



**WOMEN'S INDUSTRY NETWORK  
SEAFOOD COMMUNITY  
(WINSC)  
CONSTITUTION**

**Version 310310**

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## **TERMINOLOGY**

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| WINSC                    | Women's Industry Network Seafood Community  |
| Network                  | The federally incorporated "Women's Industry Network Seafood Community"   |
| National                 | The federal incorporated network  |
| National Board           | The Women's Industry Network Seafood Community governing Board of Directors   |
| Member                   | An individual and or association, who has applied for membership in the network and whose membership subscription is current            |
| Executive Committee      | The Women's Industry Network Seafood Community Executive Committee  |
| State/Territory Director | WINSC member elected by that state/territory to serve all members on the WINSC Seafood Community National Board                         |
| Regional Director        | The member elected by one region of a state or territory to serve the members of that region on the state/territory committee of WINSC. |
| SIG                      | Special Interest Group  |
| ASIC                     | Australian Seafood Industry Council   |

# **ARTICLES**

## **ARTICLE 1: NAME**

The network shall be called the "Women's Industry Network Seafood Community" hereinafter referred to as WINSC.

## **ARTICLE 2: OBJECTIVES**

The objectives of WINSC shall be:

1. Recognise and enhance the skills of seafood women.
2. Develop effective partnerships with government agencies and other industry stakeholders.
3. Take a professional approach to all activities and relationships with other stakeholders.
4. Create a supportive environment to ensure women of the fishing industry reach their potential.
5. Actively encourage the involvement of seafood women.
6. Provide community education on all aspects of the seafood industry.
7. Create a positive image of the seafood industry through the promotion of the benefits of the industry to the community.

The WINSC may perform such functions and engage in such activities as may be necessary or incidental to the achievement of the general objectives of the network noted above; such as: sponsoring conferences; publishing papers and journals; establishing liaison with similar organisations inside and outside of Australia; promoting education and training programs; establishing information networks for the exchange and dissemination of information; creating state bodies; and, supporting special interest groups within the framework of the WINSC.

## **ARTICLE 3: MEMBERS**

Membership in the WINSC shall be open to those actively engaged in, or associated with, the Australian Seafood Industry. The network may establish classes of membership and other forms of affiliation and criteria for belonging.

In the Constitution and By-laws where the female gender occurs, the male gender is equally intended.

## **ARTICLES 4: FINANCIAL FUNCTIONS**

The National Board may, by By-law, authorise and empower certain members of the Executive Committee to:

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- a) apply for funding applications to further progress the work of the WINSC.
- b) gain sponsorship funding for the WINSC.
- c) apply membership fees.
- d) borrow money upon credit of the WINSC,
- e) issue debentures or other securities of the WINSC.
- f) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient, and
- g) secure any such debentures or other securities or any other present or future borrowing or liability of the network, by mortgage, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable property of the WINSC.

Nothing herein limits or restricts the borrowing of money or bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the WINSC.

### **ARTICLE 5: STRUCTURE AND OPERATIONS**

1. The operations of the WINSC may be carried on throughout Australia and internationally.
2. The WINSC shall be structured so as to have a National Board of Directors whose primary function shall be to establish policies and priorities of the WINSC.
3. The WINSC shall establish and maintain a National Office at such location as may be determined by the National Board of Directors

#### **4. National Board of Directors**

4.1. The National Board of Directors, hereinafter called the National Board, shall be made up of a director from each state or territory that is able to put someone forward; as well as three Directors at Large drawn from, and elected by, the national body of members.

4.2 The National Board shall meet at least twice a year.

- i). at the beginning of the new annual term to:
  - a) approve the annual budget;
  - b) establish financial controls;
  - c) respond to recommendations and initiatives of members.
- ii). Towards the end of the term to:
  - a) advise and respond to the report of the chair on the operations of the network;
  - b) conduct any further business as may be necessary.

4.3. The National Board shall meet on other occasions at the call of the Chair, or any four National Board members to deal with the orderly conduct of business properly brought before the meeting. Two weeks notice is to be given

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to all board members, unless other wise agreed by the members if a matter of urgency prevails.

4.4. At any meeting of the National Board, any two Executive members, together with any other five Directors, shall constitute a quorum.

4.5. The National Board may nominate from amongst themselves, and elect, an Executive Committee, made up of a Chair, Vice Chair, Treasurer/Secretary, plus two other Board Members.

The WIN shall establish and maintain a National office at such location as may be determined by the National Board of Directors

An Executive Committee whose primary function shall be the supervision and the management of the everyday activities of WIN.

The executive committee shall consist of the National President, or Chair, Vice President , Secretary/Treasurer, and two elected full members and the Extension Officer.

### **5. The Executive Committee**

5.1 The National Board may authorise and empower the Executive Committee to:

- a) Manage the affairs of WINSC;
- b) Hold inquiries into and make decision in connection with, all disputes, whether between members, members and the committee, or any other dispute;
- c) Deal with the correspondence of the WINSC;
- d) Open and conduct Bank accounts;
- e) Pass all accounts for payment;
- f) Be responsible for all financial expenditures relating to WINSC's activities;
- g) Fill casual committee vacancies; and,
- h) Do all other things necessary for the good order and management of the WINSC.

5The Executive Committee shall exercise all such powers as conferred in the Associations and Incorporation Act and do all such acts and things that WIN is authorised to exercise and do and which are not by these rules directed or required to be exercised or done by WIN in a general meeting.

The Chair/President shall be the chair of the Executive Committee. In the absence of that person from any committee meeting the Vice President shall be chair.

The Executive Committee shall meet as often as it is deemed necessary but in any event at least once each quarter to transact current business.

A quorum shall be a minimum of seven eligible members present and voting.

The minutes of each meeting's proceedings shall be retained in a minute book and signed by the Chair /President and the Secretary at the following meeting.

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Voting at all meetings shall be by show of hands unless a majority of members present request that a secret ballot be held.

**ARTICLE 6: NON-PROFIT ACTIVITIES.**

The WIN shall carry on its operations without pecuniary gain to its members and any profits or other accretions shall be used to promote the objectives of the network.

In the event of the dissolution or winding-up of the WIN all its remaining assets other than those that it holds in trust shall, after payment of its liabilities, be distributed to the national peak fishing industry body (Australian Seafood Industry Council) in Australia at the discretion of the national board.

**ARTICLE 6: MEETING OF MEMBERS.**

The members shall meet at least once each calendar year at which time the members shall receive and consider the Annual Report of the National Board and conduct statutory and such other business as may be properly brought before the meeting.

**ARTICLE 7: MEETINGS OF THE NATIONAL BOARD.**

The National Board shall meet at least once a year to approve:

- a. Budgets,
- b. Establish financial controls,
- c. Respond to recommendations and initiatives of the members,
- d. Advise and consent to the report of the Chair on the operations of the network.
- e. Conduct any further business as may be necessary.

The National Board shall meet on other occasions at the call of the Chair/President, or any four National Board members, to deal with the orderly conduct of business properly brought before the meeting.

At any meeting of the National Board, any two Executive Committee members, together with any other five Directors, shall constitute a quorum.

**ARTICLE 8: CODE OF CONDUCT.**

The network shall adopt, publish, maintain and support a code of professional ethics and conduct which shall be binding on all members of the network.

## **ARTICLE 9: AMENDMENTS TO CONSTITUTION**

- a. The constitution of the network may be amended or repealed following a formal written (electronic or mail) proposal of amendment originating from the National Board or by written (electronic or mail) petition to the National Board signed by at least fifteen financial members.
- b. The proposed amendment(s), after review by the National Board, will be submitted to the Network members by mail at least six weeks prior to the next Annual General Meeting, along with a ballot to be returned by mail to the National Office.
- c. All ballots received at the National Office up to an announced date ( not less than three weeks before the next Annual General Meeting) will be recorded and reported to the Annual General Meeting, as well as, printed in the appropriate newsletter/magazine of the network. An affirmative vote of two thirds of the eligible ballots returned will be required to pass the amendment(s) with a quorum of at least one third of eligible members returning ballots.
- d. Amendment(s) to the constitution shall not be enforced nor acted upon until the approval of the Office of consumer and Corporate Affairs has been obtained.

## **ARTICLE 10: BY-LAWS**

The By-Laws of WIN shall be those filed on the \_\_\_\_\_day of \_\_\_\_\_until repealed or replaced, amended, altered or added to. The National Board shall have the authority to interpret the By-Laws.

The amendment procedure to be followed is set down in the relevant By-Law.

Amendments to the By-Laws will be adopted and in force as soon as the votes are recorded and reported to the National Board.



# **BY-LAWS**

## **BY-LAW 1: MEMBERSHIP — CLASSES, RIGHTS, PRIVILEGES AND OBLIGATIONS**

There are three classes of membership: full; student; and, associate. Each member of the WINSC shall belong to one of these classes, as described below in (a), (b) and (c) respectively. In addition, the WINSC may grant any or all of the following privileges: Honorary, Member-at-large, or Retired as described below in (d), (e), (f) respectively.

### **a) Full Member**

Upon paying the prescribed fee:

- a) Any commercial fisher, deckhand, family member or employee of a commercial fishing license holder, processor or Aquaculture/Mariculture lease holder/permit holder
- b) Any employee of a fishing industry council/association;
- c) Any person actively employed in any activity associated with: fisheries management; policy development; research; communication or extension of the seafood industry

may become a full member.

Full members shall have the right to vote and hold elective office, and each shall have the same rights and obligations, except as provided under (b), (c), (d), (e), and (f).

### **b) Student Member**

Any student registered full-time in an educational institution, as recognised from time to time by the National Board, upon paying the prescribed fee shall become a student member. No student member shall have the right to vote or hold elective office, and each shall have the same rights and obligations, except as provided under (a), (c), (d), (e), and (f).

### **c) Associate Member**

Organisations/associations that have a current affiliate agreement with the WINSC may, upon paying the prescribed fee, become a corporate associate member. No employee of the associate member organisation shall have the right to vote, hold elective office or to receive the benefits of full members. Associate members will be considered to be members-at-large without the right to join a regional or state body.

### **d) Honorary Member**

This privilege shall be open to any full member who has made an outstanding contribution to raising the awareness of the seafood industry of Australia and elsewhere.

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A member must be nominated and the National Board must approve the nominee by unanimous resolution to become and honorary member. Honorary members shall have their annual membership subscription permanently waived.

### **e) Member-at-Large**

This privilege shall be open to each full or student member who does not live in or near a city where there is a regional delegate; members are normally expected to be members of a proximate region within that state/territory. All Members-at-Large have the right to join a region, at which time they automatically transfer to membership type (a), (b), or (c).

### **f) Retired**

This privilege shall be open only to full members who have retired from the seafood industry and who have been members of the WINSC for at least five years, two years of which have been continuous prior to the date of retirement. Retired members may retain this privilege only so long as they are not remunerated for any related work they carry out for the WINSC, or for the seafood industry.

## **BY-LAW 2: MEMBERSHIP — ELECTION AND RESIGNATION**

a) Any individual working in or connected with the Australian seafood industry may apply to become a full member of the WINSC. If the applicant lives within the area of a local region, they will automatically become a full member of that region within that State/Territory. All new members shall be advised of their electoral region and will receive a copy of the WINSC constitution, By-Laws and other relevant information.

b) Any full-time student may apply to become a student member of the WINSC by written (electronic or mail) application. This application shall be supported by the recommendation of one full member and by a representative of the applicant's educational institution. If the applicant lives within the area of a region within the State/Territory, she will automatically become a student member of that region of the State/Territory. All new student members shall be advised of their local region (if any) and shall receive a copy of the current WINSC Constitution, By-Laws and other relevant information.

c) Any member of an organisation/association that the WINSC has a current affiliate agreement with may apply to become an Associate member by written (electronic or mail) application. All associate members shall receive a copy of the current WINSC Constitution, By-Laws and any other relevant information.

d) Honorary membership nominations shall be made by any financial full member in the form of a written submission. All such submissions shall be received two weeks prior to a National Board meeting and require unanimous approval of the National Board.

e) Members may resign by submitting a written (electronic or mail) resignation to the National office. A member who resigns shall not be entitled to any refund of subscriptions paid.

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f) Any member may be suspended from the membership roll for just and sufficient cause by two-thirds majority vote of the National Board. However, before such recommendations are put to a vote of the National Board, the member must be notified by letter of the contemplated action and must be given adequate opportunity to make representation in person, in writing or through an authorised representative, to the National Board.

g) Any full member, may apply for the Retired member privilege by written (electronic or mail) application. This application may be supported by the recommendation of the member's employer and one other full member and shall be accepted or rejected by the Executive Committee of the WINSC. A Retired member who returns to work for the WINSC will cease to be eligible for this privilege and will revert to being a full member, with such time spent as a full member counting toward that membership privilege when applying again for the privilege.

### **BY-LAW 3: MEMBERSHIP DUES**

a) Each State/Territory WINSC shall establish their dues and submit for approval to the National Board three weeks prior to the national AGM. The National Board shall also establish the annual membership dues to be paid by each class of member to support National Programs and activities. National Dues shall be 5% of the subscription fee.

b) The dues of a member shall be payable upon application and annually thereafter upon receipt of an invoice from the national office. The subscription fee less the national dues shall be paid and transferred to the State/Territory office of the member.

c) A member who fails to pay annual dues within a period to be established by the National Board shall cease to be a member, thereby relinquishing membership privileges and shall be so notified by the National Office in accordance with regulations as established by the National Board.

### **BY-LAW 4: NATIONAL BOARD**

a) The National Board shall consist of the:

- ◆ Directors at Large (3)
- ◆ State/Territory Directors (8)
- ◆ Immediate Past Chair

b) The Chair/President and Vice-Chair shall be elected from the appointed members of the National Board and will continue their State/Territory representative role on the National Board.

c) The Immediate Past Chair shall not be entitled to cast a vote at National Board meetings.

d) The State/Territory Directors shall be responsible for representing the members in their electoral state/territory in discussion and resolutions at the

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National Board, and for representing the National Board in their electoral State/Territory. Membership of an electoral State/Territory will be determined by a member's mailing address. Each State/Territory director must be a member of the electoral State/Territory she represents. The electoral State/Territory are as follows:

- Australian Capital Territory
- New South Wales
- Northern Territory
- Queensland
- South Australia
- Tasmania
- Victoria
- Western Australia

e) The election and tenure of all members of the National Board shall be in accordance with By-Law No: 5.

f) All members of the National Board must be financial full members of the WINSC.

### **BY-LAW 5: ELECTION AND TENURE OF THE NATIONAL BOARD**

a) The State/Territory Directors of the National Board shall be elected from the members they represent.

(b) The State/Territory Directors shall be elected to hold office for two years, With Directors from South Australia, Victoria, Western Australia and Tasmania being elected in even number year and directors from ACT, Queensland NT and NSW being elected in odd numbered years.

(c) In the event of a vacancy occurring among the State/Territory director's positions, the members of the State/Territory may vote to appoint a replacement to hold office for the unexpired portion of the terms.

(d) Any WINSC member is able to nominate for one of the three Director at Large positions and shall be elected by members at the WINSC AGM. Directors at large shall be elected to hold office with all three Directors at large being elected in even number years.

(e) In this instance, a nomination committee shall be set up by the National Board to call for nominations for the position of Directors at Large from the national membership, to ensure statutory requirements are met. Nominations shall be received no later than 7 weeks prior to the AGM. Nominations need to be accompanied by written consent by the nominee, and supported by signatures of two full members, on an official Director at Large nomination form.

(f) Alternatively, in the event of a vacancy occurring during the term of a Director at Large, the National Board may elect to appoint a replacement to hold office for the un-expired portion of the term.

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- (g) A Director may stand for re-election at the expiration of her term of office.
- (h) The National Office shall prepare official ballot papers containing the names of the candidates and shall distribute one ballot paper to each member eligible to vote not less than five weeks prior to the Annual General Meeting. Names of the candidates shall be in alphabetical order.
- (i) Each candidate shall have an equal opportunity to make themselves known to the membership. The National Office shall solicit from each candidate, and distribute to the membership, a short biography and statement of intent prepared by the candidate. This will be brought to the candidates notice by use of an official form.
- (j) Completed ballot papers shall be received at by the returning officer at the National Office no later than three weeks prior to the Annual General Meeting
- (k) The ballots received by the National Office shall be counted by the returning officer and scrutineer who shall be appointed by the Chair. The scrutineers shall report the results of the election to the Chair who shall advise the new board members of their election prior to the Annual General Meeting.
- (l) If there is only one nominee for a vacant position, the nominee shall be deemed to be elected unopposed and for this situation paragraphs (n) to (p) of this By-Law will not apply.
- (m) The terms of office of all members of the National Board begin and end at the close of the meeting and shall introduce the incoming Chair/President.
- (n) Any member of the National Board may be removed from office, for just and sufficient cause, by two-thirds majority vote of all other members of the National Board. Before any action to remove a member is taken, she shall be notified in writing of the proposed action, and the reasons therefore, and shall be given an opportunity to make submissions in writing, in person, or through a representative.
- (o) The positions of Vice-Chair, Secretary and Treasurer, shall be nominated and elected by the board at the AGM.
- (p) The Chair/ President may hold office for up to three years after which time may stand for re-election
- (q) The Chair must have been a WINSC Board member for at Least one year.**
- (r) In the event of a vacancy occurring in the office of Chair, the Vice –Chair will assume responsibility for the remainder of the term.
- (s) In the event of the position of Vice–Chair becoming vacant, the National Board may appoint a member of the Board to fill the position until the expiry of that term.
- (t) In the event of one of the recurrent positions (Chair or Past Chair), being filled by a Board member who is not re –elected to the national board, she shall become a supernumery Director of the Board for that term only.
- (u) Members of the National Board shall serve without fee but expenses incurred to attend meetings will be met by WINSC.

## **BY-LAW 6: EXECUTIVE COMMITTEE**

a) The Executive Committee shall consist of:

- ◆ Chair/President
- ◆ Vice Chair/President
- ◆ Secretary
- ◆ Treasurer
- ◆ Two other full members who shall be appointed by the National Board, from the existing National Board.

## **BY-LAW 7: MANAGEMENT OF WINSC**

a) The National Board shall be responsible for establishing priorities by recommending long-term strategies and programs, for determining the terms of reference of standing committees, for appointing official representatives to other organisations with which the WINSC liaises and for matters of policy affecting the WINSC.

b) The Executive Committee shall be responsible for carrying out the policies laid down by the National Board and for supervising the day-to-day management of WINSC.

c) Without restricting the generality of By-Law No. 7 (a) and (b), the respective duties shall be conducted by the following appointees:

### **Chair**

d) The Chair/President shall exercise the overall governance of executive functions of the WINSC; preside at the Annual General Meeting, at all meetings of the National Board and at meetings of the Executive Committee and annually appoint members to all Standing Committees. The Chair/President shall be, ex-officio, a member of all Standing Committees. The Chair/President will work closely with the Vice-Chair/President in a mentoring capacity to ensure the smooth transition between the roles.

### **Past Chair**

e) The Past Chair/President shall perform such duties and exercise such authority as shall be delegated or assigned to her by the Chair/President. The Past Chair/President will work closely with the President and Vice-Chair/President in a mentoring capacity to ensure the smooth transition between the roles.

### **Vice Chair**

f) The Vice Chair/President shall assume the duties of the Chair/President at all meetings in the absence of the Chair/ President, shall assist the Chair/President in the performance of her duties and shall perform such further duties and exercise such authority as shall be assigned or delegated to her by the Chair/President.

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### **Secretary-Treasurer**

g) The Secretary-Treasurer shall attend all meetings of the Executive Committee and the National Board and all General Meetings of the WINSC to ensure that the proceedings are recorded. She shall conduct the official correspondence of the WINSC, including that required in connection with National Elections, and keep complete records and prepare material and agendas of all meetings, as directed by the Chair/President. She shall ensure a list of all members of the WINSC is maintained at the National Office. She shall be custodian of all official property and financial records of the WINSC. She shall be responsible for the collection of all monies, keep complete accounts, arrange for payment of all approved indebtedness of the WINSC and keep proper vouchers/receipts for such payments, and shall submit an audited Annual Financial Report, and any other financial reports required by the National Board.

h) The duties and responsibilities of the individual officers of the Executive Committee may be further defined or described in policy or procedure documents approved by the National Board from time to time.

i) The National Board shall be responsible for the establishment and continued support of a National Office to serve the needs of the WINSC and such groups as the National Board may determine. The National Office shall be located in such place as may be determined by the National Board.

### **Standing Committees**

j) The National Board may establish Standing Committees which shall be responsible for investigation, reporting, formulation and recommendation of policy, implementation and advisory functions in regard to general areas or specific functions or concerns as designated by the National Board. The Standing Committees may include, but is not limited to; Audit, Awards, Constitution, State/Territory Liaison, Publications, Professional Development, Membership Promotion, and other characteristics of the Standing Committees shall be as approved by and set out in policy or procedural guides approved by the National Board.

### **State/Territory Group**

k) The structure, membership, role, authority and operation of the State/Territory group shall be specified and approved by the National Board. There may be established networks with such mandates as shall be approved by the National Board.

### **Project Committees**

l) The National Board may establish such additional committees as it deems appropriate to meet the needs of the WINSC. The structure, composition, functions, duties, responsibilities and term of such committees shall be as specified by the National Board.

m) Notwithstanding any of the forgoing and notwithstanding any statement or specification to the contrary, whether expressed or implied, all members of committees or networks established by the National Board serve and hold such office at the discretion of the National Board.

## **BY-LAW 8: FINANCIAL CONTROLS**

- a) The fiscal year of the WINSC shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.
- b) The National Board may utilise the funds of the WINSC in any way which will further the objectives of the WINSC.
- c) The National Board shall consider and approve a budget for the WINSC prior to the start of each fiscal year.
- d) The National Board may modify the budget at any meeting duly called whereby notice of a proposed amendment was contained in the notice of this meeting.
- e) The Executive Committee may modify or alter the budget at any Executive Committee meeting duly called, whereby notice of a proposed amendment was contained in the notice of the meeting and provided the modification will not affect the total budget for the WINSC.
- f) The Executive Committee approve the expenditure of funds of the WINSC in accordance with the budget.
- g) Any budget modifications by the Executive Committee shall be subsequently tabled to the National Board for their information.

### **Delegation**

- h) The National Board may from time to time delegate to one or more members of the Executive Committee of the WINSC, all or any of the powers conferred on the Board by this By-Law, to such extent and in such manner as the board shall determine at the time of each delegation.
- i) The Banking business of the WINSC including, without limitation, the borrowing of money and giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organisations as may from time to time be designated by or under the authority of the National Board. Such banking business or any part thereof, shall be transacted under such agreement, instructions and delegations of powers as the National Board, may from time to time prescribe or authorise. The designation of signing officers and their authority and limitations shall be covered by a Board Minute passed at a duly convened Board meeting.
- j) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the National Board by any two designated members of the Executive Committee, or of the National Board. Secretary may sign deeds, transfers, assignments, contracts, obligations, certificates and other instruments to be executed by the WINSC in the normal course of business and not exceeding \$500 in value on behalf of the WINSC.
- k) In addition, the National Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument may or shall be signed. Any Signing Officer may affix the corporate seal to any instrument requiring the same.
- l) The National Office may enter into contractual arrangements with the States/Territory(s), special interest groups and other groups for services which



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may be provided other than the collection of dues and maintenance of membership records. All such contractual arrangements must have prior approval of the National Board.

m) The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the WINSC and report thereon. The auditor shall hold office until the next Annual General Meeting provided that the Directors may fill casual vacancy in the office of the auditor. The Board of Directors shall fix the remuneration of the auditor.

### **BY-LAW 9: MEETINGS**

a) The Annual General Meeting of the WINSC shall be held between August 1st and November 31<sup>st</sup> to consider any matter brought before it, including a report from the outgoing National Board and Chair/President. The Secretary-Treasurer will present an audited financial report.

b) Special General meetings of the WINSC may be called by the National Board and must be called on the written (electronic or mail) request of not less than fifteen members, which request must state the purpose of the meeting.

c) A notice stating the place, day and hour of the Annual General Meeting or a Special General Meeting and the purpose for which the meeting is called shall be distributed to all members not less than three weeks nor more than six weeks before the date of the meeting. In the case of a Special General Meeting, discussion and voting must be limited to the subjects stated in the notice of meeting.

d) Seven members in person will constitute a quorum for the transaction of business at the Annual General and Special General meetings. Proxies may be accepted at the Annual General Meeting. Any proxies need to be declared and submitted on official proxy forms prior to the commencement of the meeting to the Secretary. In the absence of a quorum the members present will adjourn the meeting and further action to initiate another meeting will be determined by the National Board at their next meeting.

e) Any item which needs to be dealt with by the members at a General or Annual General Meeting, if approved by the National Board, may be dealt with by a National Board approved balloting process. This process must involve the members (i) being provided with complete information on the issues, (ii) the results of the ballot being published and sent to all members, and (iii) the results are tabled at the next scheduled meeting of the National Board, as well as at the next General Meeting.

f) The Executive Committee shall meet in person or by telephone as often as is considered necessary and appropriate by the Chair, or if called by at least two other Executive Committee members. A quorum shall constitute the Chair or the Vice-Chair plus two other members. Minutes of all executive meetings shall be sent to each member of the National Board.

g) The National Board shall meet in person or by telephone as required, however, there shall not be less than two meetings annually, one of which shall be face to face. At any meeting of the National Board a quorum shall

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consist of the Chair/President or the Vice Chair/President together with any six Directors.

**BY-LAW 10: CONFLICT OF INTEREST**

a) In any contract or proposed contract that is reasonably likely to be affected by a decision of the WINSC, any person with a conflict of interest present at a meeting of the WINSC, or any committee thereof, at which the contract, proposed contract, or other matter is a subject of consideration, shall as soon as practicable after the commencement of the meeting, disclose her interest and shall not vote on any question with respect to the contract, proposed contract or other matter, or attempt in any way to influence the voting on any such question without first obtaining the permission of the Chair, which shall be recorded in the minutes.

b) No WINSC member will be remunerated for services performed on behalf of the WINSC without the arrangement being opening recorded and tabled as demonstrating due process.

c) The Secretary, with prior Executive Committee approval, may reimburse members of committees and others for reasonable expenses incurred as a result of attending approved committee meetings or in the performance of other approved functions where the member submits the appropriate request for reimbursement with receipts.

d) The Secretary, with prior Executive Committee approval, may reimburse National Board members for reasonable expenses incurred in attending meetings of the National Board or any Committees or in attending to the affairs of the WINSC where the member submits the appropriate request for reimbursement with receipts.

**BY-LAW 11: CORPORATE SEAL**

a) The WINSC shall have a Seal which shall be affixed only in the presence of the appropriate Executive Committee members who shall attest to its use. The Seal shall at all times remain in the custody of the Secretary-Treasurer.

b) A document requiring certification by the WINSC will be deemed certified if signed by two Executive Members or one Executive member and one National Director whether or not their signatures are under the Seal of the WINSC. All documents requiring certification must be tabled at the National Board prior to them being endorsed.

## **BY-LAW 12: RELATIONSHIP WITH WINSC STATE/TERRITORY GROUPS**

- a) The WINSC shall encourage the establishment of State/Territory groups in any regional centre in Australia. State/Territory groups will be established by resolution of the National Board on receipt of a petition by ten members of the proposed new State/Territory group. Members shall include anyone eligible for membership who submits an acceptable application form.
- b) The Constitution and By-Laws of each State/Territory group shall conform to the requirements of By-law No.13 and shall be subject to the approval of the National Board. A petition for formation of a State/Territory group must be accompanied by the proposed Constitution and By-laws.
- c) The Chair/President of each State/Territory group shall forward an Annual Report to the National Secretary, accompanied by the most recent audited financial statement of the State/Territory group.
- d) Termination of a State/Territory group shall be determined by the members of the State/Territory group and by resolution of the National Board. Any remaining assets will be turned over to the WINSC and placed in a fund allocated by the National Board for the benefit of the broader Seafood Community.

### **Other Governing Bodies**

- e) The WINSC shall encourage the broadening of its membership base by establishing member partnerships with other seafood organisations governed by their own elected bodies.
- f) The objectives described in each Other Governing Bodies' Constitution and By-Laws shall be consistent with the objectives described in the Constitution and By-Laws of the WINSC.
- g) Termination of the association with an Other Governing Body and the WINSC shall be as agreed upon the agreement between the Other Governing Body and the WINSC.

## **BY-LAW 13: CONSTITUTIONAL REQUIREMENTS FOR STATE/TERRITORY GROUPS**

- a) All State/Territory groups shall be provided with a package that includes a standard State/Territory Constitution and By-Laws along with recommendations outlining the minimal operational requirements of State/Territory groups.
- b) The Articles of the Constitution and the By-Laws of a State/Territory group shall contain provisions for the following matters, which provisions shall conform to the style and wording of the Constitution and By-Laws of the WINSC:

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- i) The name of State/Territory shall include the words "Women's Industry Network" and must be endorsed by the National Board.
  - ii) The Objectives of the State/Territory, which shall be in accord with those of the WINSC.
  - iii) Conditions for membership in the State/Territory group, which shall provide that membership in a State/Territory shall be confined to members of the WINSC
  - iv) Resignation from a State/Territory by a member includes the resignation to the National Board and releases her from her obligations to the WINSC unless specified otherwise in writing (electronic or mail) received by the Secretary.
  - v) Each State/Territory shall clearly be responsible for the financing of State/Territory group activities and for any debts or obligations incurred by that State/Territory group.
  - vi) Establishment and amendment of Articles of the Constitution and By-Laws of the State/Territory group must be consistent with the constitution and By-Laws of the WINSC.
- c) The State/Territory constitution and By-Laws shall be adopted by the affirmative vote of two thirds of the members present and eligible to vote at a properly convened meeting, subject to prior confirmation and acceptance by the National Board of WINSC.
- d) The Constitution and By-Laws of a State/Territory may be amended only following a proposal of amendment made by the State/Territory Board of Directors, by petition to the Board signed by at least five members, or by a change to the National By-Laws. The adoption of a proposed amendment shall require the affirmative vote of at least two thirds of the convened meeting. Only such amendments as have been specified in the notice of a meeting may be made. Amendments require the approval of the National Board before being implemented or enforced.

### **BY-LAW 14: SPECIAL INTEREST GROUPS**

- a) A special Interest Group (SIG) is a sub-unit of the WINSC formed because of the desire of certain members to pursue significant long-term activities in a specialty, which falls within the area of the WINSC's interest.
- b) Members of a SIG are not required to be members of the WINSC, but are encouraged to become members.
- c) Each SIG shall report directly to the National Board through the SIG Executive who shall be responsible to the National Board for all the actions of the SIG.
- d) A SIG may be approved and established by the National Board upon receipt of a petition setting forth the objects of the SIG, the proposed management structure, the proposed schedule of activities for the coming year, the proposed budget, and such other information as may be deemed appropriate and necessary by the National Board.

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- e) No SIG shall become active until a formal written (electronic or mail) agreement between the National Board and the Executive of the SIG has been executed setting forth financial obligations, reporting responsibilities, terms of reference, dues structure, review and evaluation procedures and timing, and such other items as the SIG and the National Board deem appropriate. The support required from the National Office must be clearly documented.
- f) Each SIG group must elect an Executive consisting of at least five people; at least three of who must be members of the WINSC. The Chair/President and Secretary-Treasurer, will be responsible to ensure that no SIG activities are carried out that are not covered in the formal written (electronic or mail) agreement between the SIG and the National Board of the WINSC
- g) The Chair/President of each SIG shall forward an Annual Report to the National Board accompanied by the most recent audited Annual financial statements of the SIG.

### **BY-LAW 15: INDEMNITY**

- a) Every Director of the WINSC, executors and administrators, and estate and effects, respectively, shall be indemnified out of the funds of the WINSC, from and against;
  - i) All costs, charges and expenses whatsoever that she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office; and
  - ii) All other costs, charges and expenses that she sustains or incurs in or about in relation to the affairs thereof; except such costs, charges or expenses as are considered by her own wilful neglect or default.

### **BY-LAW 16: HUMAN CONFLICT**

- a) The Executive Committee will adopt a complaints procedure, which will be known to members.
- b) The National Board shall be notified by the Secretary of the existence and nature of any complaints.
- c) A grievance procedure will be adopted for staff and members by the Executive Committee.
- d) The National Board shall be notified by the Secretary of the existence and nature of staff grievances directed at or not resolved by the Executive Committee.
- e) Complaints or grievances which imply criminal offences are immediately reported to the National Board and to the proper authorities for investigation.
- f) Procedures are in place to suspend or expel members of the WINSC, complying with the Constitution and the rules of natural justice.

## **BY-LAW 17: AMENDMENTS TO THE BY-LAWS OF THE WINSC**

- a) The By-Laws of the WINSC may be amended or repealed following a formal proposal for amendment made by the National Board or by written (electronic or mail) petition to the National Board signed by at least ten fully subscribed members.
- b) In accordance with the usual legal procedure, proposals to amend or repeal By-Laws may be approved by a simple majority vote of the National Board, but such amendments shall be valid only until confirmed by a simple majority vote of the members present at the next Annual General Meeting.
- c) Amendment(s) to the By-Laws confirmed at an Annual General Meeting will be reported upon at the earliest opportunity in the appropriate WINSC publication(s).
- d) The repeal or amendment of By-Laws shall not be enforced or acted upon until the approval of the Office of Corporate Affairs in South Australia and the Australian Securities Commission.