

CONSTITUTION

FISHING INDUSTRY NSW INC.
(ASSOCIATION)

DATE: 9TH MARCH 2026

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PART 1 - PRELIMINARY

1 DEFINITIONS AND INTERPRETATION

1.1 In this constitution:

Act means *Association Incorporations Act 2009*.

Auditor means an auditor or auditors for the time being appointed by the Association.

Annual General Meeting means a General Meeting identified as such pursuant to clause 38.3.

Annual Subscription has the meaning given in clause 10.2.

Associate Member means a person who is eligible to be an Associate Member of the Association in accordance with clause 5.3, whose membership has been duly approved and entered in the Register.

Association means Fishing Industry NSW Inc.

Ballot Date has the meaning given in clause 20.1.

Board means the Board of the Association as appointed in accordance with this Constitution from time to time.

Board Member means a person duly appointed to be a member of the Board pursuant to this Constitution.

Candidate has the meaning given in clause 20.2

Commissioner means the Commissioner of the NSW Office of Fair Trading.

Control has the meaning given in section 50AA of the *Corporations Act 2001* (Cth).

Entrance Fee has the meaning given in clause 10.1.

Financial Year has the meaning set out in clause 50.5.

General Meeting means a general meeting of the Members, being either an Annual General Meeting or a Special General Meeting.

Independent Board Member has the meaning given in clause 22.3.

Independent Chair means an Independent Board member appointed as chair pursuant to 22.4.

Member means a member of the Association from time to time.

Nomination Date has the meaning given in clause 20.6.

NSW Fishing Business means a fishing business registered with the NSW Department of Primary Industries (Fisheries).

Objects has the meaning given in clause 2.

Ordinary Member means a person who is eligible to be an Ordinary Member of the Association in accordance with clause 5.2, whose membership has been duly approved and entered in the register of members.

Region means the geographical areas described at **Appendix 1** to this Constitution.

Regulation means the *Associations Incorporation Regulation 2022*.

Representative means an individual who has been nominated to represent the interests of a NSW Fishing Business to the Association.

Rules means the registered rules of the Association as amended from time to time.

Review Panel means a panel established by the Board under its rules to hear complaints or appeals under this Constitution. The panel shall be comprised of not fewer than three persons, including one Board Member and at least two independent persons.

Special General Meeting means a General Meeting called pursuant to clause 39 and which is not an Annual General Meeting.

1.2 (Interpretation): In this constitution:

- (a) reference to a function includes a reference to a power, authority and duty, and
- (a) reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

2 OBJECTS

The **Objects** of the Association are as follows:

- (a) to be strong representative voice for the NSW commercial wild harvest fishing industry;
- (b) to advocate for strong fishing rights that will provide long term access, and a viable future for the NSW commercial wild-harvest fishing industry;
- (c) to ensure that NSW commercial wild harvest fishing industry is recognised by the community and governments as sustainable and as a valued food source;
- (d) to apply industry driven research used to support good management and decision making; and
- (e) to establish relationships with government & non-government agencies in pursuit of long-term outcomes.

3 RULES

3.1 The Association may adopt Rules by ordinary resolution at a General Meeting.

3.2 The Board may propose amendments to the Rules for the consideration and approval of Members as it sees fit.

3.3 The Rules of the Association have the effect of a contract under seal:

- (a) between the Association and each Member;
- (b) between the Association and each Board Member; and
- (c) between a Member and each other Member,

and by applying for membership of the Association, each Member is deemed to have agreed to comply with the Rules as in force from time to time.

4 ALTERATION OF OBJECTS AND CONSTITUTION

- 4.1** The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Association.

PART 2- MEMBERSHIP OF THE ASSOCIATION

5 TYPES OF MEMBERS

- 5.1** Membership shall consist of, and be divided into, the following classes:

- (i) Ordinary Members; and
- (ii) Associate Members.

- 5.2** A person is eligible to be an **Ordinary Member** of the Association if:

- (a) They are a natural person;
- (b) They have been nominated as the Representative of a NSW Fishing Business pursuant to clause 6;
- (c) They have been nominated to be an Ordinary Member in accordance with the procedure set out at clause 8;
- (d) The nomination has been approved by the Board;
- (e) They have paid the Entrance Fee and the Annual Subscription proscribed by the Board from time to time, or it has been paid by a NSW Fishing Business on their behalf.

- 5.3** A person is eligible to be an **Associate Member** of the Association if:

- (a) They are a natural person or a body corporate;
- (b) They are not a Representative of a NSW Fishing Business but have some other connection or affiliation with the NSW commercial fishing industry;
- (c) They have been nominated to be an Associate Member in accordance with the procedure set out at clause 8;
- (d) The nomination has been approved by the Board;
- (e) They have paid the Entrance Fee and the Annual Subscription proscribed by the Board from time to time;

5.4 Subject to the provisions of this Constitution and the law, a person shall have the following rights for so long as they are an Ordinary Member of the Association:

- (a) The right to one vote in any decision of the Members at a General Meeting;
- (b) The right to one vote in their nominated Region in a Board election;
- (c) The right to be counted as part of a quorum at any General Meeting of the Members;
- (d) The right to stand for and be appointed to any office of the Association as set out in this Constitution; and
- (e) The right to receive any other benefits of Ordinary Membership as determined by the Board from time to time.

5.5 Subject to the provisions of this Constitution and the law, a person shall have the following rights for so long as they are an Associate Member of the Association:

- (a) The right to attend and participate in discussion at a General Meeting of the Members;
- (b) The right to receive any other benefits of Associate Membership as determined by the Board from time to time;
- (c) But shall not be entitled:
 - (i) to vote or be counted as part of a quorum at any General Meeting of Members;
 - (ii) to stand for or be appointed to any office of the Association;

6 REPRESENTATIVE OF A NSW FISHING BUSINESS

6.1 A NSW Fishing Business:

- (a) may by written notice signed by a properly authorised representative of that NSW Fishing Business and in such form as the Board may require from time to time nominate an individual to be its Representative;
- (b) replace that individual as its Representative in accordance with the procedure set out at clause 15.1; and
- (c) may not nominate more than one individual as its Representative from time to time.

6.2 If:

- (a) a NSW Fishing Business directly or indirectly controls one or more other businesses which, taken independently, would each constitute a NSW Fishing Business; or
- (b) two or more businesses which, taken independently, would each constitute a NSW Fishing Business, are under the direct or indirect control of a third entity, whether or not that third entity qualifies as a NSW Fishing Business

then:

- (c) each of those businesses shall be deemed to be a Group; and

- (d) that Group is deemed to be a single NSW Fishing Business and may only nominate one Representative for the Group;

7 REGION

- 7.1** The Board may make a policy to determine the process by which a NSW Fishing Business and its Representative are allocated to a Region. In the event that the applicable Region is unclear, the Region shall be determined by ordinary resolution of the Board by reference to factors set out in the policy, or if no policy exists, by reference to such factors as the Board may think fit, acting reasonably.

8 NOMINATION OF MEMBERS

- 8.1** An application by a person to be an Ordinary Member or an Associate Member of the association must be:
 - (a) made in writing, and
 - (b) in the form determined by the Board, and
 - (c) lodged with the secretary.
- 8.2** The Board may determine that an application may be made or lodged by email or other electronic means.
- 8.3** The secretary must refer an application to the Board as soon as practicable after receiving the application.
- 8.4** The Board must approve or reject the application.
- 8.5** As soon as practicable after the Board has decided the application, the secretary must:
 - (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the Board, and
 - (b) if the application is approved - inform the applicant that the applicant is required to pay the Entrance Fee and the Annual Subscription payable under clause 10 within 28 days of the day the applicant received the notice.
- 8.6** The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the Entrance Fee and Annual Subscription in accordance with clause 10.
- 8.7** The applicant becomes a member once the applicant's name is entered in the register

9 REGISTER OF MEMBERS

- 9.1** The Secretary must establish and maintain a register of members of the association.
- 9.2** The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and

- (iii) the date on which the person became a member, and
- (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
- (v) whether the member is an Ordinary Member or an Associate Member, and
- (vi) if the member is an Ordinary Member:
 - (A) the name, address such other registration details as may be required by the Board from time to time in relation to the NSW Fishing Business for which they are nominee; and
 - (B) the Region to which their Membership attaches and in which they are entitled to stand for election pursuant to clause 20;
- (c) must be kept in New South Wales:
- (d) at the association's main premises, or
- (e) if the association has no premises - at the association's official address, and
- (f) must be available for inspection, free of charge, by members at a reasonable time, and
- (g) if kept in electronic form - must be able to be converted to hard copy.

9.3 A member may obtain a hard copy of the register, or a part of the register on request to the secretary.

9.4 Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

9.5 A member must not use information about a member obtained from the register to contact or send material to the member, unless:

- (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the association, or
 - (iii) other material relating to the association, or
- (b) it is necessary to comply with a requirement of the Act or the Regulation.

10 FEES AND SUBSCRIPTIONS

10.1 A member of the Association must, on admission to membership, pay to the Association a fee as determined by the Board from time to time (Entrance Fee).

10.2 In addition to any amount payable by the member under clause 10.1, a member of the Association must pay to the Association an annual subscription (Annual Subscription) as determined by the Board from time to time:

- (a) except as provided by paragraph (b), before 1 July in each calendar year; or

- (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

11 MEMBERS' LIABILITIES

11.1 The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees or subscriptions for the member under clause 10:

- (a) the debts and liabilities of the association,
- (b) the costs, charges and expenses of the winding up of the association.

12 DISCIPLINARY ACTION AGAINST MEMBERS

12.1 The Board may make a policy to address the matters set out in clauses 12 or 13 or from time to time.

12.2 The Board may delegate some or all of its powers under clauses 12 or 13 to a committee by ordinary resolution.

12.3 A complaint may be made to the Board by any person that a member of the association:

- (a) failed to comply with a provision of this constitution, or
- (b) wilfully acted in a way prejudicial to the interests of the association.

12.4 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

12.5 If the Board decides to deal with the complaint, the Board:

- (a) must cause notice of the complaint to be served on the member concerned;
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

12.6 The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint

- (a) it is satisfied that the facts alleged in the complaint have been proved; and
- (b) Expulsion or suspension is warranted.

12.7 If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13 .

12.8 **The expulsion or suspension does not take effect** until the later of the following:

- (a) the day the period within which the member is entitled to exercise the member's right of appeal expires; or

- (b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 13.

13 RIGHT OF APPEAL AGAINST DISCIPLINARY ACTION

- 13.1** A member may appeal to the Board against a resolution of the Board under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 13.2** The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 13.3** On receipt of a notice from a member under clause 13.1, the secretary must notify the Board which is to convene a Review Panel which is to meet not later than 28 days after the date on which the secretary received the notice.
- 13.4** The panel shall consider the appeal and provide a recommendation to the Board.
- 13.5** At a general meeting of the Association convened under clause 13.3:
 - (a) no business other than the question of the appeal is to be transacted;
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

14 RESOLUTION OF INTERNAL DISPUTES

- 14.1** Where a dispute arises between members which:
 - (a) is between members in their capacity as members of the Association, and in no other capacity;
 - (b) does not give rise to a complaint by one member to another,the members must first attempt to resolve the matter by good faith discussion.
- 14.2** Any member may request of the Board to assist in the resolution of a dispute by notice in writing and the Board must determine if and what type of help it may be able to offer.
- 14.3** The Board may offer to assist the members in resolving their dispute by arranging at the member's expense:
 - (a) mediation;
 - (b) arbitration; or
 - (c) some other form of alternative dispute resolution as the Board sees fit.
- 14.4** The members shall not be bound to resolve a dispute in accordance with the Board's offer unless otherwise agreed.

15 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

15.1 A right, privilege or obligation that a person has because the person is a member of the association:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the association

except that where:

- (c) a NSW Fishing Business gives notice that they wish to withdraw their nomination of an individual as a Representative for any reason; and
- (d) the same NSW Fishing Business wishes to immediately appoint another natural person to be their Representative; and
- (e) the new Representative otherwise satisfies the requirements set out in this Constitution to be an Ordinary Member,

the Board may in its absolute discretion permit the transfer of membership rights to the new nominee of the NSW Fishing Business without further reference to the formalities of granting membership.

16 MEMBER RESIGNATION

16.1 A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.

16.2 The member ceases to be a member on the expiration of the notice period.

17 CESSATION OF MEMBERSHIP

17.1 A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the association, or
- (d) fails to pay the Annual Subscription within 3 months of the due date, or
- (e) being an Ordinary Member, ceases to be the nominee of a NSW Fishing Business by reason of that NSW Fishing Business:
 - (i) ceasing to operate as a NSW Fishing Business for any reason;
 - (ii) nominating a different individual to be its nominee; or
 - (iii) giving notice in writing to the Secretary in the form specified by the Board from time to time.

PART 3 - THE ASSOCIATION BOARD

18 POWERS OF THE ASSOCIATION BOARD

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in General Meeting, the Board:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in General Meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

19 COMPOSITION OF THE BOARD

- 19.1** The Board must consist of a minimum of 8 and a maximum of 18 Board Members , elected pursuant to clause 20 and in accordance with s28 of the Act.
- 19.2** The Board may appoint up to 2 independent Board Members provided that the total number of Board Members does not exceed the maximum stated in clause 19.1.
- 19.3** The following office-bearers of the Association are to be appointed from the current Board as the Executive Committee:
- (a) the chair;
 - (b) the vice-chair;
 - (c) the treasurer; and
 - (d) the secretary.
- 19.4** The Executive Committee may make recommendations to the Board in regard to the responsibilities of those offices.
- 19.5** Except for the chair, each office-bearer must be an Ordinary Member of the Association.
- 19.6** Each Board Member may hold up to 2 offices, except that:
- (a) no Board Member may be both chairman and vice-chairman; and
 - (b) no Independent Board Member may hold an office other than chair.

20 ELECTION OF THE BOARD

- 20.1** If at any time a Region has fewer than one (1) Board Members currently appointed to represent that Region, the Board must as soon as possible give notice to all Ordinary Members in that Region that an election will be held on a date and that votes will close by a specified time (the **Ballot Date**) not fewer than 21 days after the date of the notice and inviting eligible members to nominate and vote in that election pursuant to this clause.
- 20.2** Any Ordinary Member of the Association may be nominated as a candidate for election as a Board Member (**Candidate**), pursuant to the procedures set out in this clause 20.
- 20.3** An Ordinary Member may:
- (a) be nominated as a Candidate; and

(b) vote in an election for Board Members

only in respect of the Region to which their membership is nominated as stated in the Register on the date of the election and no other Region.

20.4 The Ordinary Members of each Region shall be entitled to elect one Board Member as their representative.

20.5 Where a Region has more than 10 Ordinary Members at the date of the election, the Ordinary Members of that Region may elect one additional Board Member to a maximum of two (2) for that Region.

20.6 A nomination under clause 20.3(a) must:

- (a) Be made in writing in accordance with any form required by the Board from time to time;
- (b) state the Region in which the Ordinary Member is nominated;
- (c) be signed by at least 3 members of the association, not including the Candidate;
- (d) be accompanied by the written consent of the Candidate to the nomination; and
- (e) be given to the secretary at least 7 days before the Ballot Date (the **Nomination Date**).

20.7 If, at 5PM on the Nomination Date, the number of nominations received by the secretary is equal or fewer than the number of vacancies to be filled, the members nominated are taken to be elected.

20.8 If the number of nominations received by 5PM on the Nomination Date is more than the number of vacancies to be filled, a ballot must be conducted as directed by the Board. A ballot may be conducted outside a General Meeting of the members provided that all members are duly informed in writing at their registered address of the appropriate procedures for the ballot.

20.9 Each Board Member elected pursuant to this clause 20 shall take office from the later of:

- (a) the announcement of the ballot results; and
- (b) 7AM on the day immediately following the Ballot Date.

20.10 Except as provided in clause 20.11, each Board Member shall hold office until the earlier of the following:

- (a) The date which is 24 months after the Ballot Date on which their appointment took effect; or
- (b) the next Ballot Date for their Region.
- (c) unless they resign the position or are otherwise removed from the position at an earlier time.

20.11 Where a Region is entitled to elect two (2) Board Members pursuant to clause 20.5:

- (a) If both Board Member positions for that Region are to be filled at the same election, the terms of the elected Board Members shall be staggered as follows:

- (i) the Board Member elected with the greater number of votes shall hold office for a two year term;
 - (ii) the Board Member elected with the lesser number of votes shall hold office for a one year term; or
- (b) If only one Board Member position for that Region is to be filled at an election, the term of the Board Member elected shall be two years.

20.12 There is no limit on the number of consecutive terms for which a Board Member may hold office.

21 CASUAL VACANCIES

21.1 A casual vacancy will be deemed to exist where:

- (a) The maximum number of Board Members in a Region is not able to be appointed pursuant to clause 20; or
- (b) For any reason a Board Member vacates the role during the term of their appointment
- (c) An existing Board Member:
 - (i) dies, or
 - (ii) ceases to be a member of the association, or
 - (iii) resigns from office by written notice given to the secretary, or
 - (iv) is removed from office by the association under a clause of this constitution, or
 - (v) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - (vi) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth), or
 - (vii) is prohibited from being a director of a company under the *Corporations Act 2001* (Cth), Part 2D.6, or
 - (viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (ix) becomes a mentally incapacitated person, or
 - (x) relocates their place of residence outside the Region for which they were elected.

21.2 In the event of a casual vacancy, the Board may, but need not, by majority decision appoint an Ordinary Member from the same Region as the vacating Board Member to fill the vacancy. The member so appointed shall take office from the date nominated by the Board as if that were the Ballot Date.

21.3 The Board may by notice accompanying a notice of General Meeting determine that any casual vacancy is to be filled by election at that General Meeting.

22 INDEPENDENT BOARD MEMBERS

- 22.1** The Board may by majority decision decide to appoint up to two (2) individuals as independent Board Members who shall have the same voting and participation rights as ordinary Board Members.
- 22.2** A person shall be eligible to be appointed as Independent Board Member where they have:
- (a) no financial interest in the NSW commercial fishing industry, including family related interests;
 - (b) no other material contractual relationships with the Association;
 - (c) not been an executive or professional adviser or a supplier to the Association within the 24 months immediately preceding their proposed appointment date; and
 - (d) no conflict of interest, whether actual or perceived, with the Association.
- 22.3** The Board may only appoint an Independent Board Member:
- (a) By majority decision of the Board;
 - (b) For a maximum term of 12 months (except in the case of an Independent Chair);
 - (c) Where that person has the ability, in the reasonable opinion of the Board, to make a significant contribution to the Objects of the Association.
- 22.4** If the Board determines to appoint an Independent Board Member as an Independent Chair:
- (a) it may do so where the requirements under clause 22.3 for the appointment of that person as an Independent Board Member are satisfied;
 - (b) notwithstanding clause 22.3(b) or 22.4, an Independent Chair may be appointed for a such term as the Board sees fit up to a maximum term of 36 months.
- 22.5** Each member of the Board is, subject to this constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.
- 22.6** The Board Members shall not receive remuneration for their services as Board Members except where specifically approved by special resolution of the Ordinary Members at an Annual General Meeting, provided that Board Members may be reimbursed for reasonable expenses incurred in performing their duties.

23 REMOVAL OF BOARD MEMBER

- 23.1** The Association in General Meeting may by resolution remove any Board Member from office before the expiration of the Board Member's term of office and may by resolution appoint another Ordinary Member from the same Region as the original Board Member to hold office until the expiration of the term of office of the original Board Member.
- 23.2** If a member of the Board to whom a proposed resolution referred to in clause 23.1 relates makes representations in writing to the secretary or chairman (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the secretary or the chairman 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 before the vote is taken.

24 SECRETARY

24.1 The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

24.2 It is the duty of the secretary to ensure minutes are kept of:

- (a) all appointments of office-bearers and members of the Board;
- (b) the names of members of the Board present at a board meeting or a General Meeting; and
- (c) all proceedings at Board meetings and General Meetings.

24.3 Minutes of proceedings at a meeting may be kept in written or electronic form and must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

25 TREASURER

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and
- (b) that all payments authorised by the Association are paid; and
- (c) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

26 DELEGATION BY BOARD TO SUB-COMMITTEE

26.1 The Board may by ordinary resolution delegate to one or more sub-committees (consisting of such member or members of the association as the board thinks fit) the exercise of such of the functions of the Board as are specified in the resolution, other than:

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the board by the Act or by any other law.

26.2 A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

26.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any such function, or as to time or circumstances, as may be specified in the instrument of delegation.

26.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.

26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force or effect as it would have if it had been done or suffered by the Board.

- 26.6** The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 26.7** A sub-committee may meet and adjourn, as it thinks proper, unless otherwise directed by the Board.

PART 3 – BOARD PROCEDURE

27 BOARD MEETINGS

- 27.1** The Board must meet at least three times in each period of 12 months at such place and time as the Board may determine.
- 27.2** Additional meetings of the Board may be convened by the chairman or by any member of the Board.
- 27.3** The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

28 NOTICE

- 28.1** Written notice of a meeting of the Board must be given to each member of the Board by email or other electronic means at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 28.2** Notice of a meeting given under clause 28.1 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.

29 QUORUM

- 29.1** The quorum for a Board meeting consists of a simple majority (more than 50%) of the total number of current Board Members.
- 29.2** No business is to be transacted by the Board unless a quorum is present.
- 29.3** If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 29.4** If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

30 CHAIR

- 30.1** At a meeting of the Board:
- (a) the chair, or in the chair's absence, the vice-chair, is to preside; or
 - (b) if the chair and the vice-chair are absent or unwilling to act, the present Board Members must elect a Board Member who is present at the meeting to preside.

31 VOTING AND DECISIONS

31.1 A resolution of the Board in a meeting shall be valid where supported by a majority of Board Members present and entitled to vote on that resolution.

31.2 Each Board Member shall be entitled to one vote in relation to a resolution to be considered at a meeting, except where that Board Member is otherwise prohibited from voting in accordance with this constitution.

31.3 In the event of deadlock, the chair, or the Board Member presiding over the meeting, shall have a casting vote.

32 ACTS VALID DESPITE VACANCIES OR DEFECTS

32.1 Subject to clause 29.1 the Board may act despite there being a casual vacancy.

32.2 An act done by the Board or a subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the Board or a subcommittee.

33 WRITTEN DECISIONS OF THE BOARD

33.1 The Board may transact its business by the circulation of papers, including by electronic means, among all Board Members.

33.2 If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board Members, is taken to be a decision of the Board made at a meeting of the Board.

33.3 The Board may transact its business at a meeting at which 1 or more Board Members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

34 CONFLICT OF INTEREST

34.1 A Board Member who has a direct or indirect interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest:

- (a) to the Board as soon as they become aware of the interest; and
- (b) at the next General Meeting of the Association.

34.2 The disclosure must be recorded in the meeting minutes.

34.3 A Board Member who has disclosed a conflict of interest in respect of a matter must not:

- (a) be present while the matter is being considered at the meeting;
- (b) vote on the matter; and
- (c) be counted in the quorum for that matter.

34.4 This clause does not apply to interests that:

- (a) exist only because the member belongs to a class of persons for whose benefit the Association is established; and
- (b) the member has in common with all, or a substantial proportion of, the members of the Association.

34.5 The Board must maintain a register of declared conflicts of interest.

35 BOARD MEMBER CONFIDENTIALITY AND NON-DISCLOSURE

35.1 For the purposes of this clause, "Confidential Information" includes:

- (a) all information relating to the Association's business, affairs, members, finances, or operations; (b) strategic plans, business proposals, and commercial negotiations;
- (b) member personal information and fishing business details;
- (c) legal or other professional advice received by the Association;
- (d) information marked or identified as confidential by the Board;
- (e) information that would reasonably be considered confidential by an experienced and objective person in the position of a Board Member.

35.2 Each Board Member must:

- (a) maintain strict confidentiality of all Confidential Information obtained through their role;
- (b) not disclose Confidential Information to any third party without prior written Board approval;
- (c) not use Confidential Information for personal benefit or advantage;
- (d) take reasonable steps to prevent unauthorised disclosure of Confidential Information; and
- (e) return or destroy all confidential documents upon cessation of Board Membership.

35.3 A Board Member may disclose Confidential Information only where:

- (a) required by law or court order;
- (b) authorised by specific Board resolution;
- (c) necessary for proper performance of Board Member duties within the Association;
or
- (d) the information becomes publicly available through no breach of this clause.

35.4 The confidentiality obligation continues for a period of 5 years after a person ceases to be a Board Member.

35.5 Breach of this clause may result in:

- (a) disciplinary action against the member pursuant to this Constitution;
- (b) removal from the Board; and
- (c) legal action for damages and injunctive relief including a claim for recovery of any benefit obtained through unauthorised use of Confidential Information.

36 CONFIDENTIALITY AGREEMENT

- (a) Each Board Member must, prior to the first Board meeting following their election, provide the secretary with a duly executed copy of a confidentiality agreement in the form approved by the Board.
- (b) Each Board Member must annually, or at such other interval as the Board may require, provide the secretary with a duly executed copy of a confirmation of their continued understanding and compliance with confidentiality obligations.
- (c) If at any time a Board Member fails to provide the secretary with a document pursuant to this clause 36, the Board (excluding that Board Member and any other non-compliant Board Member) may determine by majority resolution that the non-compliant Board Member has forfeited their position and a casual vacancy will arise.
- (d) It is the responsibility of the secretary to ensure records are maintained of:
 - (i) all signed confidentiality agreements;
 - (ii) annual confirmations;
 - (iii) any reported breaches or investigations; and
 - (iv) training provided to Board Members.

PART 4 - MEETINGS OF MEMBERS

37 REQUIREMENT TO HOLD ANNUAL GENERAL MEETINGS

37.1 With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.

37.2 The Association must hold its first Annual General Meeting:

- (a) within the period of 18 months after its incorporation under the Act; and
- (b) within the period of 6 months after the expiration of the first financial year of the association.

37.3 Clauses 37.1 and 37.2 have effect subject to any extension or permission granted by the Commissioner under the Act.

38 BUSINESS AT ANNUAL GENERAL MEETINGS

38.1 The Annual General Meeting of the Association is, subject to the Act and to clause 37.2, to be convened on such date and at such place and time as the Board thinks fit.

38.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting may include the following:

- (a) confirming the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- (b) receiving from the Board reports on the activities of the association during the last preceding financial year;

- (c) where the Board has given notice that a casual vacancy is to be filled by election at a General Meeting pursuant to clause 21.3, the election of Board Members to fill that casual vacancy;
- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

38.3 An Annual General Meeting must be specified as such in the notice convening it.

39 SPECIAL GENERAL MEETINGS

39.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

39.2 The Board must call a Special General Meeting if the committee receives a request made by at least 5% of the total number of members.

39.3 The request:

- (a) must be in writing, and
- (b) must state the purpose of the meeting, and
- (c) must be signed by the members making the request, and
- (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
- (e) must be lodged with the secretary, and
- (f) may be in electronic form and signed and lodged by electronic means.

39.4 If the committee fails to call a Special General Meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a Special General Meeting to be held within 3 months of the date the request was lodged.

39.5 A Special General Meeting convened by an eligible ordinary member/s as referred to in clause 39.4 must be convened, as nearly as is practicable, in the same manner as General Meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

40 NOTICE

40.1 The secretary must give each member notice of a General Meeting:

- (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
- (b) otherwise - at least 14 days before the meeting.

40.2 The notice must specify:

- (a) the place and time at which the meeting will be held, and
- (b) the nature of the business to be transacted at the meeting, and
- (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and

(d) for an Annual General Meeting - that the meeting to be held is an Annual General Meeting.

40.3 The only business that may be transacted at the meeting is:

- (a) the business specified in the notice, and
- (b) for an Annual General Meeting - business referred to in clause 38.

40.4 A member may give written notice to the secretary of business the member wishes to raise at a General Meeting. If the secretary receives such notice, the secretary must specify the nature of the business in the next notice calling a General Meeting.

41 PROCEDURE AND QUORUM

41.1 No item of business is to be transacted at a General Meeting unless a quorum of eligible ordinary members entitled under this constitution to vote is present during the time the meeting is considering that item.

41.2 **Five eligible ordinary members present in person (being members entitled under this constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.** If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved; and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

41.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) is to constitute a quorum.

42 PRESIDING MEMBER

42.1 The chairman or, in the chairman's absence, the vice-chairperson, is to preside as chairperson at each General Meeting of the Association.

42.2 If the chairman and the vice-chairman are absent, or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

43 ADJOURNMENT

43.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at 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 the business left unfinished at the meeting at which the adjournment took place.

43.2 If a General Meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

43.3 Except as provided in clauses 43.1 and 43.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

44 MAKING OF DECISIONS

44.1 A question arising at a General Meeting of the association is to be determined on:

(a) a show of hands; or

(b) secret ballot approved by a poll of eligible ordinary members present,

unless, before the show of hands, a poll is demanded. Results are to be determined under a fully open and transparent process.

44.2 A declaration by the presiding member that a resolution has, on a show of hands or the results of the secret ballot, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

44.3 At a General Meeting of the association, a poll may be demanded by the member presiding or by at least three eligible ordinary members present in person or by proxy at the meeting.

44.4 If a poll is demanded at a General Meeting, the poll must be taken:

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the member presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

45 SPECIAL RESOLUTION

A resolution of the Association is a special resolution:

(a) if it is passed by a majority which comprises at least three-quarters of such eligible ordinary members of the Association as, being entitled under this constitution so to do, vote in person or by proxy at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution; or

(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

46 VOTING

46.1 On any question arising at a General Meeting of the Association an eligible Ordinary Member has one vote only.

46.2 All votes must be given at the meeting either in-person, by proxy, or via approved online meeting technology where applicable.

46.3 In the case of an equality of votes on a question at a General Meeting, the chair of the meeting is entitled to exercise a casting vote.

46.4 An Ordinary Member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

47 APPOINTMENT OF PROXIES

47.1 Each eligible Ordinary Member is to be entitled to appoint another eligible Ordinary Member as proxy by written notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

47.2 The notice appointing the proxy is to be in the form set out in Appendix 4 to this constitution.

47.3 No eligible Ordinary Member may hold more than two proxies.

48 POSTAL OR ELECTRONIC BALLOTS

48.1 The Association may hold a postal or electronic ballot (as the board determines) to determine any issue or proposal (other than an appeal under clause 13).

48.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

49 USE OF TECHNOLOGY AT GENERAL MEETINGS

49.1 A General Meeting may be held using any technology approved by the Board that gives each of the Association's members a reasonable opportunity to participate.

49.2 A member of an Association who participates in a General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5 – FINANCIAL MATTERS

50 FINANCIAL MANAGEMENT AND CONTROLS

50.1 The Association must establish and maintain proper accounting and other financial records that:

- (a) correctly record and explain its transactions and financial position;
- (b) enable true and fair financial statements to be prepared; and
- (c) enable financial statements to be conveniently and properly audited.

50.2 The Board must:

- (a) establish appropriate internal control procedures;
- (b) review the effectiveness of those procedures annually;
- (c) ensure safe custody of books, documents and securities; and
- (d) allow members to inspect financial records as permitted by law.

50.3 All expenditure must be approved or ratified at a Board meeting.

- 50.4** The Association must retain its financial records for at least 7 years.
- 50.5** The financial year of the Association is from 1 July to 30 June (**Financial Year**).

51 ENHANCED TRANSPARENCY

- 51.1** The Association commits to operating transparently by:
- (a) maintaining a website with current information about its activities;
 - (b) publishing annual reports and audited financial statements;
 - (c) providing members reasonable access to records;
 - (d) maintaining a register of Board Member interests; and
 - (e) documenting and publishing its key policies and procedures.
- 51.2** The Board must ensure:
- (a) timely disclosure of material information to members;
 - (b) fair and reasonable access to information for all members;
 - (c) protection of confidential and personal information; and
 - (d) compliance with privacy laws and principles.
- 51.3** Members may request access to records by written application to the Secretary, who must respond within 14 days.

52 INSURANCE

The Association may effect and maintain such insurance policies as the Board determines necessary, including but not limited to public liability insurance and Board Members and officers liability insurance.

53 FUNDS

- 53.1** The funds of the Association are to be derived from Entrance Fees and Annual Subscriptions of members, donations, projects and other funded activities subject to any resolution passed by the association in General Meeting and other such other sources as the Board determines.
- 53.2** All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 53.3** The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

54 MANAGEMENT OF FUNDS

- 54.1** Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- 54.2** All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers, and other negotiable instruments or payment methods must be authorized by any two members of

the Board or employees of the Association, being members or employees authorized to do so by the Board.

55 KEEPING OF RECORDS

55.1 Except as otherwise provided by this constitution, the public officer must ensure the keeping of all records, books and other documents relating to the Association for a period of at least 5 years.

55.2 The following documents must be open to inspection, free of charge, by an eligible ordinary member of the Association during office hours:

- (i) financial records of the Association,
- (ii) this constitution, and
- (iii) minutes of all board meetings and General Meetings of the Association.

55.3 The inspection of the above documents must be made available within 28 days of the request, subject to reasonable confidentiality requirements, and may be inspected on the physical premises of the Association during business hours, upon reasonable notice.

55.4 Despite clauses 55.2 and 55.3, the Board may refuse to permit a Member to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

56 AUDITOR

56.1 The Board must appoint a qualified auditor if required by the Act and Regulation. The auditor must be a registered company auditor or a person approved by the Commissioner. The auditor may only be removed in accordance with the procedures set out in the Act.

57 WINDING UP

57.1 The winding up of the Association shall be in accordance with Part 6, Division 3 of the Act. Any surplus property of the Association shall be distributed in accordance with section 65 of the Act to another organization with similar purposes which is not carried on for the profit or gain of its individual members.

PART 6 – GENERAL

58 SERVICE OF NOTICES

58.1 For the purposes of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally;
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by email or other electronic means to an electronic address specified by the person for giving or serving the notice.

58.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee;

58.3 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and

(a) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

59 COMMON SEAL

59.1 The common seal of the Association must be kept in the custody of the public officer.

59.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or of one member of the Board and of the public officer or secretary.

APPENDIX 1 – MAP OF REGIONS