselling in connection with the Seafood and Maritime Industries of Australia.
- (2) In addition to the Objects of the Association, the objects and purposes of the Association are deemed to include:
- (a) the purchase, taking on lease or in exchange and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
 - (b) the buying, selling and supplying of and dealing in goods of all kinds;
 - (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
 - (d) the acceptance of any gifts, of real or personal property, funds or services, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
 - (e) the taking of such steps from time to time as the Association or the members in General Meeting may deem expedient for the purposes of procuring contributions to the funds of the Association whether by way of donations, subscriptions or otherwise;
 - (f) the printing or publishing of such newspapers, periodicals, books, leaflets or other document as the Board or the members in General Meetings may think desirable for the promotion of the objects and purposes of the Association;
 - (g) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a General Meeting;
 - (h) the investment of any monies of the Association not immediately required for any of its objects or purposes in such manner as the Board may from

time to time determine;

- (i) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which section 78A of the *Income Tax Assessment Act 1936* (Cth) relates;
- (j) the establishment and support or aiding in the establishment and support of association, institution funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Association and their dependants and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support or aiding in the establishment and support of any other association formed for any of the Objects of the Association;
- (l) the purchase or acquisition and undertaking of all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (m) the doing of all such other lawful things as are incidental or conducive to the attainment of the Objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule; and
- (n) the Association may establish sub-committees and define their membership, powers and functions and duration.

5 MEMBERSHIP OF ASSOCIATION

- (1) It is the intention that the membership of the Association shall have, as a minimum, members that satisfy each of the following criteria:
 - (a) two persons from the wild catch fishing industry, to be nominated by the Tasmanian Seafood Industry Council or its successor from time to time
 - (b) two persons from the Salmon Industry, to be nominated by the Tasmanian Salmonid Growers Association or its successor from time to time;
 - (c) one person from the shellfish industry and nominated by the Tasmanian Oyster Research Council Limited trading as Oysters Tasmania or its successor from time to time;
 - (d) a representative of the licensing regulator, Australian Maritime Safety Authority or its successor (**AMSA**) from time to time as nominated by

AMSA;

- (e) a person from the marine research community to be nominated by the Board;
- (f) a person from the tourism sector to be nominated by the Board;
- (g) a person from the education and training sector to be nominated by the Board;
- (h) a person from the seafood processing sector to be nominated by the Board;
- (i) a person nominated by Australian Workers Union or its successor (**AWU**); and
- (j) a person nominated by the Tasmanian Chamber of Commerce and Industry or its successor (**TCCI**).

In addition, the Board may invite other persons to become a member of the Association up to a maximum of 20 members (including the members that meet the criteria set out in rule 5(1)). It is the intention that persons invited to be members under this rule shall reflect the composition of clients, industries and stakeholders of the Association.

- (2) A nomination for membership is to be –
 - (a) made in writing and signed by 2 members of the Association; and
 - (b) accompanied by the written consent of the person nominated; and
 - (c) lodged with the Public Officer.
- (3) As soon as practicable after the receipt of a nomination, the Public Officer is to refer the nomination to the Board.
- (4) If a nomination is approved by the Board, the Public Officer is to
 - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
 - (b) enter the nominee's name in the register of members.
- (5) A member of the Association may resign by serving on the Public Officer, a written notice of resignation.
- (6) On receipt of notice from a member of the Association under subrule (5), the Public Officer is to remove the name of the member from the register of members.

- (7) A nominee –
- (a) becomes a member of the Association when their name is entered in the register of members; and
 - (b) ceases to be a member of the Association when their name is removed from the register of members under subrule (6) or rule 32(4).
- (8) The Public Officer is to maintain, or establish and maintain, a register of members containing –
- (a) the name of each member of the Association and the date on which they became a member;
 - (b) the member’s postal or residential address or address of business employment; and
 - (c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
 - (d) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

6 LIABILITY OF MEMBERS

- (1) Any right, privilege, or obligation of a person as a member of the Association
- (a) is not capable of being transferred to another person; and
 - (b) terminates when the person ceases to be a member of the Association.
- (2) If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is not liable to contribute –
- (a) to the assets of the Association for payment of the liabilities of the Association; and
 - (b) for the costs, charges and expenses of the winding-up; and
 - (c) for the adjustment of the rights of the contributors among themselves.

7 INCOME AND PROPERTY OF THE ASSOCIATION

- (1) The income and property of the Association however derived is to be used and applied solely in the promotion of the Objects and in the exercise of the powers of

the Association as set out in these rules.

- (2) No portion of the income or property is to be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst any members of the Association unless the payment or transfer is made in accordance with this rule.
- (3) Nothing in these rules is to prevent the payment in good faith to:
 - (a) a person or member of the Association of:
 - (i) remuneration in return for services actually rendered to the Association by that employee or member or for goods supplied to the Association by that employee or member in the ordinary course of business of that employee or member; or
 - (ii) interest at the current bank overdraft interest rate payable by the Association or such rate as the Association may from time to time determine on monies lent to the Association by that employee or member; or
 - (iii) a reasonable and proper sum by way of rent for premises let to the Association by that employee or member; or
 - (iv) a sum in payment or repayment of any out-of-pocket expenses incurred by that employee or member, any money lent to the Association by that employee or member, or reasonable and proper charges for goods hired by the Association from that employee or member.
 - (b) pay a member of the Board a sitting fee not exceeding an amount determined by the Board from time to time per meeting in return for carrying out the functions of a member of the Board;
 - (c) pay a member of a subcommittee a sitting fee not exceeding an amount determined by the Board from time to time per meeting in return for carrying out the functions of a member of the subcommittee; and
 - (d) pay an Independent Chairman (if any) such amount as determined by the Board.
- (4) Subject to sub-rule 7(3) the Association is not to:
 - (a) appoint a person who is a member to any office of the Association to the

holder of which there is payable any remuneration by way of salary, fees or allowances; or

(b) pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.

(5) The Association may be wound up in accordance with sections 32 and 33 of the Act. If, on the winding up of the Association, any property remains after satisfaction of all caveats, debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property is to be distributed:

(a) to another organisation having objects similar to those of the Association; or

(b) for charitable or benevolent purposes,

which incorporated association or purposes, as the case requires, is to be determined by a resolution passed by at least two-thirds of the members directing the Association to apply to the court for an order pursuant to section 33 of the Act for the distribution of the surplus property of the Association.

8 ACCOUNTS OF RECEIPTS AND EXPENDITURE

(1) True accounts are to be kept of the following:

(a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;

(b) each asset or liability of the Association.

(2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the Board.

(3) The Treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the Board determines.

(4) The accounts, books and records are to be kept at the Association's office or any other place the Board determines.

9 BANKING AND FINANCE

(1) On behalf of the Association, the treasurer of the Association is to –

(a) receive any money paid to the Association; and

- (b) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.
- (2) The Board is to open with an authorised deposit-taking institution an account in the name of the Association.
- (3) The Board may –
 - (a) receive from an authorised deposit-taking institution, a cheque drawn by the Association on any of the Association’s accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) Except with the authority of the Board, a payment of an amount exceeding \$20 is not to be made from the funds of the Association other than –
 - (a) by cheque drawn on the Association’s account; or
 - (b) by the electronic transfer of funds from the Association’s account to another account at an authorised deposit-taking institution.
- (5) The Board may provide the treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the Board may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Association’s account, and an amount is not to be electronically transferred from the Association’s account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Board.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be –
 - (a) signed by the treasurer of the Association or, in the treasurer’s absence, by any other member, or members, of the Board the Board nominates for the purpose; and
 - (b) countersigned by the Public Officer.

- (8) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution –
 - (a) may only be authorised by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the Board the Board nominates for that purpose; and
 - (b) may only be authorised by a person referred to in paragraph (a) if the authorisation has been approved by a Public Officer.

10 AUDITOR

- (1) At each Annual General Meeting of the Association the members present are to appoint a qualified person as the Auditor of the Association.
- (2) If an Auditor is not appointed at an Annual General Meeting under subrule (1), the Board is to appoint a person as the Auditor of the Association as soon as practicable after that Annual General Meeting.
- (3) The Auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- (4) The Auditor may only be removed from office by Special Resolution.
- (5) If a casual vacancy occurs in the office of Auditor, the Board is to appoint a person to fill the vacancy until the end of the next Annual General Meeting.

11 AUDIT OF ACCOUNTS

- (1) The Auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The Auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) at the next Annual General Meeting, provide a written report to the members of the Association who are present at that meeting.
- (3) In the report and in certifying to the accounts, the Auditor is to -
 - (a) specify the information, if any, that he or she has required under subrule (5)(b) and obtained; and
 - (b) state whether, in his or her opinion, the accounts exhibit a true and correct

view of the financial position of the Association according to the information at his or her disposal; and

- (c) state whether the rules relating to the administration of the funds of the Association has been observed.
- (4) The Public Officer is to deliver to the auditor a list of all the Accounting Records, books and accounts of the Association.
- (5) The Auditor may –
 - (a) have access to the Accounting Records, books and accounts of the Association; and
 - (b) require from any employee of, or person who has acted on behalf of, the Association any information the Auditor considers necessary for the performance of their duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Association; and
 - (d) examine any number of the Board, or any employee of, or person who has acted on behalf of, the Association, in relation to the Accounting Records, books and accounts of the Association.

12 MEETINGS OF ASSOCIATION

- (1) The Association is to hold an Ordinary General Meeting at least three times in every year at such place and at such time as the Board may determine.
- (2) The Ordinary General Meeting will be convened by the Public Officer.
- (3) If a Special Resolution is proposed to be passed at an Ordinary General Meeting, notice of the Ordinary General Meeting must be given to members in accordance with rule 15.
- (4) Notwithstanding the provisions of rule 14, Special General Meetings of the Association may be convened by the Chairperson, or any five (5) members of the Association.
- (5) Notice is to be given to members of the Association of any meeting specifying the general nature of the business to be transacted.
- (6) The minutes of every Board meeting are to be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board meeting verifying their

accuracy.

- (7) The minutes of every General Meeting are to be signed by the Chairperson of that meeting or the chairperson of the next succeeding General Meeting.

13 **ANNUAL GENERAL MEETING**

- (1) The Association is to in each year hold an Annual General Meeting.
- (2) The Annual General Meeting is to be held on such day (being not later than three (3) months after the close of the Financial Year) as the Board may determine.
- (3) The Annual General Meeting is to be in addition to any other General Meetings that may be held in the same year.
- (4) The Annual General Meeting is to be specified as such in the notice convening it.
- (5) The Ordinary Business of the Annual General Meeting is to be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting;
 - (b) to receive from the Board, Auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding Financial Year;
 - (c) to elect the Officers of the Association; and
 - (d) to appoint the Auditor.
- (6) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

14 **SPECIAL GENERAL MEETINGS**

- (1) The Board may whenever it thinks fit convene a Special General Meeting of the Association.
- (2) The Board will, on the requisition in writing of not less than five (5) members, convene a Special General Meeting of the Association.
- (3) A requisition for a Special General Meeting is to state the objects of the meeting and is to be signed by the requisitionist and deposited at the office of the Association and may consist of several documents in the like form each signed by one or more of the requisitionists.
- (4) If the Board does not cause a Special General Meeting to be held within twenty-one (21) days from the date on which a requisition is deposited at the Office

of the Association, the requisitionists or any of them may convene the meeting, but any meeting so convened shall not be held after three (3) months from the date of the deposit of the requisition.

- (5) A Special General Meeting convened by requisitionists in pursuance of these rules is to be convened in the same manner, or as nearly as practicable to the manner in which a Special General Meeting would be convened by the Board.
- (6) All reasonable expenses incurred in convening the meeting are to be refunded by the Association to the persons incurring them.

15 NOTICE OF GENERAL MEETINGS

- (1) At least 14 days before the day on which a General Meeting of the Association is to be held, the Public Officer is to publish a notice specifying: –
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting.
- (2) A notice is published for the purposes of subrule (1) if the notice –
 - (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
 - (b) appears on a website, or at an electronic address, of the Association; or
 - (c) is sent to each member of the Association at –
 - (i) the member’s postal or residential address or address of business or employment or;
 - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or
 - (d) is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the members of the Association will be noticed of the notice.

16 BUSINESS AND QUORUM AT GENERAL MEETINGS

- (1) All business that is transacted at Special General Meetings and all business that is transacted at the Annual General Meeting with the exception of the business specially referred to in these rules as being Ordinary Business of the Annual General Meeting is to be deemed to be special business.

- (2) No item of business is to be transacted at a General Meeting unless a quorum of members of the Association entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Four (4) members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a General Meeting.
- (4) If within one (1) hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairperson at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within one (1) hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- (5) The Association may with the concurrence of all members present at a General Meeting permit any person who is not a member of the Association to observe the proceedings of the meeting and participate in any discussion at such a meeting but any such person is to have no vote in respect of any business transacted at such a meeting.

17 CHAIRPERSON AT GENERAL MEETINGS

At each General Meeting of the Association, the chairperson is to be –

- (a) the Chairperson; or
- (b) in the absence of the Chairperson, the Deputy Chairperson; or
- (c) in the absence of the Chairperson, the Deputy Chairperson, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the General Meeting.

18 ADJOURNMENT OF GENERAL MEETINGS

- (1) The Chairperson of a General Meeting at which a quorum is present may with the consent of the meeting adjourn the meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen (14) days or more, the like notice of the

adjourned meeting is to be given as in the case of the original meeting.

- (3) Except as provided in the foregoing provisions of this rule 18, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19 **DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

- (1) Upon any question arising at a General Meeting of the Association a member has one vote only.
- (2) All votes are to be given personally but can be given in accordance with rule 27.
- (3) Voting is to be by a show of hands, unless not less than two (2) of the members present demand a ballot, in which event there is to be a secret ballot. The Chairperson is to appoint two scrutineers (neither of whom need be members of the Association) to conduct the secret ballot in such manner as the Chairperson is to determine and the result of the ballot as declared by the Chairperson is to be deemed to be the resolution of the meeting at which the ballot was demanded. In the event of a ballot, the Chairperson will not have a vote.
- (4) In the case of equality of voting on a question the motion is lost.

20 **TAKING OF POLL**

If at a General Meeting a poll on any question is demanded:

- (a) it is to be taken at that meeting in the manner the Chairperson directs; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

21 **WHEN POLL TO BE TAKEN**

- (1) A poll that is demanded on the election of a Chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the Chairperson directs.

22 **BOARD TO GOVERN THE ASSOCIATION**

- (1) The affairs of the Association are to be managed by a Board comprised of the persons set out in rule 23.
- (2) The Board:
 - (a) is to control and manage the business and affairs of the Association;

- (b) may, subject to these rules, exercise all such power and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meetings of members of the Association;
- (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the Association to be essential for the proper management of the business and affairs of the Association;
- (d) may delegate to a person (including an Officer) the power to do specified things on behalf of the Association, whether by power of attorney or not, including the power to execute documents on behalf of the Association; and
- (e) is to determine the remuneration of the employees of the Association but may delegate that function to a sub-committee appointed in accordance with rule 29.

23 OFFICERS OF THE ASSOCIATION

(1) Number of Officers

The Officers of the Association are as follows:

- (a) an Independent Chairperson, if appointed in accordance with rule 23(5);
- (b) four Elected Officers appointed in accordance with rule 24(1);
- (c) two Independent Officers, if appointed in accordance 24(2);
- (d) one person nominated by the Board from:
 - (i) the Aquaculture Sector; and
 - (ii) the Salmon Industry,

provided that if a person from either the Salmon Industry or the Aquaculture Sector have been elected under rule 24(1), the number of persons that can be nominated under this sub-rule is reduced by the number of people elected under rule 24(1) from the Salmon Industry or Aquaculture Sector respectively; and

- (e) the Chief Executive Officer.

(2) Officers comprise the Board

The Officers of the Association shall comprise the Board.

(3) Appointment of positions

Subject to rule 23(5), the positions of Chairperson, Deputy Chairperson, Treasurer and Public Officer shall be appointed by the Board from amongst its number as soon as practicable after each Annual General Meeting.

(4) **Appointment of Chief Executive Officer**

The Board may:

- (a) appoint a person as a Chief Executive Officer for a period and on the terms they think fit;
- (b) subject to the terms of any contract between the Chief Executive Officer and the Association, at any time remove or dismiss any Chief Executive Officer.

A Chief Executive Officer automatically ceases to be an Officer on ceasing to be the Chief Executive Officer. The Chief Executive Officer is exempt from the election requirements under these Rules and is not counted under rule 23(6)(a) for determining the number of Officers to retire by rotation.

Unless determined otherwise by the Board, the Chief Executive Officer will also be the Public Officer.

(5) **Independent Chairperson**

Despite rule 23(3), the Board may by ordinary resolution:

- (a) appoint a person as an Officer to be the independent chairperson (**Independent Chairperson**) for such term as the Board thinks fit;
- (b) the Independent Chairperson must not be a member of the Association; and
- (c) pay the Independent Chairperson an amount as determined by the Board from time to time.

(6) **Term of appointment**

- (a) At each Annual General Meeting:
 - (i) any Officer appointed by the Board to fill a casual vacancy must retire, and
 - (ii) at least one half of the remaining Officers must retire excluding the Independent Chairperson (if any) and Chief Executive Officer (if any).

- (b) The Officers who must retire at each Annual General Meeting under rule 23(6)(a)(ii) will be the Officers who have been longest in office since last being elected. Where Officers were elected on the same day, the Officer(s) to retire will be decided by lot unless they agree otherwise.
- (c) Other than an Officer appointed under rule 23(7), an Officer's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the end of the Annual General Meeting at which they retire.
- (d) Each Officer must retire at least once every two years.
- (e) An Officer who retires under rule 23(6) may nominate for election or re-election.

(7) Casual vacancies

- (a) Any casual vacancy that occurs in the position of an Officer may be filled by the remaining Officers. Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.
- (b) If a casual vacancy in an office referred to in sub-rule **23** occurs, the Board may appoint one of its current members to fill the vacancy until the next Annual General Meeting after the appointment.

24 ELECTION OF BOARD

(1) Election of Elected Officers

- (a) The Elected Officers must be members of the Association and must be elected in accordance with this rule. A nomination of a candidate for election as an Elected Officer of the Association is to be:
 - (i) made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (ii) delivered to the Public Officer of the Association at least 10 days before the day on which the Annual General Meeting is to be held.
- (b) If nominations received are fewer than the number of vacancies which need to be filled on the Board (other than Independent Officers) the candidates nominated are taken to be elected and the unfilled positions will be deemed casual vacancies under rule 23(7)

- (c) If the number of nominations received is equal to the number of vacancies on the Board to be filled (other than Independent Officers), the persons nominated are taken to be elected.
- (d) If the number of nominations received exceeds the number of vacancies on the Board to be filled (other than Independent Officers), a ballot is to be held.
- (e) The ballot for the election of Elected Officers is to be conducted at the Annual General Meeting in accordance with rule 19.

(2) Appointment of Independent Officers

- (a) Subject to these rules (including the number of Officers fixed under rule 23(1) not being exceeded), the Board may determine from time to time descriptions and qualifications for Officers and may appoint any person to be an Independent Officer.
- (b) An Independent Officer is not required to be a member of the Association
- (c) The Board is not required to appoint any Independent Officers.

25 BOARD MEMBERSHIP TERMINATION

For the purposes of these rules, the office of an Officer of the Association becomes casually vacant if the Officer:

- (a) dies;
- (b) becomes bankrupt or applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit;
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*;
- (d) resigns office by writing addressed to the Board;
- (e) ceases to be ordinarily resident in Tasmania;
- (f) is absent from 3 consecutive meetings of the Board without agreement of the Board by a written resolution;
- (g) in the case of an Independent Chairperson, if the Board resolves by at least 75% by number of the Board to remove that person as an Independent Chairperson; or

- (h) other than an Independent Chairperson or an Independent Officer, ceases to be a member of the Association.

26 **MEETINGS OF THE BOARD**

- (1) The Board is to meet at least 3 times per year at any place and time the Board determines.
- (2) A meeting of the Board, other than a meeting referred to in sub-rule 26(1), may be convened by the Public Officer or any 2 voting members of the Board.
- (3) A Special Board Meeting may only transact business of which notice is given in accordance with sub-rule 26(8).
- (4) A quorum for the transaction of the business of a meeting of the Board is to be:
 - (i) where the Board comprises no more than five members – two voting members; and
 - (ii) where the Board comprises five or more members – at least one half of the members;
- (5) No business is to be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting of the Board a quorum is not present the meeting is to stand adjourned to a time and place to be determined.
- (6) At meetings of the Board, if the Chairperson is absent, the Deputy Chairperson is to preside. If the Chairperson and the Deputy Chairperson are absent from a meeting, the members present will elect a member to preside over that meeting.
- (7) Each member present at a meeting of the Board is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (8) Notice of each Board meeting is to be served on each member of the Board by delivering it to the member at a reasonable time before the meeting and is to specify the general nature of the business to be transacted.

27 **TELECOMMUNICATION MEETINGS OF THE ASSOCIATION**

- (1) **Telecommunication meeting**
 - (a) A General Meeting or a Board Meeting may be held by means of a telecommunication meeting, provided that:
 - (i) the number of members or Board (as applicable) participating is

not less than a quorum required for a General Meeting or Board meeting (as applicable);

(ii) the meeting is convened and held in accordance with the Act.

(b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this rule 27.

(2) **Conduct of telecommunication meeting**

The following provisions apply to a telecommunication meeting of the Association:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chairperson;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the Chairperson of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chairperson.

28 **DISCLOSURE OF INTERESTS**

If a member:

- (1) who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose that interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration if that interest then

exists or in any case at the meeting of the Board after the acquisition of that interest.

- (2) No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which that person is interested and if that person does so vote the vote shall not be counted.

29 **SUB-COMMITTEES**

- (1) The Association or the Board may at any time:
 - (a) appoint a sub-committee; and
 - (b) prescribe the powers and functions of that sub-committee.
- (2) The Board may co-opt as members of a sub-committee such persons as it thinks fit whether or not those persons are members of the Association.
- (3) A sub-committee so appointed:
 - (a) may elect a chairperson of its meetings and, if no such chairperson is elected, or if at a meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting; and
 - (b) may meet and adjourn as it thinks fit and questions arising at any meeting is to be determined by a majority of votes of the members present and, in the case of an equality of votes, the question is to be deemed to be decided in the negative.
- (4) The public officer of the Association is responsible for calling meetings of a sub-committee.
- (5) A quorum at a meeting of a sub-committee is three (3) appointed members entitled to vote.
- (6) Written notice of each sub-committee meeting is to be served on each member of the subcommittee by delivering it to that member at a reasonable time before the meeting or by sending it by post in a prepaid letter addressed to the member at that person's usual or last known place of abode in time to reach that member in due course of post before the date of the meeting or may be given personally or may be sent by facsimile transmission to a telephone number provided to the public officer by the member for that purpose.

30 **SERVICE OF NOTICES AND REQUISITIONS**

Except as otherwise provided by these rules, a document may be served under these rules on a person by:

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

31 **EXPULSION OF MEMBERS**

- (1) The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member under subrule (1) does not take effect until whichever of the following occurs later:
 - (a) the fourteenth day after the day on which a notice is served on the member under subrule (3);
 - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the Special General Meeting convened to hear the appeal.
- (3) If the Board expels a member from the Association, the Public Officer, without undue delay, is to cause to be served on the member a notice in writing –
 - (a) stating that the Board has expelled the member; and
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member of the right to appeal under the expulsion under rule 32.

32 **APPEAL AGAINST EXPULSION**

- (1) A member may appeal against an expulsion under rule 31 by serving on the public officer within 14 days after the service of a notice under rule 30, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the Public Officer is to immediately notify the Board of

the receipt.

- (3) The Board is to cause a Special General Meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a Special General Meeting convened for the purpose of hearing an appeal under this rule –
 - (a) no business other than the question of the expulsion is to be transacted; and
 - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board’s reasons for the expulsion; and
 - (c) the expelled member must be given an opportunity to be heard; and
 - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the Special General Meeting a majority of the members present vote in favour of the lifting of the expulsion –
 - (a) the expulsion is lifted; and
 - (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at the Special General Meeting a majority of members present vote in favour of the confirmation of the expulsion –
 - (a) the expulsion takes effect; and
 - (b) the expelled member ceases to be a member of the Association.

33 **DISPUTES**

- (1) A dispute between a member of the Association, in their capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011 (Tas)*.
- (2) Nothing in this rule affects the operation or effect of rule 32.

34 **COMMON SEAL**

- (1) The Seal of the Association is to be in the form of a rubber stamp, inscribed with the name of the Association encircling the word “Seal”.
- (2) The Seal of the Association is not to be affixed to any instrument except by the authority of the Board in accordance with rule 34(3).
- (3) The affixing of the seal is to be attested by the signatures of:

- (a) two members of the Board; or
- (b) one member of the Board and
 - (i) the Public Officer; or
 - (ii) such other person as the Board may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.
- (5) The Seal shall remain in the custody of the Public Officer.