



THE AUSTRALIAN ASSOCIATION FOR MARITIME AFFAIRS INCORPORATED

CONSTITUTION

as amended 16 August 2005

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THE AUSTRALIAN ASSOCIATION FOR MARITIME AFFAIRS INCORPORATED

CONSTITUTION

as amended August 2005

1. Name

The name of the Association shall be the Australian Association for Maritime Affairs Incorporated (hereinafter called the Association).

2. Interpretation

- (1) In these Rules, unless otherwise indicated by the context, 'The Board' shall mean the Board of Management as constituted in accordance with paragraph 6 of Rule 21. "The Association" shall mean the Australian Association for Maritime Affairs.
- (2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act 1967 and that Act as in force on the date on which those rules are adopted by the Association.
- (4) The financial year of the Association means the year ending on 30 June. (Added 2004.)
- (5) The Act means the Associations Incorporation Act 1991. (Added 2004.)
- (6) The 'Officers' of the Association are the members of the Board as set out in paragraph 6 of rule 21. (Added 2004)
- (7) Secretary, as defined in the Model Rules, means the person holding office as Business Manager of the Association under these Rules.

3. Objects and Purposes

The objects and purposes of the Association are to:

- (1) Disseminate information at all levels within the community and as appropriate overseas in order to increase understanding of maritime affairs with a view to developing the educational and intellectual framework necessary to provide an overall perspective of maritime affairs;
- (2) Promote and facilitate research into maritime affairs including the creation of an information centre and specialist library facilities in the area of maritime affairs;
- (3) Undertake where possible research or consultancy work in the area of maritime affairs either within Australia or overseas;
- (4) Complement existing research and development by promoting greater contact between disciplines that impinge upon maritime affairs and between relevant government, academic, and private agencies concerned with maritime affairs;
- (5) Provide a point of contact for discussions, talks and exchanges of information and visitors with relevant bodies, whether local or overseas, concerned with maritime affairs.

4. Powers

In addition to the objects of the Association the powers of the Association shall be deemed to include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;

- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (e) the taking of such steps from time to time as the Board or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- (f) the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting, and securing the repayment of money so raised or borrowed by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (h) subject to the provisions of the Trustee Act, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Association may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of section 78 of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependants, and the making of payments;
- (k) the establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Association or of any of the powers specified in the foregoing provisions of this rule.

5. Membership

- (1) Membership of the Association is open to persons who are in sympathy with the aims and objectives of the Association and whose membership is approved by the Board.
- (2) A member may be an individual or an incorporated or an unincorporated body or a government department acting through a duly authorised representative. (Amended 1984.)
- (3) The Board may from time to time determine procedures to be followed in order that a person becomes a member of the Association.
- (3A) The Board may determine from time to time the fee or fees if any to be paid for membership of the Association. (Added 1984.)
- (4) A member of the Association may, at any time, resign from the Association by delivering or sending by post or email to the Business Manager a written notice of resignation.
- (5) Upon receipt of a notice under paragraph (4) of this rule, the Business Manager shall remove the name of the member by whom the notice was given from the register of members whereupon that member ceases to be a member of the Association.
- (6) A right, privilege, or obligation of a person by virtue of his or her membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of his or her membership, whether by death, resignation, or otherwise.

- (7) A member shall not be liable to contribute towards payment of liabilities of the Association on a winding up.
- (8) A member shall not be responsible for views expressed in publications and activities of the Association. (Added September 1982.)

5A Disciplining of Members (Added 2004.)

- (1) Where the Board is of the opinion that a member–
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;the Board may, by resolution–
 - (c) expel the member from the Association; or
 - (d) suspend the member from such rights and privileges of membership of the Association as the Board may determine for a specified period.
- (2) A resolution of the Board under subrule (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3) confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under subrule (1), the Business Manager 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; and
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Board mentioned in subrule (2), the Board shall–
 - (a) give to the member mentioned in subrule (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Board by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under subrule (1).
- (5) Where the Board confirms a resolution under subrule (4), the Business Manager shall, within 7 days after than confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 5B.
- (6) A resolution confirmed by the Board under subrule (4) does not take effect–
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where 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 Association confirms the resolution in accordance with rule 5B (4).

5B Right of Appeal of Disciplined Member (Added 2004.)

- (1) A member may appeal to the Association in general meeting against a resolution of the Board which is confirmed under rule 5A (4), within 7 days after notice of the resolution is served on the member, by lodging with the Business Manager a notice to that effect.
- (2) On receipt of a notice under subrule (1), the Business Manager shall notify the Board which shall convene a general meeting of the Association to be held within 21 days after the date on which the Business Manager received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the Association convened under subrule (2)–
 - (a) no business other than the question of the appeal shall be transacted; and
 - (b) the Board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under rule 5A (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 5A (4), that resolution is confirmed.

6. Income and Property

- (1) The income and property of the Association shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any members of the Association.
- (2) The Association shall not appoint as Chairman or Chairwoman of the Board any person who holds a salaried office in the Association.
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:
 - (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to or expenses incurred on behalf of the Association by the servant or member in the ordinary course of business; (2004)
 - (b) interest at current bank overdraft rate on money lent; or
 - (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.
- (4) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, and subject to any resolution passed by the Association in general meeting and subject to the Act section 114, such other sources as the Board determines. (Added 2004.)

7. Accounts

- (1) True accounts shall be kept of:
 - (a) all sums of money received and expended by the Association and the matter in respect of which they were received or expended;
 - (b) all sales and purchases of goods by the Association; (Added 2004.)
 - (c) the property, assets and liabilities of the Association. (Added 2004.)
- (2) The Business Manager of the Association shall faithfully keep all general records, accounting books, and records of receipt and expenditure connected with the operations and business of the Association, in such manner as the Board may direct.
- (3) The accounts, books and records referred to in paragraphs (1) and (2) of this rule shall be kept at the Association's office or at such place as the Board or Executive may decide; and subject to any reasonable restrictions as to the time and manner of

inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association. (2004.)

8. Banking and Finance

- (1) The Treasurer on behalf of the Board shall oversee the finances of and accounting for the Association, in such manner as the Board may direct. (Added 2004.)
- (1A) The Business Manager of the Association shall on behalf of the Association receive all money paid to the Association, and if required by the donor, forthwith after the receipt thereof issue official receipts therefore. (2004)
- (2) The Board shall cause to be opened with such bank as may be selected, a banking account in the name of the Association, into which all moneys received shall be paid by the Business Manager without deduction as soon as possible after receipt thereof.
- (3) (Deleted 2004.)
- (4) Payments shall be made:
 - (a) by cheque drawn on the Association's bank account, or
 - (b) by electronic transfer; or
 - (c) by cashin an amount and subject to the observance of such conditions in relation to the use and expenditure thereof as the Board may impose.(2004)
- (5) Accounts may be paid as in (4) above without prior Board approval provided they do not exceed the approved budgeted amount for the relevant expenditure item. A list of all such payments is to be submitted to the succeeding Board meeting for endorsement. (2004)
- (6) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by any two officers of the Association nominated by the Board and communicated to the bank.(2004) Cash payments and electronic transfers to a value not exceeding the amount established by the Board from time to time may be made by the Business Manager alone.

9. Auditor

- (1) The Board shall appoint a person who is not a member or the public officer of the Association as the auditor of the Association.
- (2) If a casual vacancy occurs in the office of the auditor during the course of a financial year of the Association, the Board is to appoint a person as the auditor (2004)
- (3) (Deleted 2004.)
- (4) (Deleted 2004.)
- (5) (Deleted 2004.)

10. (Deleted 2004.)

11. Annual General Meeting

- (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than five months after the close of the financial year of the Association) as the Board may determine.
- (2A) No less than fourteen days notice shall be given of the date, time and location of the annual general meeting (unless there is a special resolution to be dealt with in which case twenty-one days notice shall be given) and for this purpose notification may be made through the regular publications of the Association. (Added 1984, amended 2004.)
- (3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.

- (5) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any (special) general meeting held since that meeting;
 - (b) to receive from the Board, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect the members of the Board;
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (8) All general meetings other than the annual general meeting shall be called special general meetings.

12. Special General Meeting

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board shall, on the request in writing of not less than ten members, convene a special general meeting of the Association.
- (3) A request for a special general meeting shall state the objects of the meeting and shall be signed by the persons requesting the meeting and deposited with the Chairman or Chairwoman or the Business Manager and may consist of several documents in the like form, each signed by one or more of the persons making the request.
- (4) If the Board does not cause a special general meeting to be held within twenty-one days from the date on which a request has been received by the Chairman or Chairwoman or the Business Manager, the persons requesting the meeting, or anyone of them, may convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit of the request.
- (5) A special general meeting convened in accordance with paragraph 4 of this Rule shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

13. (Deleted at a review prior to 2004.)

14. Business and Quorum at General Meetings

- (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (2) 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 when the meeting is considering that item.
- (3) Eight members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved; and in any other case it shall stand adjourned to the same days in the next week, at the same time (unless another place is specified by the Chairman or Chairwoman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

15. Presiding Member at General Meetings

- (1) The Chairman or Chairwoman or in his or her absence, any member of the Board nominated by the Chairman or Chairwoman, shall preside at every general meeting of the Association.
- (2) If the Chairman or Chairwoman is absent from a general meeting, the members present shall elect to preside over the meeting any member of the Board who is present and if no such person is present, they may then elect one of their number to preside over the meeting.

16. Adjournment of General Meetings

The Chairman or Chairwoman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and from 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.

17. Determination of Questions Arising at General Meetings

A question arising at a general meeting of the Association shall be determined on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded. A declaration by the Chairman or Chairwoman that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, and an entry to that effect in the minute book is evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. Votes

- (1A) Only a member who is a current financial member of the Association is entitled to vote. (Added 2004)
- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of voting on a question the Chairman or Chairwoman of the meeting is entitled to exercise a second or casting vote.

19. Taking a Poll

If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the Chairman or Chairwoman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

20. When Poll to be Taken

A poll that is demanded on the election of a Chairman or Chairwoman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman or Chairwoman may direct.

21. Board of Management

- (1) There shall be constituted a Board of Management which shall control and manage the business and affairs of the Association.
- (1A) The Board shall be assisted at all times in the management and administration of the Association by the Business Manager. The Business Manager of the Association shall be that person duly nominated by the Board from time to time who shall in addition to his or her other duties, act at all times in the capacity of Secretary to the Board and the Association. (Added 2004.)
- (2) The Board, may, subject to these rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association.

- (3) Subject to the Act and these rules, the Board has power to perform all such acts and things as appear to it to be essential for the proper management of the business and affairs of the Association.
- (4) The Board may fill casual vacancies arising from time to time on the Board until the next annual general meeting.
- (5) The Board shall appoint a Public Officer who shall be a resident of the Australian Capital Territory. The Public Officer shall act until he or she resigns or his or her successor is appointed by the Board.
- (6) The Board shall consist of the following officers:
 - (a) the Chairman or Chairwoman
 - (b) the Vice Chairman or Vice Chairwoman (2004)
 - (c) the Business Manager ex officio (2004)
 - (d) the Treasurer (2004)
 - (e) 6-10 other officers (2004)
- (7) Deleted 2004.
- (8) Deleted 2004.
- (9) Deleted 2004.
- (9) Excepting for the Business Manager ex officio (see 6 (b) above) only a member who is a financial member of the Association is eligible for election to the positions referred to in sub rule (6) of this Rule. (2004)

22. Board Meetings

- (1) The Board shall meet at least once every four months at such place and at such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Chairman or Chairwoman, or any five of its members.
- (3) Notice shall be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) Any four members of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted 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 shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) If the Chairman or Chairwoman is absent from a Board meeting, then the members of the Board who are present shall elect one of their number to preside over the meeting.
- (7) The Board shall so far as it is possible make decisions on the basis of consensus, but if no consensus is possible on a particular matter, the Board shall resolve the question by a show of hands or if demanded by a member by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Where a show of hands is taken, each member of the Board shall have one vote, and the person presiding over the meeting shall have a casting vote.
- (9) Written notice of each Board meeting shall be served on each member of the Board by delivering to him or her at a reasonable time before the meeting or by sending it by post in a prepaid letter addressed to him or her at his or her usual or last-known place of abode, or by electronic mail to his or her last known email address.

23. The Executive (Deleted 2004.)

24. Election of Officers of the Association (Board Members)

- (1) Nominations of candidates for election as officers of the Association:
 - (a) shall be made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Business Manager of the Association at least 10 days before the date fixed for the holding of the annual general meeting.
- (1A) For eligibility for election, refer to Rules 6 (2) and 21 (9).
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

25. Vacancy

For the purposes of these rules, the office of an officer of the Association becomes vacant if the officer:

- (a) dies
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors;
- (c) becomes of unsound mind;
- (d) resigns his or her office by writing under his or her hand addressed to the Board;
- (e) ceases to be resident in the Territory;
- (f) fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
- (g) ceases to be a member of the Association; or
- (h) fails to pay such arrears of subscription as may be due by him or her within fourteen days after he or she has received a notice in writing from the Business Manager stating that he or she has ceased to be a financial member of the Association.

26. Conflict of Interest

- (1) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his or her interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if his or her interest then exists, or in any other case, at the first meeting of the Board or after the acquisition of his or her interest.
- (2) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into he or she shall disclose his or her interest at the first meeting of the Board after he or she becomes so interested.
- (3) No member of the Board shall vote in respect of any contract or arrangement in which he or she is interested and if he or she does so vote his or her vote shall not be counted.

27. Amendment of the Constitution

This Constitution may be amended only by special resolution at a General Meeting of members.

28. Dissolution

In the event of the Association being dissolved, the amount that remains after such dissolution and after the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and which is not carried on for the profit or gain of its individual members. (Added 2004.)

29. Common Seal

The Common Seal of the Association shall be kept with the other books set out in Rule 7 (3). (Added 2004.)

August 2005