

SeaBOS Association

Statues

Version 1.2

Date: 12 April 2024

1. Name of Association

The association is named the SeaBOS Association. The permanent establishment of the Association is in Stockholm, Sweden.

2. Definitions

In these rules, unless the contrary intention appears:

Annex means the annex to these rules;

Association means the Association referred to in rule 1;

Associate Member means a member of the membership category as described in subrule 5.1 and annex 1, 1.2.

Board means the Board of management of the Association referred to in subrule 10.1;

Board meeting means meeting referred to in subrule 17.1;

Board member means a person referred to in subrule 10.1;

Business days means any day except a Saturday, Sunday or general public holiday in the State, Country, Territory or City in which a member being the recipient of any notice given under these parties is the Registered Office or principal place of business of that member;

Chairperson means the person described in subrule 10.1 and rule 11;

Contribution means any fee, levy or other monies payable by a member under these rules;

Financial year means 1 January to 31 December;

General meeting means either an annual general meeting referred to in subrule 18.1(b) or an otherwise arranged general meeting as the case may be;

IUU means illegal, unregulated and unreported fishing;

Keystone Actor means a member of the membership category as described in subrule 5.1 and annex 1, 1.3.

Keystone Founder means any actor defined in Annex 2

Managing Director means the person referred to in rule 12;

Member includes both Associate Members, Keystone Actors and Keystone Founders and means a corporate member of the Association. A member may only be represented by its President, CEO or COO;

Ordinary resolution means a resolution other than a special resolution;

Person includes a natural person, any company, entity, partnership, joint venture, association, corporation or other body corporate and any government agency;

Present means both present in person and present by way of electronic means including but not limited to videoconferencing and teleconferencing;

SeaBOS Fundraising Foundation, also known as "Insamlingsstiftelsen SeaBOS" is a foundation with the Corporate Identity Number 802481-2219;

Special resolution means a resolution made by not less than 75% of the voting members;

Vice Chairperson means the person described in subrule 10.1 and rule 11.

3. Objects of Association

3.1 Objects

The objects of the Association are:

- a) to promote actions to achieve a healthy ocean and also a sustainable fishing and aquaculture industry;
- b) to act on the commitments made at the Soneva Dialogue, including:
 - Improve transparency and traceability in relevant industries, and work together to share information and best practice, building on existing industry partnerships and collaborations.
 - Engage in concerted efforts to help reduce IUU fishing and seek to ensure that IUU products and endangered species are not present in the members' supply chains.
 - Engage in science-based efforts to improve fisheries and aquaculture management and productivity, through collaboration with industry, regulators and civil society.
 - Engage in concerted efforts to eliminate any form of modern slavery including forced, bonded and child labour in the members' supply chains.
 - Work towards reducing the use of antibiotics in aquaculture.
 - Reduce the use of plastics in seafood operations, and encourage global efforts to reduce plastic pollution.
 - Reduce the members' own greenhouse gas emissions.
 - Secure new growth in aquaculture, by deploying best practices in preventive health management, including improved regulatory regimes.
 - Collaborate and invest in the development and deployment of emerging approaches and technologies for sustainable fisheries and aquaculture.
 - Support novel initiatives and innovations for ocean stewardship.
- c) to aid the SeaBOS Fundraising Foundation in the foundation's disbursement and application of funds towards its purpose, including nominating suitable candidates for the foundation's Board.

The Association shall promote these objects by donations to other non-profit organizations or by its own activities and actions.

3.2 Dealing with property and income

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of Association

The Association is entitled to accept donations in cash, financial instruments and other items of value in kind from any person if the Board is satisfied that the bona fides, business and objects of the person are not incompatible with the objects of the Association.

5. Qualifications for membership of Association

5.1 Membership categories

There are three categories of membership of the Association;

- a) Associate Members. Please refer to Annex 1, subrule 1.2 for the criteria and recognized characteristics of an Associate Member.
- b) Keystone Actors. Please refer to Annex 1, subrule 1.3 for the criteria and recognized characteristics of a Keystone Actor.
- c) Keystone Founders. These are the original Keystone Actor companies of SeaBOS. Please refer to Annex 2 for a list of the Keystone Founders.

Unless specifically stated otherwise, the rules and requirements outlined in these statutes applies to all members, regardless of their membership category.

5.2 Applicants

Membership of the Association is open to persons from any country who are involved in any activity forming part of the seafood industry and meet the criteria for any of the membership categories as defined from time to time under Annex 1 and Annex 2, and undertake to adhere to all of the Association's objectives and to abide by any rules, regulations, policies, codes of conduct or other guidelines of the Association which may be in force from time to time.

5.3 Application for membership

Every application for membership shall comply with rule 5 and be made in the manner set out in an application form as the Board shall from time to time direct. The initial members of the SeaBOS initiative will be members of the Association at the date of commencement.

5.4 Procedure for Application

A person wishing to become a member shall:

- a) be proposed by two Keystone Actor members; and
- b) apply for membership to the Association in writing in accordance with subrules 5.2 and 5.3 signed by that person or a person duly authorised to do so on behalf of that person and the members referred to in paragraph (a)

5.5 Lodgment of application

Every application for membership shall be lodged with the Managing Director by email.

5.6 Cleared funds

Membership of the Association shall not commence until a contribution has been received into the SeaBOS Fundraising Foundation's account in cleared funds. This contribution may not be paid directly to the Association.

5.7 Approval of Application

The board members appointed by the Board under subrule 10.1.c shall form a subcommittee for new membership applications, together with the Managing Director. The sub-committee shall consider, handle and process each application made under subrule 5.3, either out of session via email exchange, or at the next scheduled Board meeting. The sub-committee shall present applications which fulfill the requirements and make recommendations regarding potential new members, either at a general meeting or otherwise in a way that will efficiently inform all members of the Association to be determined by the sub-committee.

5.8 Approval requirement for Membership

An applicant shall not be granted Membership without an approval by consensus of all members. For this purpose, a member will be taken to have approved an application unless the member opposes the application by written or electronic response within 5 working days of notice of the application being circulated.

5.9 Rights of Members

Each member shall have one vote at any meeting of members. However, Associate Members have no voting rights until they have been accepted by the Board as having met all pre-existing time bound goals, and public reporting requirements against the monitoring and reporting framework, following acceptance into membership in accordance with rule 5.

5.10 Limitations on Membership

Membership shall be non-transferable.

5.11 Contributions

Each Member shall pay a contribution to the SeaBOS Fundraising Foundation. The Board Members shall by a 75% majority of those present at the annual general meeting, make a final determination on the amount to be paid having regard to the schedule of proposed contributions provided in accordance with subrule 5.13 for the calendar year next commencing after the annual general meeting.

In relation to Associate Members, the size of the contribution shall be determined with consideration of the following:

- a) Member contributions for a non-voting Associate Member in accordance with subrule 5.9 is to be set at 50% of the agreed Keystone Actor member contributions for the calendar year, following acceptance into membership at the relevant Dialogue, and annually thereafter.
- b) Member contributions for a voting Associate Member is to be set at 100% of the agreed Keystone Actor member contributions.

5.12 Consequences of failure to contribute

A member who fails to pay to the SeaBOS Fundraising Foundation what has been decided in accordance with sub-rule 5.11 and 5.13 within 60 days of its due date shall forfeit the right to participate in the taking of decisions in the Association and may be disqualified from membership of the Association.

5.13 Schedule of contributions

A proposed schedule of contributions is to be determined annually by the Board members at the annual general meeting with consideration to subrule 5.14.

5.14 Special levies

In addition to the contributions to be paid to the SeaBOS Fundraising Foundation, if determined by no less than 75% majority of the Board Members voting that:

- a) there is a specific issue to be dealt with which will require additional funding; and
- b) that each applicable member shall be required to pay an additional fee by way of a levy on a fair and equitable basis to meet that requirement,

then each applicable member must pay the amount as determined by the Board. The Board Members voting may determine whether the contribution shall be made to the SeaBOS Fundraising Foundation or directly to the Association.

Any special levy that would equate to a higher amount than the annual contribution for that member, shall require agreement by consensus from the Association's members.

5.15 Cessation of Membership

1. Membership shall cease where:

- a) a member has been taken over by or has merged with a non-member corporate entity who does not wish to remain a member of the Association;
- b) any member has failed to contribute under subrule 7.1 or any levy raised under the provisions of subrule 5.14;
- c) upon expulsion by the approval of no less than 75% of the Board members for reasons which shall be published from time to time by the Board including, but not limited to a member or, in the case of any Director or CEO of that member, being proven guilty of;
 1. illegal fishing;
 2. illegal activity involving seafood products;
 3. forced labour practices; or
 4. is considered by the Board to be bringing the Association into disrepute.
- d) If there is an ongoing investigation of a member that the Board believes may lead to an expulsion, the Board may elect to suspend that Membership until such time as the investigation has concluded and the Board has made a decision on expulsion. Any such suspension requires the approval of no less than 75% of the Board members.

2. Membership may cease if a member is absent from more than two (2) consecutive annual general meetings and the representative of the absent member is not considered to have a reasonable excuse for the absence when asked by the Board. Expulsion in this manner requires approval of no less than 75% of the Board members.

5.16 Rule 9 to apply

Any member facing disqualification under subrule 5.15(c) shall be dealt with in accordance with rule 9.

5.17 Fresh application required after disqualification

Any member disqualified under any of subrules 5.15 (1)(a), (b) or 5.15 (2) shall be required to reapply for membership in accordance with subrule 5.3.

6. Register of members of Association

6.1 Maintenance of Register of Members

The Managing Director shall on behalf of the Association keep and maintain the register of members.

6.2 Deletions from Register

The Managing Director shall cause the name of any person who is disqualified under subrule 5.15 or resigns in accordance with subrule 8.1 or who ceases to be a member to be deleted from the register of members referred to in subrule 6.1.

7. Further contributions by members of Association

7.1 Date for payment of contributions

Each member shall pay to the SeaBOS Fundraising Foundation by the due date on the invoice, the amount to contribute determined under subrule 5.12 to 5.14 (inclusive).

7.2 Membership by contribution

Subject to subrule 5.6, a member is a member for the purposes of these rules if his or her contribution is received by the SeaBOS Fundraising Foundation on or before the relevant date fixed by or under subrule 7.1 or within 60 days thereafter.

7.3 Reminder notices

If the SeaBOS Fundraising Foundation informs the Managing Director or a member of the Board that it has not received a member's agreed upon contribution within 30 days of the date the subscription notice was sent, the Managing Director or any member of the Board, shall send a first and final reminder notice to that member requesting payment and advising of the consequences of subrule 5.15 (c).

8. Resignation of members of Association

8.1 Notice of resignation

A member who provides notice in writing of his or her resignation from the Association to the Chairperson ceases on that provision to be a member.

8.2 Liability to pay amounts owing survives resignation

A person who ceases to be a member under subrule 8.1 remains liable to pay to the SeaBOS Fundraising Foundation or to the Association the amount of any agreed upon contribution or any other liability up to the date of the member ceasing to be a member of the Association which was due and payable by that person but unpaid at the date of that cessation.

9. Expulsion of members of Association

9.1 Notice of proposed expulsion to be given

If the Board considers that a member should be considered for expulsion from membership of the Association in accordance with subrule 5.15 (1) (c) or subrule 5.15 (2), the Board shall communicate, either orally or in writing, to the member:

- a) notice of the proposed expulsion or disqualification and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
- b) particulars of that conduct,

not less than 14 business days before the date of the Board meeting referred to in paragraph (a).

9.2 Board to decide

At the Board meeting referred to in a notice communicated under subrule 9.1, the Board may, with no less than 75% majority of the Board members voting to do so, and having afforded the member concerned a reasonable opportunity to be heard by or to make representations in writing to the Board, expel or decline to expel that member from membership of the Association and shall, as soon as practicable after deciding whether or not so to expel or disqualify that member, communicate that decision in writing to that member.

9.3 Cessation of membership on expulsion

A member who is expelled under subrule 9.2 from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule 9.2.

9.4 Right of appeal

A member who is expelled under subrule 9.2 from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Chairperson of his or her intention to do so within the period of 14 days referred to in subrule 9.3.

9.5 General Meeting can decide

When notice is given under subrule 9.4, the members of the Association in a general meeting may confirm or set aside the decision of the Board to expel that member after having afforded the member who gave that notice, a reasonable opportunity to be heard by or to make representations in writing to the members of the Association in the general meeting.

10. Board of Management

10.1 Members of the Board

The affairs of the Association shall be managed exclusively by a Board consisting of such persons as the Association in annual general meeting determines but with a view to ensuring cost-effective and efficient management of SeaBOS. Subject to the provisions of subrule 10.5:

- a) The Board shall comprise of a Chairperson, a Vice Chairperson and not less than two other people whom shall be elected by special resolution to membership of the Board at an annual general meeting. The Chairperson and Vice Chairperson should be elected in accordance with subrule 11.5.
- b) The Board shall appoint a Managing Director.
- c) The Board shall appoint at least two of its members to, along with the Managing Director, form a sub-committee, the 'New Member Selection Committee', to process applications by potential new members.

10.2 Right to self vote

A person who is eligible for election or re-election under this rule may at the annual general meeting concerned:

- a) propose or second himself or herself for election or re-election; and
- b) vote for himself or herself.

10.3 Declaration of persons elected

If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies in that membership to be filled then the Chairperson shall declare those persons to be duly elected as members of the Board.

10.4 Powers of Board

Subject to any limitations imposed by the Act of the rules, the Board may exercise all of the powers of the Association.

10.5 Term of Office

The office of each Board member shall be for a term of 2 years from the date of election to the Board.

10.6 Permanent establishment

The permanent establishment of the Association's Board shall be in Stockholm, Sweden.

11. Chairperson and Vice Chairperson

11.1 Chairperson to preside at all meetings

Subject to this rule, the Chairperson shall preside at all general meetings and Board meetings.

11.2 Vice Chairperson

In the event of absence of the Chairperson, the Vice Chairperson shall fulfill the role of the Chairperson at all general meetings and Board meetings.

11.3 Absence of both Chairperson and Vice Chairperson

In the event of the absence of both the Chairperson and Vice Chairperson from a general meeting, a member elected by the other members present at the general meeting shall preside at the general meeting; A Board meeting may not be held if both the Chairperson and Vice Chairperson are absent.

11.4 Chairperson's and Vice Chairperson's term of office

The office of both the Chairperson and the Vice Chairperson shall be for a term of 2 years.

11.5 Representation by the Chairperson and Vice Chairperson

The office of Chairperson and Vice Chairperson shall represent the worldwide scope of Association and its members. The seat of Chairperson and Vice Chairperson shall therefore alternate between members with their main place of business in Asia/Pacific and members with their main place of business in Europe/USA.

When a Chairperson with origin in Asia/Pacific ends his or her term of office or otherwise loses the position the next Chairperson should have his or her origin in USA/Europe and vice versa, unless there is no such candidate available. The same procedure applies for the Vice Chairperson.

The Association shall strive to represent all of its members by the Chairperson and Vice Chairperson being of different origin with regards to the division between Asia/Pacific and USA/Europe.

12. Managing Director

12.1 Approval of appointment

The Managing Director shall be selected and approved by the Board members acting by simple majority.

12.2 Responsibilities of the Managing Director

The Managing Director shall be responsible for the day to day affairs of the Association.

The Managing Director shall have custody of all books, documents, records and registers of the Association.

12.3 The Managing Director's responsibilities as a secretary

The Managing Director is responsible to keep full and correct minutes of the proceedings of the Board meetings.

12.4 The Managing Director's responsibilities as a treasurer

The Managing Director shall, from time to time, ensure that the financial activities of the Association are conducted in accordance with the Financial Regulations adopted by the Board. The Managing Director shall furthermore;

- a) be responsible for the receipt of all moneys paid to or received by him on behalf of the Association and shall issue receipts for those moneys in the name of the Association;
- b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association or the SeaBOS Fundraising Foundation as the Board may from time to time direct;

- c) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all payments are approved by the Chairperson;
- d) comply on behalf of the Association with any regulations or procedures established by the Board in respect of the accounting records of the Association;
- e) promptly, whenever directed to do so by the Chairperson, submit to the Board, a report, balance sheet or financial statement in accordance with that direction and with accounting standards considered usual for organisations of a like nature; and
- f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e).

12.5 Right to delegate

The Chairman may delegate to a Board member the administration of the Managing Director's obligations set out in subrule 12.2 through 12.4. A delegation of power should be made in writing.

12.6 Accountability

At all times the Managing Director shall be accountable in all respects to the Board.

13. Audit

The financial activities of the Association may be subject to an annual audit by external auditors as selected by the Board members by an ordinary resolution.

14. Committees

14.1 Task Forces

The Board may establish Task Forces as required. Each member should be expected to contribute to one or more Task Force in accordance with their areas of expertise.

Members who are already part of what would be considered a Task Force at the inception of the Association will continue to be part of this group unless the Board decides to change or dissolve this Task Force.

14.2 Elections to a Task Forces

Members of a Task Force shall be elected by no less than a 75% majority approval of the voting members in general meeting.

14.3 Subcommittees

The Board may establish subcommittees as required from time to time.

Members who are already part of what would be considered a subcommittee at the inception of the Association will continue to be part of this group unless the Board decides to change or dissolve this subcommittee.

15. Other remunerated positions may be determined by the Board

15.1 Board may employ persons

The Board may employ persons on a remunerated basis as it determines necessary from time to time.

15.2 Board to determine remuneration for persons employed

The amount of the remuneration and the selection of each individual for the purposes of subrule 15.1 shall be determined by a simple majority approval of the Board members at any meeting of the Board in which such issue is raised for consideration.

16. Casual vacancies in membership of Board

16.1 When vacancy occurs

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- a) dies;
- b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to another Board member;
- c) is being proven guilty of illegal fishing, illegal activity involving seafood products or forced labour practices.
- d) is permanently incapacitated by mental or physical ill-health;
- e) is absent from more than:
 1. Two (2) consecutive Board meetings; or
 2. Two (2) Board meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings;

(f) the member which he or she represents ceases to be a member of the Association for whatever reason; or

(g) is considered by the Board to be bringing the Association into disrepute.

16.2 Filling a casual vacancy

When a casual vacancy occurs in the membership of the Board within the meaning of this rule:

- a) the member which he or she represents may appoint a new Board member;
- b) if a new Board member is not appointed according to (a) then the Board may appoint a new board member to fill that vacancy by simple majority.

The member appointed under this subrule shall hold office until the commencement of the next following annual general meeting and be eligible for election to the Board at that meeting.

17. Proceedings of the Board

17.1 Attendance

The Board members shall participate in Board meetings as and when they are convened, and the Chairperson may at any time convene a meeting of the Board.

17.2 Vote

Each Board member has a deliberative vote.

As per 5.9, there be no voting rights for new Associate Members at the SeaBOS Association Board until they have been accepted by the Board as having met all pre-existing time bound goals, and public reporting requirements against the monitoring and reporting framework, following acceptance into membership.

17.3 Seventy five per cent majority decisions

Unless otherwise specified in these rules, a question arising at a Board meeting shall be decided by not less than 75% of the Board members present voting in favor of the same.

17.4 Locales and attendance

Board meetings should be held in person in Stockholm. Meetings may also be arranged to be held in other locales as deemed suitable by the board.

Board members may participate in a Board meeting by electronic means.

17.5 Quorum

At a Board meeting not less than 75 % of the voting Board members participating in the meeting shall constitute a quorum.

17.6 Order of business

Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members participating in the Board meeting.

17.7 Material personal interests

A Board member having any material personal interest on an issue for voting consideration should abstain from voting, examples of which can be found in the Swedish Company Act or the Law of Economic Associations.

17.8 Resolution by circulation

The Board may pass a resolution without a general meeting being held if not less than 75% of the members entitled to vote on the resolution confirm via email, to the Managing Director, that they are in favour of the resolution set out in the document. In this regard:

- a) the resolution is passed when sufficient members have agreed; and
- b) once passed, the resolution is as effective as if it had been passed at a general meeting.

18. General meetings

18.1 Convening of meetings

The Board shall convene annual general meetings which shall be open to all members.

18.2 Notices of Meetings and other Notices

Subject to subrule 19.6 the Chairperson shall give to all members not less than 14 days' notice of a general meeting and of any motions to be moved at the general meeting.

18.3 Details in notice of meeting

A notice given under subrule 18.4 shall specify:

- a) when and where the general meeting concerned is to be held; and
- b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

18.4 Period of notice of meeting

The Chairperson shall give to all members not less than 14 days of notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

18.5 Method of giving notice of meetings

The Chairperson shall give a notice under subrule 18.2 or 18.4 by electronic transmission to a member at the email address of the member appearing in the register of members.

When a notice is sent by email, sending of the notice shall be deemed to be properly effected if the notice is sent to the email address of the member concerned in accordance with the details recorded in the register of members.

18.6 All other notices

All other notices required to be given by any person or member under these rules shall be given in accordance with the provisions of subrule 18.7.

18.7 Order of business

In the case of an annual general meeting, the following must be tabled:

- a) the consideration of the accounts (if any) and reports of the Board;
- b) the election of Board members to replace any outgoing Board members;
- c) a review of membership and any changes in membership including a determination about monetary contributions in accordance with subrule 5.12 to 5.14 (inclusive);
- d) any other business requiring consideration by the Association in a general meeting.

18.8 Closed meetings

The Board may have closed meetings to discuss issues on the agenda but must report back to the same full meeting the outcomes of any deliberations from closed meetings.

18.9 Common expenses

Each member shall meet its own expenses incurred in attending any meeting of the Association.

19. Quorum in proceedings at general meetings

19.1 General quorum

Subject to subrule 19.2, not less than 75% of the voting members present shall constitute a quorum for a general meeting.

19.2 Additional time

If within 30 minutes after the time specified for the holding of a general meeting in a notice given under subrule 18.2 or subrule 18.3 a quorum is not participating, the members who are participating in person, or by electronic means may nevertheless proceed with the business of that general meeting. No resolutions may be put up to vote or passed on the meeting. The Chairperson may, with the consent of the participating members under sub-rule 19.4 adjourn the general meeting.

19.3 Place for Meetings

Annual general meetings shall be held in a venue of a country from one of the members. Annual general meeting venues shall rotate each year between Asia, and Europe/USA member nations, or other places from time to time as determined by the Board.

19.4 Adjournment

The Chairperson may, with the consent of a general meeting at which a quorum is participating, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

19.5 Business at adjourned meetings

There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

19.6 New notice required after 30 days adjournment

When a general meeting is adjourned for a period of thirty (30) days or more, the Chairperson shall give notice under subrule 18.4 and subrule 18.5 of the adjourned general meeting as if that general meeting were a fresh general meeting.

19.7 Resolutions at a general meeting

At a general meeting-

- a) an ordinary resolution put to the vote shall be decided by a simple majority of those voting members participating at the meeting and voting in favour of the resolution; and
- b) a special resolution put to the vote shall be decided by no less than 75% of the voting members participating at the meeting and voting in favour of the resolution.

19.8 Declaration of decision

A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule 19.9.

19.9 Poll

At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three (3) or more voting members participating in person or by electronic means and, if so demanded, shall be taken in such manner as the Chairperson directs.

19.10 Declaration of Poll

If a poll is demanded and taken under subrule 19.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

19.11 Poll to be taken on demand

A poll demanded under subrule 19.9 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken immediately on that demand being made.

19.12 Issues taken on a vote

Unless otherwise specified in these rules, an issue to be decided by the members in general meeting or the Board members as the case may be, requires no less than 75% of voting members present voting in favour of the resolution.

20. Minutes of meetings of Association

20.1 Minutes to be kept

The Managing Director, or his or her delegate according to subrule 12.5, shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 21 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

20.2 Checking of Minutes

The Chairperson shall ensure that the minutes taken of a general meeting or Board meetings under subrule 20.1 are checked and signed as correct by the Chairperson of the general

meeting or Board meeting to which those minutes relate or at the next succeeding general meeting or Board meeting, as the case requires.

20.3 Minutes as evidence

When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:

- a) the general meeting or Board meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
- b) all proceedings recorded as having taken place at the meeting did in fact take place; and
- c) all appointments or elections purporting to have been made at the meeting have been validly made.

20.4 Distribution of Minutes

The Managing Director, or his or her delegate, shall ensure that a copy of the Minutes is distributed within 21 days of the meeting to all members.

21. Voting rights of members of Association

Subject to these rules, each member present in person or by electronic means, at a general meeting is entitled to one (1) deliberative vote.

As per 5.9, Associate Members have no voting rights until they have been accepted by the Board as having met all pre-existing time bound goals, and public reporting requirements against the monitoring and reporting framework, following acceptance into membership.

22. Rules of Association

22.1 Amending rules

The Association may alter or rescind these rules, or make rules additional to these rules, by no less than 75% of the voting members voting in favour of the same.

22.2 Binding nature of rules

These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

23. Inspection of records, etc. of Association

A member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Association.

24. Winding up of Association

24.1 Special resolution to wind up

In the event that the Association resolves by special resolution to wind up the Association, the Association shall be wound up.

24.2 Distribution of excess assets

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred:

- a) to another association having regard to the objects of the Association; or
- b) for charitable purposes having regard to the objects of the Association.

24.3 Distribution plan

Prior to the winding up of the Association the members may by resolution authorise and direct the Board to prepare a distribution plan for the distribution of the surplus property of the Association in accordance with subrule 24.2.

24.4 Board to prepare distribution plan

In the event that the members do not make a resolution under subrule 24.3 the Board shall prepare a distribution plan as the Board considers just and equitable having regard to the objects of the Association.

25. Signatories for the Association

The Association must have at least one Board member and the Managing Director to sign on behalf of the Association, or a minimum of one Board member and the Chair of the Association. The Board may by ordinary resolution authorize the Managing Director or a Member of the Board to sign on behalf of the Association alone.

26. Resolving disputes between members or between members and the Association

26.1 Application of Division

The procedure set out herein (the grievance procedure) applies to disputes governing the SeaBOS Association and the activities (both non-profit and other) performed by the Association —

- a) between members; or
- b) between one or more members and the Association.

26.2 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

26.3 How grievance procedure is started

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule 26.2, any party to the dispute may start the grievance procedure by giving written notice to the Managing Director of —

- a) the parties to the dispute; and
- b) the matters that are the subject of the dispute.

(2) Within 28 days after the Managing Director is given the notice, a Board meeting must be convened to consider and determine the dispute.

(3) The Managing Director must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

(4) The notice given to each party to the dispute must state —

- a) when and where the Board meeting is to be held; and
- b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.

(5) If —

- a) the dispute is between one or more members and the Association; and
- b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under subrule 26.5, the Board must not determine the dispute.

26.4 Determination of dispute by the Board

(1) At the Board meeting at which a dispute is to be considered and determined, the Board must —

- a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
- b) give due consideration to any submissions so made; and
- c) determine the dispute.

(2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

(3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule 26.4(1)(c), give written notice to the Managing Director requesting the appointment of a mediator under subrule 26.5.

(4) If notice is given under subrule 26.4(3), each party to the dispute is a party to the mediation.

26.5 Appointment of mediator

(1) The mediator must be a person chosen by agreement between the parties to the dispute.

(2) If there is no agreement for the purposes of subrule 26.5(1), then, subject to subrules 26.5(3) and 26.5(4), the Board must appoint the mediator.

(3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

- a) a party to a dispute under rule 26.3(5)(b)(ii); or
- b) a party to a dispute under rule 26.4(3) and the dispute is between one or more members and the Association.

(4) The person appointed as mediator by the Board may be a member or former member of the Association but must not —

- a) have a personal interest in the matter that is the subject of the mediation; or
- b) be biased in favour of or against any party to the mediation.

26.6 Mediation process¹

(1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

(2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

¹ Note for this rule: The law applicable in Sweden is "Lag (1999:116) om skiljeförfarande". Parties who cannot solve a dispute can refer the dispute to arbitration.

- (3) In conducting the mediation, the mediator must —
- a) give each party to the mediation every opportunity to be heard; and
 - b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

26.7 If mediation results in decision to suspend or expel being revoked

If —

- a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under subrule 9.4; and
- b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

Annex 1

1. New Membership rules

1.1 Prospective new members

A prospective New Member company must be nominated for membership by at least two Keystone Actor members of SeaBOS, after which that nomination will be considered by the 'New Member Selection Committee'.

A prospective New Member company must agree in writing to agree to:

1. Share the SeaBOS vision and commitments (as set out in the Soneva Dialogue – see [2016-Soneva-statement.pdf \(seabos.org\)](https://seabos.org/2016-Soneva-statement.pdf))
2. Accept and implement the SeaBOS time-bound goals.
3. Be willing to work to achieve those commitments and meet the existing time bound goals within two years of joining and become ocean stewards.
4. Publicly report on activities and results in line with the SeaBOS monitoring and reporting framework.
5. Be prepared to contribute to one or more task forces in accordance with their areas of expertise, and
6. Further the reach and scope of SeaBOS in the seafood sector, and the global ocean, and its ability to achieve transformative change.

Any new members shall pay contributions according to the Association's statutes for the calendar year following acceptance into membership at the relevant Dialogue.

1.2 Associate Membership selection criteria

Criteria for considering a nominee as a potential Associate Member;

1. Their willingness to accept the nomination requirements and work to achieve agreed SeaBOS commitments and time bound goals.
2. Demonstrated leadership or stewardship in areas of sustainable seafood production and ocean health in their sector of the seafood industry.
3. Willingness to work collaboratively across sectors and governance processes, and collectively towards positive outcomes.
4. Report publicly against progress towards time bound goals and commitments, in line with the SeaBOS monitoring and reporting framework.
5. Inputs and advice from the science team on the prospective new member.

Recognized characteristics of an Associate Member:

- The Associate Member has an annual turnover of more than USD 100 million. Thus, the Associate Member is smaller than a Keystone Actor (please refer to the recognized characteristics of a Keystone Actor outlined in 1.3), yet large enough to have a significant influence within their nation / region / globally towards sustainable seafood production and ocean health.

Selection Committee recommendations

The selection committee will review any nominations, and make a recommendation to the SeaBOS Association Board, which then requires unanimous agreement from all existing Keystone Actor members for acceptance of a new membership nomination to occur.

1.3 Keystone Actor membership selection criteria

Criteria for considering a nominee as a potential Keystone Actor member;

1. Share the SeaBOS vision
2. Be willing to work to achieve these commitments and become ocean stewards;
3. Be prepared to contribute to one or more Task Forces in accordance with their areas of expertise; and
4. Further the reach and scope of SeaBOS as a group of 'Keystone Actors' in the seafood industry, and the global ocean, and in its ability to achieve transformative change.
5. Inputs and advice from the science team on the prospective new member.

Recognized characteristics of 'Keystone Actors' include that they:

- Have an annual turnover of more than USD 1 billion.
- Dominate global production revenues and volumes within a particular sector of the seafood business;
- Control globally relevant segments of production in the seafood sector;
- Connect ecosystems globally through subsidiaries; and
- Engage in global governance processes and institutions.

Selection Committee recommendations

The selection committee will consider any nominations, and make a recommendation to the SeaBOS Association, which then requires unanimous agreement from all existing Keystone Actor members for acceptance of a new membership nomination to occur.

Annex 2

List of Keystone Founders

1. Maruha Nichiro Corporation
2. Nissui
3. Thai Union Group PCL
4. Charoen Pokphand Foods PCL
5. Dongwon Industries
6. Nutreco/Skretting
7. Cargill Aqua Nutrition
8. Cermaq

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