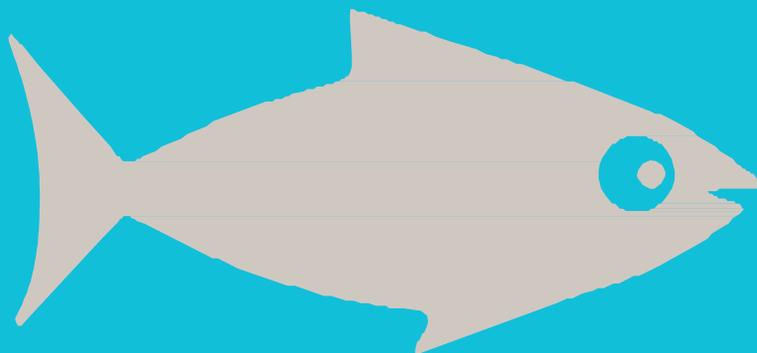


# SEAFOOD INDUSTRY AUSTRALIA

## INFORMATION MEMORANDUM



# Purpose of information memorandum

A dynamic, new structure has been established for the delivery of national representation services to all sectors of Australia's seafood industry. A 'national peak body' has been incorporated as a company limited by guarantee, operating on a not-for-profit basis and named "Seafood Industry Australia" (**SIA**).

The purpose of this information memorandum (**Memorandum**) is to:

- inform existing participants in the Australian wild catch, aquaculture, post-harvest sectors and all other aspects of Australia's seafood industry (**Industry Participants**) of the establishment of the new peak body, its objectives and core purpose; and
- encourage Industry Participants to subscribe for membership with SIA.

# Background

In mid-2015, the National Seafood Industry Alliance received funding from the Australian Government for a project to develop a national peak representative body for the seafood industry. The project has involved a structured and intensive process led by industry.

It has included:

- desktop research, connecting with many industry people and organisations (through a web presence, regional visits and communications/ engagement strategy) and targeted industry consultations;
- a national Industry Forum held in Adelaide in March 2016, which was attended by Australian business leaders and opened by the Assistant Minister for Agriculture and Water Resources, Senator the Hon Anne Ruston. Here, industry leaders committed to the development of a national peak body;
- a Leadership Taskforce (**Taskforce**) was formed at the Industry Forum, including nine seafood business leaders. The purpose of the Taskforce was to consider options and develop the recommended structural and funding models for consideration at a second Industry Forum in July 2016. It met six times between 11 April and 30 June 2016, with members actively involved between meetings in subcommittees to develop ideas and options;
- an industry Forum from 13 to 14 July 2016, where industry leaders considered the Taskforce report and agreed on the proposed vision, mission, structure and funding model;
- the Second Industry Forum agreed to form and task an Implementation Group led by Veronica Papacosta to engage and consult with the wider industry between August and December 2016;
- the Implementation Group worked towards a target of \$500,000 as a minimum pledged membership threshold to indicate broad industry support. The target was achieved and exceeded by the target deadline of 15 December 2016;
- a Board Selection Committee, consisting of two original Taskforce members and the project manager Brian Ramsay, was formed to consider the protem directors nominations submitted from pledged members. The Inaugural board of SIA was then selected through this process; and
- SIA was incorporated on 12 May 2017

The project has been active from the start in sharing information, regular updates and receiving input from Industry Participants and organisations. The project web site ([www.unitedseafoodindustries.com.au](http://www.unitedseafoodindustries.com.au)) has provided a valued source of up to date information, resulting in thousands of visits and a large and active following on email and social media.

## DISCLAIMER

Although SIA has endeavoured to provide Industry Participants with all material information regarding the decision of whether or not to subscribe for membership of SIA, neither SIA, nor any of its directors, officers and advisers, make or give any representation, warranty or guarantee, whether express or implied, that the information contained in this Memorandum, or otherwise supplied to an Industry Participant, is complete or accurate. Each Industry Participant must make their own assessment of whether it is appropriate for it to subscribe for membership of SIA.

This Memorandum is not a disclosure document for the purposes of the *Corporations Act 2001* (Cth).

SIA and its directors, officers and advisers disclaim, to the fullest extent permitted by law, all liability, direct or indirect (whether or not arising out of the negligence or fault of any of them), for any loss or damage suffered by any Industry Participant, or other person, arising out of, or in connection with, any use of or reliance upon any information contained in this Memorandum.

This Memorandum was originally released on Monday 5 June 2017.



## LETTER FROM SEAFOOD INDUSTRY AUSTRALIA CHAIRPERSON

Dear Reader,

On behalf of the Seafood Industry Australia board, I am pleased to provide you with this Information Memorandum about the national body for our industry.

SIA was designed through a consultation process with the seafood industry to be a strategic national peak body that represents wild catch, aquaculture and post-harvest sectors. It is the first real opportunity for the seafood industry to have a unified, "whole of industry" voice to Government and the Australian community.

SIA exists for its members and to produce outcomes that are real, measurable and valued by industry businesses. It will leverage its members and their organisations to achieve scale and influence for the industry, while maximising operational efficiency. SIA consider every membership dollar received will be a dollar invested.

We have formed a strong Board of Directors who is committed to working towards outcomes with member priorities. The first meeting of the inaugural board of directors was held in March 2017 and we have since developed the SIA constitution and SIA was incorporated on 12 May 2017. I am confident that the governance policies of SIA will provide the industry with a national peak body that has the integrity and responsiveness sought by members.

We welcome our inaugural CEO, Jane Lovell, who began her role executing SIA's strategic plan on 12 September 2017.

I'd like to acknowledge the many people and organisations that have worked together over the past two years to bring SIA to life. Our thanks to all involved in the Industry Forums, Taskforce, Implementation Group and the Director Selection Committee and the National Seafood Industry Alliance. Without you, SIA would not have become a reality.

The support of Senator the Hon Anne Ruston, Assistant Minister for Agriculture and Water Resources, the Department of Agriculture and Water Resources, Australian Fisheries Management Authority and Fisheries Research and Development Council has been unfailing. We acknowledge their commitment to working with SIA to achieve better outcomes for the Australian seafood industry.

The time has come for the Australian seafood industry to acknowledge and be acknowledged for its contribution to Australian society by providing healthy, clean, sustainable, high quality seafood and real jobs in regional Australia and our capital cities.

I invite you to review the Information Memorandum and confirm your support by completing the Membership Application, so that we can move forward on the national issues of priority to seafood businesses.

**VERONCIA PAPACOSTA**  
Chairperson of Seafood Industry Australia



## MISSION AND VISION

*“SIA will be the voice for Australian Seafood. The seafood industry has an enviable opportunity to represent the entire seafood value chain from cradle to plate”*

### VISION

To be United, Effective and Respected.

### MISSION

To Promote, Protect and Develop

## OBJECTS

The primary objects of SIA as set out in its constitution are as follows:

- to be the national peak body for the Australian Seafood Industry;
- representing and furthering the interests of the Australian Seafood Industry with respect to both national and international issues affecting Members;
- to work to increase the value of the Australian Seafood Industry;
- to actively promote the good reputation of the Australian Seafood Industry;
- to create and maintain an Australian Seafood Industry that is regarded by its participants and recognized by Members and others to be unified, effective and respected;
- to foster understanding and unity within the diverse Australian Seafood Industry;
- to inform and influence government and regulators, including working with government at all levels to ensure that the interests of the Australian Seafood Industry and Members are fully represented with respect to the design and implementation of public policy;
- to be prepared for and responsive to current and emerging issues that have a national and sector significance for the Australian Seafood Industry;
- to advocate and encourage sustainable practices within the Australian Seafood Industry to protect the environment;
- to provide an advisory forum for all Members to engaged with the Company in its capacity as the peak body for the Australian Seafood Industry;
- to promote improved communication, education and technology transfer to the Australian Seafood Industry through state associations, sector bodies and other appropriate avenues; and
- doing all such things as are incidental or conducive to the attainment of all or any objects of the Company set out above.

A copy of the SIA constitution is available on request.

## STRATEGY POLICY

*“SIA has been designed to be a unified and unifying voice for the Australian seafood industry. Communication and interaction with members and stakeholders is central to SIA operations”*

SIA’s strategic plan (**Strategic Plan**) and setting of specific projects has been formed by the inaugural board of directors in conjunction with the incoming Chief Executive Officer (**CEO**). It is expected that the Strategic Plan will be release in December 2017.

The initial projects and issues on which SIA is proposing to focus are Community Respect/Industry Perception, Country of Origin Labelling, Biosecurity, Resource Access and Seismic Testing.

The Strategic Plan approved by the CEO and Board will be presented for discussion and feedback at the next Members Advisory Forums after release.

## Members Advisory Forum

*“The Members Advisory Forum is one of the keys to long term success for SIA.”*

A full Members Advisory Forum that is open to all members will be held annually, in conjunction with the Annual General Meeting (**AGM**). These Advisory Forums will provide an opportunity for Members to voice their thoughts on key issues facing their individual sectors and the larger seafood industry. This advice and comment will assist SIA to prioritise its action plan and establishment of policies.

In addition, SIA will hold a Members Advisory Forum the day prior to each board meeting. The location of each Board meeting will initially rotate between each Australian capital city.

## CORPORATE STRUCTURE

SIA has been incorporated as a company limited by guarantee.

A company limited by guarantee is a form of public company typically used for non-profit organisations. Like all other companies, a company limited by guarantee is a separate legal entity and is subject to regulation under the *Corporations Act 2001* (Cth) and by the Australian Securities and Investments Commission (**ASIC**). Accordingly, the company can be sued, enter into contracts or hold assets in its own name.

Unlike a typical company, a company limited by guarantee does not have shares. Instead, a member guarantees the obligations of the company in the event of a winding up, up to a capped amount of \$10.00.

In addition, each member must pay an annual membership fee as detailed in this Memorandum at page 14. These fees are payable for each year of membership from acceptance of your initial application for membership until you resign as a member.

SIA members are also entitled to attend all AGMs and receive a copy of the Company’s audited annual reports. Further details of the rights afforded to each class of SIA members are set out on page 13 of this Memorandum.

## BOARD AND GOVERNANCE STRUCTURE

*“SIA is different from the traditional ‘representative’ approach to board structure and governance. It is designed as a strategic and skills based board to provide maximum flexibility and responsiveness to achieve outcomes for its members.”*

### Board size and voting

The board of SIA will have of a minimum of four directors and a maximum of seven. Each director will have a vote on all matters considered by the board and where equal votes are cast in favour and against, the Chairperson will have a casting vote.

### Board renewal and rotation

A director will hold office for a term of three years and be restricted to a maximum of two terms (being a total of 6 years).

The initial board of seven directors will begin a rotation process from the second AGM with two directors retiring in order to provide an opportunity for new persons to be considered for appointment to the board.

A Selection Committee will be responsible for the selection of directors based on a skills matrix to be determined by the SIA board from time to time. The Selection Committee will consist of a director (acting as chair of the committee) and four SIA members, appointed by the SIA board. All SIA members will be invited to nominate candidates for appointment as directors to fill any vacancies that arise over the course of the year and/or as part of the rotation process. The Selection Committee will determine whether those candidates (along with any other candidates identified by the Selection Committee) possess the requisite skills and expertise to fill the vacancies on the board.

Following their deliberation, the Selection Committee will make two nominations for each vacancy on the board and the election of new directors by the members will occur at the next AGM.

### Board fees and meetings

The directors may be paid a fixed fee per annum for their services as a director as determined by members in a general meeting.

SIA intends to hold four board meetings per year – one face to face and 3 via teleconference or video conferencing. The use of teleconference board meetings will allow SIA to minimize travel costs. Locations of face to face board meetings will be moved around Australia and a Members Advisory Forum will be held prior to the in person board meetings.

SIA proposes to adopt a Board code of conduct (**Code of Conduct**) that all board members will be bound to adhere to.

## SIA EXECUTIVE



### Jane Lovell, Chief Executive Officer

Jane brings a wealth of experience to the role of CEO. A scientist by training, she has also worked in horticultural export, in the fisheries portfolio in the Federal Parliament, for small businesses and for large multi-national corporations.

She was inaugural Managing Director of TQA Australia, a not for profit at the leading edge of food safety, quality and environmental assurance in primary industry. In this role, she worked with a range of seafood businesses, from aquaculture to processing and assisted the Tasmanian oyster industry develop and implement their own food safety and quality assurance system.

Jane holds qualifications in corporate governance, leadership and has recently completed her Masters examining issues associated with the global governance of food security. An avid horsewoman, Jane maintains a strong connection to rural and regional Australia.

## INAUGURAL BOARD



### Veronica Papacosta, Chairperson

Veronica is the Managing Director of Sydney Fresh Seafood group. She is a third generation seafood retailer and a Director of OceanWatch Australia. Veronica was a member of the Leadership Task Force that was formed to develop the case for a new peak body for the seafood industry. She then took on the role of Chair and communications driver of the Implementation Group to build industry support to form SIA.

Veronica brings to the board the experience and perspective of a retailer, with a holistic understanding of the industry and its full spectrum of participants. Veronica has extensive experience in designing and executing effective communication and marketing strategies and exhibits strong expertise in accounting, with experience of both financial and management accounting strategies.

Previous to her current role at Sydney Fresh Seafood, Veronica worked in the area of online marketing, customer service and event planning in the telecommunications, motor vehicle and corporate events industries. Veronica has a Bachelor of Economics (major in Marketing and Accounting) from Sydney University and a Diploma in Event Management from University of Technology Sydney. She is a 2015 graduate of the National Seafood Industry Leadership Program (NSILP) and is involved in the Seafood Directions 2017 Organising Committee.

### Chauncey Hammond, Deputy Chair

Chauncey operates his own management consulting firm providing strategic and commercial advice to the owners of a variety of significant wild catch fisheries that have operations in Western Australia, Northern Territory, Queensland, Victoria and Tasmania. In addition he sits on four domestic company boards including the Northern Territory Seafood Council, plus an overseas board.

His background includes experience as a strategic and commercial advisor, with expertise in industry management across a broad spectrum of industries. Additionally, Chauncey exhibits strong financial expertise which includes complex financial structuring, hedging, debt and equity funding as well as closing transactions with sustainable, optimized internal rates of return. Chauncey has University degrees in law, engineering and finance and was previously Managing Director of a \$120m turnover company with 500 employees which exported Australian Primary produce to Japan, China, Taiwan, Singapore, USA, Brazil and Europe.



### Marshall Betzel, Director

Marshall has over 29 years of seafood marketing experience and is a director of North Queensland Trawlers, based in Cairns. He holds diplomas in Business, Management and Sustainability as well as a Graduate Certificate in Business Administration from Griffith University, Queensland. He is currently completing his Master of Business Administration (MBA), also at Griffith University.

Marshall is a former director of the Australian Council of Prawn Fisheries and is currently an industry representative on the Torres Strait Prawn Fishery Management Advisory Committee. He is also the President of the Queensland Seafood Marketers Association.

Marshall's practical experience and knowledge of the seafood industry, coupled with his formal qualifications will bring valuable insights on governance, strategy and operational performance to the work of the SIA board.



## Dennis Holder, Director

Dennis has owned and operated a successful wild catch fishing business from development to maturity, with extensive experience in marketing fresh product throughout Australia. Dennis is the President of Wildcatch Fisheries SA Inc. (SA's Peak Industry Body), after joining as a member in 2012. Dennis and his wife Karen own DM and KL Holder Pty Ltd and operate the FV Silver Spectre. The Silver Spectre is a purpose built 24metre aluminium vessel built and project managed by Dennis, launched in 2010. The company owns 4 crab licences with a total of 244 tonnes of crabs (approx. 39% TACC) and fishing operations take place from 1st July – 30th June.



For 30 years, Dennis has been involved with various aspects of the SA Blue CrabPot Association including internal governance arrangements, development of legislation, management plans and was instrumental with transitioning the fishery from a permit input controlled fishery to a fully legislated output controlled fishery.

In 2016, Dennis was awarded a Nuffield Scholarship which gave him the opportunity for extensive insight into primary/food production from around the world.



## Mark Ryan, Director

Mark is the Managing Director and CEO of Tassal Group Ltd, a publicly listed salmon production company that is Australia's largest seafood and aquaculture business.

Tassal is a vertically integrated business based in Tasmania, with an organisational focus on environmental sustainability and stakeholder engagement. Recently Tassal has expanded its footprint to include other seafood through acquisition of De Costi Seafoods. Mark has over 30 years' experience in strategy, finance and operational matters across many industries, with experience gained through PriceWaterhouseCoopers, Arthur Andersen and KordaMentha. Mark currently sits on four additional boards, including the Tasmanian Salmonid Growers Association and the Tasmanian Development Board.

## Marcus Stehr, Director

Marcus Stehr is based in Port Lincoln, South Australia and has hands-on and high level experience across the wild catch, aquaculture and post-harvest sectors. He is a director of the public listed company Clean Seas Sea Food Limited, the Managing Director of Stehr Group, and Director of Australian Tuna Fisheries. He is also a board member of the South Australian Marine Finfish Association (SAMFA), a Director of the Australian Southern Bluefin Tuna Industry Association (ASBTIA) and a member of the Southern Bluefin Tuna Management Advisory Committee. Additionally, Marcus has proven and extensive experience managing market development on both the national and international stage.



Marcus has been commercially fishing since 1985, in Australia, America and the Western Pacific and made the transition into aquaculture from 1991, with the wild capture and grow-out of Southern Bluefin tuna, and then later to Hiramasa kingfish.

Marcus also holds a variety of technical at-sea qualifications, including Master of a vessel, engineering certificates and a commercial diving supervisor certificate.



## Belinda Wilson, Director

Belinda has her own strategy consulting business and has previously worked as CEO of Port Phillip Bay Scallops, which is Victoria's only hand dived wild caught scallop fishery. She has familiarity with the industry from wild catch to post-harvest sector, reinforced through engagement with government at the state and national level.

Belinda holds a Bachelor of Law from Melbourne University and is the President of the Law Institute of Victoria, which is the peak body for the Victorian legal profession with some 19,000 members.

Belinda is a graduate of the Australian Institute of Company Directors and sits on a number of government and statutory boards including the Victorian Fisheries Cost Recovery Standing Committee.

## MEMBERSHIP STRUCTURE

### Voting Members

In pursuing its primary objectives, SIA's focus will be to engage in direct membership with businesses and associations on a tiered membership structure, based on the size and scale of business or association.

The fees payable for obtaining a Voting Membership will be linked to the annual revenue generated by the applicant's business.

Each member will have one vote allocated to it for every \$1,000 of annual membership fees paid.

### Non-voting Members

In order to ensure the fair representation of view across the industry beyond those of large scale influence SIA will seek to encourage natural persons and other small scale businesses to become a Non-voting Member.

The primary forum for their participation and voice will be the Members Advisory Forum and participation in the AGM.

## RIGHTS OF MEMBERS

Members will have the following key rights:

- **Annual General Meetings** - All members can attend and participate in the AGM (only voting members will be eligible to vote on AGM matters as per membership structure).
- **Members Advisory Forum** - All members will have the right to equally participate in the Members Advisory Forum to advise and assist in SIA's strategic direction. As mentioned above, where possible a Members Advisory Forum will be held in conjunction with the timing of SIA board meetings including the AGM.
- **Director nominations** – all members have the right to nominate candidates for election to the board of directors in accordance with the Selection Committee process outlined on page 8.
- **Communications** – members will receive regular updates on SIA's progress and outcomes.
- **Governance** – members will receive a copy of the SIA annual report including a set of audited financial accounts (see Page 7 for further details).

## MEMBERSHIP FEES

The eligibility criteria and membership fees for Voting and Non-voting Members are set out in the Schedule to this Memorandum.

The payment of fees are on an annual basis as set out in the schedule.

Any prospective SIA members who join during the financial year will be invoiced at a prorata rate of the annual fee as per the date of membership. A tax invoice will be issued once the Membership Application is completed and returned to SIA.

A copy of the Membership Application is attached as Annexure A to this Memorandum.

Please complete and return this form to SIA, indicating your membership category and enclosing payment of the relevant membership fee. You can lodge your Membership Application via:

**Post** PO Box 251 Wallan VIC 3756  
**Email** info@seafoodindustryaustralia.com.au

Please pay your membership fees using one of the following methods:

**Bank Transfer** Account name: Seafood Industry Australia  
 BSB: 062595  
 Account number: 1051 6819  
**Cheque** Mail cheque to PO Box 251 Wallan VIC 3756

### Annual Membership Fees

MEMBER CATEGORIES	ANNUAL REVENUE	ANNUAL FEE
<b>Voting members</b>		
Largest business	>\$50mil	\$20,000 + GST
Large business	\$5mil - 50 mil	\$10,000 + GST
Medium business	\$1mil - 5 mil	\$2,000 + GST
Small business	<\$1mil	\$1,000 + GST
Large association/ industry sector	\$150k - \$1mil	\$5,000 + GST
Small association/ industry sector	<\$150k	\$2,000 + GST
<b>Non-voting members</b>		
Individual member	N/A	\$200 + GST
Affiliated/ allied small business		\$1,000 + GST
Affiliated/ allied large business		\$10,000 + GST

## ANNEXURE A

# APPLICATION FOR MEMBERSHIP TO SEAFOOD INDUSTRY AUSTRALIA LIMITED

I \_\_\_\_\_ of organisation/ business (if applicable) \_\_\_\_\_  
hereby confirm my/our application to join Seafood Industry Australia Limited (Company) —  
the national peak body for the Australian seafood industry as described in the Information  
Memorandum.

The category of membership that I/we commit to is (please enter your selection):

MEMBER CATEGORIES	ANNUAL REVENUE	ANNUAL FEE	SELECT FEE HERE
<b>Voting members</b>			
Largest business	>\$50mil	\$20,000	
Large business	\$5mil - 50 mil	\$10,000	
Medium business	\$1mil - 5 mil	\$2,000	
Small business	\$1mil	\$1,000	
Large association/ industry sector	\$150k - \$1mil	\$5,000	
Small association/ industry sector	<\$150k	\$2,000	
<b>Non-voting members</b>			
Individual member	N/A	\$200	
Affiliated/ allied small business		\$1,000	
Affiliated/ allied large business		\$10,000	
		Plus GST (10%)	\$
		Total (incl GST)	\$

I/we:

- Commit to join Seafood Industry Australia from acceptance of application until 30 June 2019.
- Enclose payment of the membership fee with this application.
- Agree to be bound by the Constitution of the Company.
- Agree to have our name and/or business name listed on the project website and associated social media as having committed to fund the new national body that will unite and build respect for our industry.

\_\_\_\_\_  
Director/ CEO / Authorised Signatory

\_\_\_\_\_  
Signature

## MEMBERSHIP DETAILS FORM

<b>SURNAME</b>	
<b>FIRST NAME</b>	
<b>COMPANY NAME</b>	
<b>ABN</b>	
<b>INDUSTRY SECTOR</b>  (please circle)	Wild catch / Aquaculture / Post-harvest
<b>BUSINESS/ ORGANISATION MAIN INTEREST</b>  (please provide a brief description of your main business and your organisation's interests and activities)	
<b>SIZE OF MEMBERSHIP</b>  (only applicable for associations)	
<b>BUSINESS ADDRESS</b>	
<b>POSTAL ADDRESS</b>	
<b>STATE</b>	
<b>MOBILE NUMBER</b>	
<b>EMAIL</b>	
<b>FAX</b>	
<b>WEBSITE</b>	
<b>ADDITIONAL CONTACTS</b>  (You may nominate up to four additional persons in your business or organisation to be kept up to date with SIA)	Name:  Contact Number  Email:

communications)

Name:

Contact Number

Email:

Name:

Contact Number

Email:

Name:

Contact Number

Email:

**Payment Method**

Cheque (enclosed)

Bank Transfer:

Account Name: Seafood Industry Australia

BSB: 062-595

Account Number: 1051-6819

**A Tax Invoice will be provided to you upon receipt of your membership application. Please contact SIA on [info@seafoodindustryaustralia.com.au](mailto:info@seafoodindustryaustralia.com.au) if you have any specific requirements.**

For more information about Seafood Industry Australia Limited see  
[www.seafoodindustryaustralia.com.au/membership](http://www.seafoodindustryaustralia.com.au/membership)