

# Constitution

Company Limited by Guarantee not having a Share Capital

## Australasian Institute of Marine Surveyors Ltd



Talent



Integrity



Excellence

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# Interpretation

In these rules, except insofar as the context or subject matter otherwise indicates or requires:

*“Act”* means the Corporations Act 2001

*“Board”* means the board of Directors of the Company

*“Board Meeting”* means a meeting of the Board of Directors of the Company

*“Chairperson”* means the Director who is elected to this office in accordance with Rule 17

*“Commission”* means the Australian Securities Investment Commission

*“Company”* means the Australasian Institute of Marine Surveyors Ltd

*“Deputy Chairperson”* means the Director who is elected to this office in accordance with Rule 17

*“Directors”* means the members individually or collectively of the Board

*“General meeting”* means an Annual General Meeting or a Special General Meeting

*“Member”* means a person admitted to membership of the Company in accordance with this Constitution

*“Secretary”* means the Board Member who is elected to this office in accordance with Rule 17

*“Special General Meeting”* means a general meeting of the company other than the annual general meeting

In these Rules:

- (a) a reference to a function includes a reference to a power, authority, and duty; and
- (b) a reference to the exercise of a function includes a duty or reference to the performance of a duty

The provisions of the Interpretation Act, 1897, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

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# PART I

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## 1. Names, Objects, Powers & Assets

### Name

The name of the company shall be the Australasian Institute of Marine Surveyors Ltd and is established to be a charity with the purpose of advancing the Marine Surveying industry in Australia.

### Objects

The company's object is to pursue the following charitable purposes:

- (a) To research, improve and promote the specialised discipline of Marine Surveying through the delivery of processes and resources to support those involved in the industry.
- (b) To work with government at all levels to ensure that the interests and livelihoods of those persons working with the Marine Survey industry are protected.
- (c) To provide consumers with sufficient information and ensure that the marine survey industry itself is represented in regard to the public decision-making process.
- (d) To provide educational resources for all people engaged in or wanting to join the profession and to improve and enhance the future of the industry.

### Powers

The company has the following powers, which may only be used to carry out its purpose(s):

- (a) the powers of an individual
- (b) all the powers of a company limited by guarantee under the Corporations Act

### Assets & Income

The assets and income of the company shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly (in the form of bonus, dividends, or profit distribution) to the members or directors of the company except as bona fide compensation for services rendered or expenses incurred on behalf of the company.

### Amending the Constitution

The members may amend the constitution by passing a special resolution. The members must not pass a special resolution that amends this constitution if passing it causes the company to no longer be a charity.

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# PART II

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## 2. Membership

For the purposes of these rules, a person is a Marine Surveyor and carries on the profession of Marine Surveying if that person engages in work in any of the following categories:

- (a) Cargo/Hull/Machinery Surveys, usually on behalf of Ship Owners or Operators, P & I Clubs, Classification Societies and Hull or Machinery Underwriters, carried out on a continuing basis, including general average, on/off hire surveys and condition surveys of ocean-going commercial vessels, and
- (b) Surveys for the Marine Sections of Insurance Companies covering cargo (whether by sea, land, or air provided that it is covered under a Marine Policy), Hull and Marine Machinery, and
- (c) Marine Surveys relating to the statutory requirements of Australian Commonwealth or State Governments, IMO, and Flag States, and
- (d) Surveys of Small Craft, whether government, commercial or privately owned, for condition, valuation, damage or as required by interested parties, and
- (e) Surveys of Superyachts, and
- (f) Marine Warranty Surveys and marine surveys related to the oil and gas industry and specifically oil and gas structures at sea.

## 3. Membership Requirements

### Formal Qualifications

There shall be a mandatory requirement for formal qualifications resulting from prescribed learning and rigid, independent examination by professional institutions, and / or Australian accredited Registered Training Organisations as approved by the board.

### Code of Conduct

All members shall adhere to the company's Code of Conduct as published by the company from time to time.

### Professional Indemnity Insurance

It is not a condition of general membership that PI insurance needs to be maintained. It is however mandatory for Certified Members and strongly recommended by the board that all practicing members maintain such coverage.

## 4. Types of Membership

There shall be four (4) types of voting members, namely:

- (a) Life Members
- (b) Fellow Members
- (c) Certified Members
- (d) Full Members

The rights of voting members include:

- a) the right to receive notice of, attend and/or speak at general meetings.
- b) voting rights at general meeting and in director elections.
- c) right to nominate a candidate for appointment or election as a director.
- d) right as a Certified Member to be appointed or elected as a director.

There shall also be two (2) types of non-voting members, namely:

- (a) Associate Members
- (b) Student Members

The rights of non-voting members include:

- a) the right to receive notice of, attend and or/speak at general meetings.

Detail of membership qualification for each level of membership with the Institute can be found in the Membership Notice approved by the board and issued by the company from time to time.

## 5. Nomination for Membership

A nomination of a person for membership of the company shall be:

- (a) made by a marine surveyor or marine survey company in writing in the set format.
- (b) made in writing in the form prescribed for student entry.
- (c) lodged with the authorised representative of the company.

The Board has absolute discretion to accept or reject an application. The Board may delegate this process to a committee or designated manager at their discretion.

Following approval of a nomination or membership, upon payment by the nominee of the amount of membership fees as deemed by the board, the board nominee or delegated manager must enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the company.

The board may in special circumstances waive the requirement of nomination for certain applicants as determined by the board.

## 6. Cessation of Membership

A person ceases to be a member of the company if the person:

- (a) dies
- (b) resigns that membership
- (c) is expelled from the Company under Rule 14
- (d) has unpaid membership fees outstanding after 60 days from date of invoice issue
- (e) has not met the stated mandatory requirements for ongoing membership

## 7. Membership Entitlements Not Transferable

A right, privilege, or obligation which a person has by reason of being a member of the company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership except for the relevant contribution under Rule 13.

## 8. Resignation of Membership

A member of the company is not entitled to resign that membership except in accordance with the following Rule.

A member of the company who has paid all amounts due to the company in respect of the member's membership may resign from the Company by first giving notice being not less than one month (or not less than such other period as the Board may determine) in writing to the Board or its nominated representative of the member's intention to resign and, upon expiration of the period of notice, the member ceases to be a m e m b e r .

Where a member of the Company ceases to be a member pursuant to Rule 6 and in every other case where a member ceases to hold membership, the nominated representative shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 9. Surviving Liability

Any person who ceases to be a member remains liable for:

- (a) any moneys which may be owing to the company; and
- (b) in the case of the company being wound up within one year of the date of cessation of membership, the relevant contribution under Rule 13.

## 10. Register of Members

The designated manager, as assigned by the board, shall establish, and maintain a register of members of the company, specifying the name and address of each person who is a member of the company, together with the date on which the person became a member.

A register must also be kept of all cancelled members for 7 years following the cancellation of their membership and must include their name, address, and date of cancellation.

The register of members shall be kept at the principal place of administration of the company and shall be open for inspection, free of charge, by any member of the company at any reasonable hour.

The designated manager will ensure that the register of members is maintained in accordance with the rules.

## 11. Fees, Subscriptions, etc.

A member of the company shall, upon admission to membership, pay to the company a pre-determined application fee.

In addition to any amount payable by the member under section 11, a member shall pay to the company an annual membership fee:

- (a) before 1 September in each calendar year or within 60 days of the invoice date; or
- (b) where a nominee becomes a member on or after 1 September in any calendar year, within 7 days of such acceptance.

## 12. Member's Liability

The liability of each member is limited to the membership fee and the amount of the guarantee specified in Rule 13 in the event that the company is wound up.

## 13. Guarantee by Members

Every member undertakes to contribute an amount not more than \$10 to the property of the company if it is wound up:

- (a) While that person is a member; or
- (b) Within one year after that person ceases to be a member
- (c) For payment of:
  - I. The debts and liabilities of the company contracted before that person ceased to be a member; and
  - II. The costs, charges and expenses of winding up

## 14. Disciplining of Members

Where the board is of the opinion that a member of the company:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
- (b) has persistently and willfully acted in a manner prejudicial to the interests of the company

the board may, by resolution suspend the member from membership of the company for a specified period or until the matter can be brought to the board for resolution or expulsion.

Where the board passes a resolution under rule 14, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the board and the grounds on which it is based
- (b) stating that the member may address the board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice
- (c) stating the date, place, and time of that meeting
- (d) informing the member that the member may do either or both of the following:
  - i. attend and speak at that meeting of the board
  - ii. submit to the board at the date of their meeting written representations relating to the resolutions

At a meeting of the board held as referred to in Rule 14 the board shall:

- (a) give the member an opportunity to make oral representations
- (b) give due consideration to any written representations submitted to the board by the member at or prior to the meetings
- (c) and by resolution determine whether to confirm or to revoke the resolution

Where the board confirms a resolution, the secretary shall, within seven days after that confirmation, by notice in writing, inform the member of the fact and the member's right to appeal under Rule 15. A resolution confirmed by the board under clause (c) does not take effect:

- a) until the expiration of the period within which the member is entitled to appeal against the resolution when the member does not exercise the right of appeal within that period; or
- b) where within that period the member exercises the right of appeal, unless and until the Board confirms the resolution pursuant to Rule 15.

## 15. Right of Appeal of Disciplined Member

A member may appeal to the Standards and Ethics committee against a board resolution, confirmed under Rule 14 within seven days after notice of the resolution is served on the member.

Upon receipt of a notice from a member, the Standards and Ethics committee representative shall convene a board meeting, to be held within twenty-one (21) days after the date on which the Standards and Ethics committee received the notice or at the first available date thereafter.

At a general meeting of the company convened under Rule 15:

- (a) no business other than the question of the appeal shall be transacted:
- (b) the Standards and Ethics committee representative and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the board members present shall review submissions from both the Standards and Ethics Committee and the member and make a final decision on whether the resolution should be confirmed or revoked.

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# PART III

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## 16. Powers and Functions of the Directors

The directors will form the management body of the company and will be subject to the requirements of The Corporations Act 2001 and these rules and to any resolution passed by the company in general meeting and:

- (a) shall control and manage the affairs and property of the company including recruitment and management of staff
- (b) may exercise all such functions as may be permitted by the company other than those functions that are required by these rules to be exercised by a general meeting of members of the company; and
- (c) have the power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management and corporate governance of the affairs of the company

The number of directors comprising the board will be no less than 3 and no more than 7. No more than one member from any company or organisation may be appointed to the board at any one time.

## 17. Constitution and Membership

The first members of the executive of the association were those founding members from the state of New South Wales who were duly elected office bearers (as defined in rule 14 (d) below) at the inaugural meeting of the Australian Institute of Marine Surveyors convened at Glebe on 21st February 1985.

At the time of registration of the company, the first directors of the company will be made up of the current executive committee of the association.

At the first annual general meeting following the registration of the company, nominations will be open to all eligible members to apply for a position of company director.

Some directors of the company may have a clearly defined role and allocated responsibilities as outlined in the AIMS Board and Committee Terms of Reference and amended from time to time. At the first meeting of the board, or the first meeting following the annual general meeting, the directors will elect from among their number a chairperson and a deputy chairperson.

The Board may appoint a company secretary either from within the of the board members or, due to the important governance and administrative role of the company secretary, may appoint an external qualified individual who is not a director of the company.

Directors will hold office from the end of the Annual General Meeting at which they were elected until the end of the following Annual General Meeting when they will retire but will be eligible for re-election.

## 18. Election of Directors

Only Certified Members of the institute can be nominated as a candidate for election as a director of the board.

Nomination of candidates for election as directors of the company:

- (a) shall be made in writing, signed by two members, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination)
- (b) must be accompanied by a completed Fit and Proper Persons Declaration form
- (c) shall be delivered to the secretary of the company not less than seven days before the date fixed for the holding of the ballot for election
- (d) If insufficient eligible nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected and any vacant position remaining on the board shall be deemed to be casual vacancies
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected
- (f) If the number of nominations received exceeds the number of vacancies to be filled, a ballot of the members shall be held
- (g) The ballot for the election of directors shall be conducted electronically or online prior to the AGM with results announced at the AGM

## 19. Directors

To ensure a refresh of leadership and to avoid an entrenched management perspective terms of office for directors shall be fixed to three (3) years fixed except for the first two (2) years of the board's establishment when one third of the members will stand down each year to enable succession.

Each year at the final board meeting before the Annual General Meeting, the board will decide the succession plan for the coming year.

After the first two (2) years of the company's establishment, retiring members may seek nomination for a second term to a maximum of five (5) years.

Refer to Appendix 1 – Board succession table for the board succession plan for the first six (6) years of the company.

## Casual Vacancies

For the purposes of these rules, a casual vacancy on the board occurs if a director:

- (a) dies
- (b) ceases to be a member of the company
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001
- (d) resigns office by notice in writing given to the secretary
- (e) is removed from office under Rule 20
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months

In the case of a casual vacancy, the board may appoint an eligible member to act as director until the next AGM where the appointment must be confirmed by resolution of the company. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the AGM.

## 20. Removal of a Board Member

A board member may be removed from their position as Director by a resolution of the company, should concerns arise about the behavior or conduct of the board member such as:

- (a) A breach of confidentiality
- (b) Failure to declare a conflict of interest
- (c) Other material breaches of the Code of Conduct
- (d) Failure to attend all board meetings within a six (6) month period without leave being granted or due cause

The Code of Conduct provides guidance regarding the behaviors expected of board members in order to safeguard the welfare of members and respect the rights of all constituents affected by the operations of the company.

A notice of intention to move the resolution must be given to the company at least two (2) months before the meeting is to be held. The company must give the director a copy of the notice as soon as practical after it is received.

Where a member of the board to whom a proposed resolution referred to in Rule 20 relates, makes representations in writing to the secretary or chairperson (not exceeding 1,000 words or

defamatory) and requests that the representations be notified to the company, the secretary or the chairperson must send a copy of the representations to each member of the company or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 21. Board Meetings and Quorum

- (a) The board shall meet at least three times in each period of twelve (12) months at such place and time as the board may determine. Meetings can be held at two (2) or more venues using any technology the board approves. Whatever technology is used, it must give each board member a reasonable opportunity to participate. Board members who participate at a board meeting using such technology have the same rights as members who are present at the meeting, including voting rights.
- (b) Additional meetings of the board may be convened by the chairperson or by any member of the board.
- (c) Oral or written notice of a meeting of the board shall be given by the secretary or the company representative to each member of the board at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under Clause (c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the board members present at the meeting unanimously agree to treat as urgent business.
- (e) A majority of the board members constitute a quorum for the transaction of the business of a meeting of the board. If the number of members present is less than the number required to make a quorum then those present may co-opt a company member onto the board to enable business to be transacted.
- (f) No business shall be transacted by the board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned another to time and place as the board sees fit.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (h) At a meeting of the board the chairperson, or in the chairperson's absence, the deputy chairperson, shall preside.

## 22. Delegation by Board to Sub-committee

- (a) The board may, by instrument in writing, delegate to one or more sub-committees the exercise of such functions of the board as are specified in the instrument, other than
  - i. this power of delegation; and
  - ii. a function which is a duty imposed on the board by the Act or by any other law
- (b) A function, the exercise of which has been delegated to a sub-committee under this rule, may while the delegation remains un-revoked be exercised from time to time by the sub-committee, in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function relating to the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this rule, the board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board.
- (f) The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn as it thinks proper.

## 23. Voting and Decisions of the Board

- (a) Questions arising at a meeting of the board or of any sub-committee appointed by the board shall be determined by a majority of the votes of members of the board or sub-committee present at the meeting
- (b) Each member present at a meeting of the board or of any sub-committee appointed by the board (including the person presiding at the meeting), is entitled to one vote. In the event of an equality of votes on any questions, the motion shall be lost as it was unable to gain the majority of votes.
- (c) Subject to Rule 21 (e), the board may act notwithstanding any vacancy on the board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee appointed by the board is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or sub-committee.

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# PART IV

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## 24. Annual General Meeting - Holding of

The company shall, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the company, convene an annual general meeting of its members.

The company shall hold its first annual general meeting:

- (a) within the period of eighteen (18) months after its registration under the Act
- (b) within the period of five (5) months after the expiration of the first financial year of the company.

Clauses (a) and (b) have effect subject to any extension or permission granted by the board under Division 8, Section 250P of the Act.

## 25. Annual General Meeting, calling of and business at

The annual general meeting of the company shall, subject to the Act, Chapter 2G, Division 8, be convened on such a date and at such place and time as the board thinks fit.

- (a) Annual general meetings can be held at 2 or more venues using any technology that the board approves. Whatever technology is used, it must give each company member a reasonable opportunity to participate. Members who participate at a general meeting using such technology have the same rights as members who are present at the meeting, including voting rights.
- (b) In addition to any other business which may be transacted at a general meeting, the business of an annual general meeting may include:
  - to receive from the board reports upon the activities of the company during the last preceding financial year.
  - to announce the incoming company directors of the company.
  - to receive and consider the annual financial report, directors' report and auditors report
  - appointment of the Auditor and
  - fixing the auditor's remuneration

- (c) An annual general meeting shall be specified as such in the notice covering it.

## 26. Special General Meeting - Calling of

The Board may, whenever it thinks fit, convene a special general meeting of the company.

- (a) The board shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the company.
- (b) A requisition of members for a special general meeting:
  - shall state the purpose or purposes of the meeting.
  - shall be signed by the members making the requisition.
  - shall be lodged with the secretary; and
  - may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (c) If the board fails to convene a special general meeting to be held within one month after the date on which a requisition of members of the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (d) A special general meeting convened by a member or members as referred to in clause (c) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the board and any member who thereby incurs expense is entitled to be reimbursed by the company.
- (e) Members have the option to make and send their request electronically for a general meeting to be held.

## 27. Notice

- (a) Except where the nature of the business proposed to be dealt with at the general meeting requires a special resolution of the company, the secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause to be sent by electronic means or pre-paid post to each member at the member's address appearing in the register of members a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the company, the secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (a) specifying, in addition to

- the matter required under clause (a) the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 25 (b).
  - (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary no later than 14 days before the notice of the meeting is due to be given.

## 28. Procedure

- (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and at the same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned).
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.

## 29. Presiding Member

- (a) The chairperson or, in the chairperson's absence, the deputy-chairperson shall preside as chairperson at each general meeting of the company.
- (b) If the chairperson and the deputy-chairperson are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## 30. Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place but no business shall be

transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) Where a general meeting is adjourned for fourteen days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## 31. Making of Decisions

- (a) A question arising at a general meeting of the company shall be determined on a show of hands, and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the minute book of the company is evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against that resolution.
- (b) At a general meeting of the company, a poll may be demanded by the chairperson or by not less than three (3) members present in person or by proxy at the meeting.
- (c) Where a poll is demanded at a general meeting, the poll shall be taken:
  - immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
  - and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## 32. Special Resolution

A resolution of the company is a special resolution if:

- (a) It is passed by at least 75% of the votes cast by members entitled to vote on the resolution via a poll, in person or by proxy at a general meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

- (b) Where it is made to appear to the Australian Securities Investment Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

The company must lodge with ASIC a copy of the special resolution adopting, modifying, or repealing its constitution within 14 days after it is passed. The company must also lodge with ASIC within that period:

- (a) If the company adopts a constitution – a copy of that constitution or
- (b) If the company modifies its constitution – a copy of that modification

### 33. Voting

- (a) Upon any question arising at a general meeting of the company a member has one vote only.
- (b) All votes shall be given personally or by proxy but no member may hold more than five proxies.
- (c) Where members attend general meetings via a teleconference, webinar or other means of electronic technology an appropriate method of electronic voting can be accepted.
- (d) In the case of equality of votes on a question at a general meeting, the motion shall be lost as it was unable to gain a majority of votes.
- (e) A member or proxy is not entitled to vote at any general meeting of the company unless all money due and payable by the member or proxy to the company has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### 34. Appointment of Proxies

Each member shall be entitled to appoint another member as proxy by notice given to the secretary at least forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.

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# PART V

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## 35. Custody of Books, etc.

Except as otherwise provided by these Rules, the company's appointed Accountant, the secretary or the company's authorised representative shall keep in his or her custody or under his or her control all records, books and financial documents relating to the company.

## 36. Inspection of Books, etc.

The records, books and other documents of the company shall be open to inspection, free of charge, by a member other than a director of the company only as provided by law or authorised by the board.

The board may refuse to allow a member to inspect or obtain copies of records in certain circumstances. The board can maintain confidentiality in regard to employment records and in relation to personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the company.

## 37. Service of Notices

- (a) For the purpose of these rules a notice may be served by or on behalf of the company upon any member either personally or by sending it by electronic means or pre-paid post to the member at the member's address shown in the register of members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person the letter containing the document, the document shall, unless the contrary is proved, be deemed of the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## 38. Surplus Property

- (a) In the event of the winding up or the dissolution of the company, all surplus property shall be vested in the Missions to Seafarers, or some other maritime charity with similar purposes which is not carried on for the profit or gain of its individual members, as shall be determined by the board.
- (b) The organisation so nominated shall be one which fulfils the requirements specified in the relevant sections of the Corporations Act 2001 or any other applicable Regulation or Act as applies to the company.

# Appendix 1

Table 1 – Board succession plan for initial six (6) years

Committee Member/Nominee	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
1	✓			✓		
2	✓			✓		
3		✓			✓	
4		✓			✓	
5			✓			✓
6			✓			✓
7			✓			✓