



Australasian Institute of Marine Surveyors Incorporated

CONSTITUTION

Interpretation

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

**PROPOSED INCLUSION - “The Act” means the Corporations Act 2001.**

**“Association”** means the Australasian Institute of Marine Surveyors Incorporated.

**“The Commission”** means the Australian Securities Investment Commission

**“Council”** means the office bearers and elected State Representatives of the Australasian Institute of Marine Surveyors Incorporated.

**“Executive”** means the office bearers of the Association.

**“State Representative”** means a member of the Council who is not an office bearer of the Association, as defined in rule 14 (d).

**“Secretary”** means

- (a) the person holding office under these rules as Secretary of the Association; or
- (b) where no such person holds that office - the public officer of the Association

**“Special General Meeting”** means a general meeting of the Association other than 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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## Names & Objects

### 1. Name

The name of the Association shall be the Australasian Institute of Marine Surveyors Incorporated.

### 2. Objects

The object of the Association shall be:

- (a) To establish, promote and maintain the specialised discipline of Marine Surveying.
- (b) To provide and support a code of conduct and ethics allied with the aims of integrity, responsibility and service.
- (c) To seek approval and recognition by governmental, professional and industrial institutions on the basis of demonstrated knowledge and skills.
- (d) To provide a body of knowledge arrived at from lengthy periods of theoretical and practical training, in conjunction with extensive practical experience.

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## PART II

### 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:

- (i) 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
- (ii) 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
- (iii) Marine Surveys relating to the statutory requirements of Australian Commonwealth or State Governments, IMO and Flag States, and
- (iv) Surveys of Small Craft, whether government, commercial or privately owned, for condition, valuation, damage or as required by interested parties.

### Membership Requirements

3. (a) **(i) 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 Council.

**(ii) Code of Ethics**

All members shall adhere to the Institute's Code of Ethics as published by the Association from time to time

**(iii) Professional Indemnity Insurance**

It is not a condition of membership that PI insurance needs to be maintained. It is however strongly recommended that members maintain such coverage.

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3. **(b) Types of Membership.**

There shall be four types of voting members, namely:

**Life Members, Fellows, Members and Associates.**

There shall also be **three** types of non-voting members, namely:

**Probationary Members, Student Members and Non-Active Members.**

**Life Member** – A Fellow, Member or Non Active Member elected by the Council who has made an outstanding contribution to the marine surveying profession and to the Institute over a significant period of time.

**Fellow (FAIMS)** - a person elected at the discretion of the Council who

- (i) has, in the opinion of the Council, made a significant contribution to the profession, and
- (ii) holds a qualification as foreign-going Master (Master Class 1), First Class Engineer or other qualification which is considered by the Council to be equivalent, and
- (iii) has at least ten (10) years full time experience as a marine surveyor and is currently engaged in marine surveying as a full time profession, or
- (iv) holds a qualification which is acceptable to the Council and has at least fifteen (15) Years full time experience in marine surveying

**Member (MAIMS)** - a person elected at the discretion of the Executive who, at the time of election,

- (i) holds the qualification set out in clause 3(b)(ii) required for a Fellow, who has a least five (5) years full time experience as a marine surveyor and is engaged in marine surveying as a full time profession, or
- (ii) holds a qualification which is acceptable to the Council and who has at least ten (10) Years full time experience as a marine surveyor and is engaged in marine surveying as a full time profession

**Associate (AMAIMS)**

- (i) A person elected at the discretion of the Executive who has between 2 years and 5 years full time experience as a marine surveyor and **holds a Diploma in Marine Surveying issued by an Australian Accredited Registered Training Organisation (RTO)** or who is otherwise qualified as a member, or
- (ii) A person elected at the discretion of the Executive who holds the prescribed formal qualifications and length of experience for election to membership but who is only part time so employed, provided that marine survey work occupies a minimum of 50% of his work and so long as the situation continues, or

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- (iii) A person elected by the Executive with qualifications acceptable to the Council who has at least five (5) years full time experience as a marine surveyor and who is currently so employed, or
- (iv) A person elected by the Executive with other qualifications acceptable to the Executive whose regular work covers one aspect of marine surveying but not the general broad spectrum of marine surveying which otherwise is considered to be essential.

**Probationary Member (No post-nominals)** - a person who is preparing to become a marine surveyor but does not yet satisfy the requirements for Associate or Member. The duration of probationary membership is limited to a maximum of **Five years (5) years and a minimum of two years (2) years.**

**Student Member (No post-nominals)** - a person who has paid for an application to study the Diploma of Maritime Operations (Marine Surveying) from the MAR training package with the Institute.

**Non Active Member (No post-nominals)** - a person who has been a financial member of the Institute for a minimum of five (5) years and who has permanently or temporarily retired from the profession

**'Qualifications acceptable to the Council'** - are such qualifications as are decided by the Council, from time to time, as being required or described in the Council guidelines.

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#### 4. Nomination for Membership

- (a) A nomination of a person for membership of the Association
  - (i) shall be made by a member of the Association in writing in the form set out in appendix 1 to these Rules, upon payment of a non-refundable entrance fee as determined by the Council; **or**
  - (ii) **made in writing in the form prescribed for student entry** and
  - (iii) shall lodged with the ~~Secretary~~ **Vice President or Executive Officer** of the Association **and**
  - (iv) **has, were possible, the endorsement of** the Representative of the State where the application originates
- (b) As soon as practicable after receiving a nomination for membership, the ~~Secretary~~ **Vice President** shall refer the nomination to the Executive which shall determine whether to approve or to reject the nomination.
- (c) Where the Executive determines to approve a nomination for membership, the ~~Secretary~~ **Executive Officer** shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay, within the period of twenty-eight days after receipt by the nominee of the notification, the sum payable under these rules by a member as an annual subscription or its pro-rata amount.
- (d) The ~~Secretary~~ **Executive Officer** shall on payment by the nominee of the amount referred to in clause (c), within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the association.
- (e) The Executive may in special circumstances waive the requirement of nomination for certain applicants as determined by the Council.

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## 5. Cessation of Membership

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

- (a) dies
- (b) resigns that membership, or
- (c) when an application for unpaid fees is presented to the member and is subsequently refused or denied by the member
- (d) is expelled from the Association under Clause 11 (a) (ii)

## 6. Membership Entitlements not Transferable

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

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership

## 7. Resignation of Membership

- (a) A member of the Association is not entitled to resign that membership except in accordance with the following Rule.
- (b) A member of the association who has paid all amounts due to the Association in respect of the member's membership may resign from the Association by first giving notice being not less than one month (or not less than such other period as the Executive may determine) in writing to the Secretary of the member's intention to resign, and, upon expiration of the period of notice, the member ceases to be a member.
- (c) Where a member of the Association ceases to be a member pursuant to clause (b), and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

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**8. Register of Members**

- (a) The ~~Secretary or Public~~ **Executive** Officer of the Association shall establish and maintain a register of members of the Association, specifying the name and address of each person who is a member of the Association, together with the date on which the person became a member.
- (b) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

**9. Fees, Subscriptions, etc.**

- (a) A member of the Association shall, upon admission to membership, pay to the Association a fee of \$1 or, where some other amount is determined by Council, that other amount.
- (b) In addition to any amount payable by the member under clause (a), a member of the Association shall pay to the Association an annual membership fee of \$2 or, where some other amount is determined by Council, that other amount:
  - (i) before ~~1 July~~ **1 September** in each calendar year or within 30 days of the invoice date; or
  - (ii) where a nominee becomes a member on or after ~~1 July~~ **1 September** in any calendar year, within 30 days of such acceptance

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## 10. Member's Liability

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 9.

## 11. Disciplining of Members

- (a) Where the Executive is of the opinion that a member of the Association:
  - (i) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (ii) has persistently and willfully acted in a manner prejudicial to the interests of the Association, the Executive may, by resolution suspend the member from membership of the Association for a specified period or until the matter can be brought to the Council for resolution or expulsion
- (b) A resolution of the Executive under clause (a) is of no effect unless the Council, at a meeting held no earlier than fourteen days and not later than twenty-eight days after service on the member of a notice under clause (c), confirms the resolution in accordance with this rule.
- (c) Where Council passes a resolution under clause (b) the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
  - (i) setting out the resolution of the Executive and the grounds on which it is based;
  - (ii) stating that the member may address the Executive at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight days after service of the notice;
  - (iii) stating the date, place and time of that meeting; and
  - (iv) informing the member that the member may do either or both of the following:
    - (I) attend and speak at that meeting of the Executive;
    - (II) submit to the Council at the date of their meeting written representations relating to the resolutions

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- (d) At a meeting of the Executive held as referred to in clause (c)(ii) the Executive shall:
  - (i) give to the member an opportunity to make oral representations;
  - (ii) give due consideration to any written representations submitted to the Executive by the member at or prior to the meetings;
  - (iii) and by resolution determine whether to confirm or to revoke the resolution or refer the resolution to Council
- (e) Where the Executive confirms a resolution under clause (d) 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 12.
- (f) A resolution confirmed by the Executive under clause (d) does not take effect:
  - (i) 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
  - (ii) where within that period the member exercises the right of appeal, unless and until the Council confirms the resolution pursuant to rule 12 (d)

## 12. Right of Appeal of Disciplined Member

- (a) A member may appeal to the Council in a general meeting against an Executive resolution, confirmed under Rule 11(d) within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (b) Upon receipt of a notice from a member under clause (a), the Secretary shall notify the Council, which shall convene a general meeting of the Council, to be held within twenty-one days after the date on which the Secretary received the notice or at the first available date thereafter.
- (c) At a general meeting of the Council convened under clause (b):
  - (i) no business other than the question of the appeal shall be transacted:
  - (ii) the Executive and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (ii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked
  - (iii) The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) If at the general meeting the Council passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed for referral to the Association at the Annual General Meeting.

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### PART III

#### 13. Powers and Functions of the Executive

At least three members, being the President, Vice President and Secretary will be elected to the Executive.

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

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

#### 14. Constitution and Membership - Executive and Council

- (a) The first members of the Executive 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

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- (b) Subject to Rule 14 (a), the Council shall consist of:
- a. the office bearers of the Association; and
  - b. one State Representative from each Australian state or territory each of whom shall be elected at the Annual General Meeting of the Association, pursuant to Rule 15.
- (c) The office bearers of the Association shall be:
- a. the President;
  - b. the Vice President;
  - c. **The Secretary**
- being persons more fully described in rule 16 thereof
- (d) Each member of the Council shall, subject to these Rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (e) In the event of a casual vacancy occurring in the membership of the Council or Executive, the Council may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

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**15. Election of Members**

- (a) Nomination of candidates for election as office bearers of the Association or as State Representatives on Council:
  - (i) 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
  - (ii) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting to fill remaining vacancies.
- (c) If insufficient nominations are received, any vacant positions remaining on the Council shall be deemed to be casual vacancies.
- (d) 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.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) The ballot for the election of office bearers and State Representatives on Council shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct.
- (g) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

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**16. Office Bearers**

All office bearers of the Association, including the Executive Officer shall have a clearly defined role and allocated responsibilities as outlined in the Associations Quality Assurance System and amended from time to time

**(a) The President**

- (i) Shall be the Chief Executive Officer of the Association and subject to these Rules, shall supervise its affairs, have power to call special meetings of the Council and Executive and report at meetings as to all activities;
- (ii) With the approval of the Executive, may authorise any person to represent the Association on any matter of interest to the Association. Such representative, in the course of his or her representation, shall not express any views on behalf of the Association unless instructed by the Executive
- (iii) In the event of inability by the President to act, the Vice-President shall discharge the duties of President

**(b) The Vice-President**

- (i) Should the members of any Australian State or Territory fail, or be unable, to elect a representative to the Council in accordance with rule 14(c) (ii), the members from that State will be represented by the Vice-President.
- (ii) In his capacity as representative of the members of those States and Territories, the Vice-President may cast only the total number of valid votes of those individual members who he/she represents at an AGM or special meeting

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**d) The ~~Secretary/Treasurer~~ Secretary**

- (i) Is a Member of the Executive and elected by the members and
- (ii) The duty of the Secretary is to manage all proceedings in regard to Annual General Meetings including
- (iii) Announcing the date of the Annual General Meeting and ensuring that members are provided with notices and other relevant documents such as details of resolutions proposed, past minutes of Annual General Meetings and
- (iv) recording the names of all members present at annual general meetings, and
- (v) ensuring that minutes of all proceedings at Council, Executive and general meetings are taken and available to members, Council and Executive as necessary
- (vi) assist the Accountant with these and other related matters

**17. Casual Vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the Council occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the ~~Companies (New South Wales) Code~~; **Corporations Act 2001**
- (d) resigns office by notice in writing given to the Secretary/ Treasurer;
- (e) is removed from office under rule 18;
- (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 Council from all meetings of the Council held during a period of six months

**18. Removal of Member**

- (a) The Association in general meeting may, by resolution, remove any member of the Council from the office held, before the expiration of the member's term of office, and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) Where a member of the Council to whom a proposed resolution referred to in clause (a) relates makes representations in writing to the **Secretary** or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the **Secretary** or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at that meeting at which the resolution is considered.

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## 19. Meetings and Quorum

- (a) The Executive shall meet at least three times in each period of twelve months at such place and time as the Executive may determine.
- (b) Additional meetings of the Executive may be convened by the President or by any member of the Executive
- (c) Oral or written notice of a meeting of the Executive shall be given by the Secretary to each member of the Executive at least forty-eight hours (or such other period as may be unanimously agreed upon by the members of the Executive 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 Executive members present at the meeting unanimously agree to treat as urgent business.
- (e) Any two members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (f) No business shall be transacted by the Executive 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 to the same place and at the same hour of the day in the following week.
- (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 Executive the President, or in the President's absence, the Vice-President, shall preside unless a proxy is nominated by the President.

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**20. Delegation by Council or Executive to Sub-committee**

- (a) The Council or Executive may, by instrument in writing, delegate to one or more sub-committees the exercise of such of the functions of the Council or Executive as are specified in the instrument, other than:
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Council or Executive 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 Council or Executive 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 Council or Executive.
- (f) The Council or Executive 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.
- (h) The sub-committee shall consist of such member or members as the majority of members of the State in which the sub-committee is formed may decide at a meeting of the members of that State convened by the Council or Executive in accordance with the procedure set out in rule 19.

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## 21. Voting and Decisions

- (a) Questions arising at a meeting of the Council, Executive or of any sub-committee appointed by the Council or Executive shall be determined by a majority of the votes of members of the Council, Executive or sub-committee present at the meeting in person, or by proxy in accordance with rule 21 (e) hereof.
- (b) Each member present at a meeting of the Council, Executive or of any sub-committee appointed by the Council or Executive (including the person presiding at the meeting), is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to rule 19 (e), the Council or Executive may act notwithstanding any vacancy on the Council or Executive.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council, Executive or by a sub-committee appointed by the Council or Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council, Executive or sub-committee.
- (e) Each member of the Council, Executive and sub-committee shall be entitled to appoint as proxy one member of the State in which the Council or Executive shall sit from time to time by notice given to the Secretary no later than twenty-four hours before the time of the meeting, in respect of which the proxy is appointed.
  - (ii) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.
  - (iii) The member so nominated as proxy shall vote only as directed by the member appointing him under this Rule.

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PART IV

**General Meetings**

**22. Annual General Meeting - Holding of**

- (a) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (b) The Association shall hold its first annual general meeting:
  - (i) within the period of eighteen months after its incorporation under the Act; and
  - (ii) within the period of two months after the expiration of the first financial year of the Association
- (c) Clauses (a) and (b) have effect subject to any extension or permission granted by Council under Section 26 (3) of the Act.

**23. Annual General Meeting - Calling of and business at**

- (a) The annual general meeting of the Association shall, subject to the Act and Rule 22, be convened on such a date and at such place and time as the Executive thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the Executive reports upon the activities of the Association during the last preceding financial year;
  - (iii) to elect office bearers of the Association and State Representatives of the Council; and
  - (iv) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act
- (c) An annual general meeting shall be specified as such in the notice covering it.

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24. Special General Meeting - Calling of

- (a) The Executive may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Executive 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 Association.
- (c) A requisition of members for a special general meeting:
  - (i) shall state the purpose or purposes of the meeting;
  - (ii) shall be signed by the members making the requisition;
  - (iii) shall be lodged with the Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition
- (d) If the Executive 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.
- (e) A special general meeting convened by a member or members as referred to in clause (d) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive and any member who thereby incurs expense is entitled to be reimbursed by the Association.

25. Notice

- (a) Except where the nature of the business proposed to be dealt with at the general meeting requires a special resolution of the Association, the Secretary shall, at least fourteen 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 Association, the Secretary shall, at least twenty-one 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.

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- (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 23 (b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a general meeting.

**26. 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.

**27. Presiding Member**

- (a) The President or, in the President’s absence, the Vice-President shall preside as chairperson at each general meeting of the Association.
- (b) If the President and the Vice-President 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.

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## 28. 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 Association 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.

## 29. Making of Decisions

- (a) A question arising at a general meeting of the Association 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 Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than three 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:
  - (i) 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
  - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
  - (iii) and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter

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### 30. Special Resolution

A resolution of the Association is a special resolution if:

- (a) It is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than twenty- one 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.

### 31. Voting

- (a) Upon any question arising at a general meeting of the Association 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 except where an interstate State Representative holds proxies for members of that State at an AGM and votes in accordance with those proxies.
- (c) In the case of equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year

### 32. Appointment of Proxies

- (a) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

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## PART V

### Miscellaneous

#### 33. Insurance

- (a) The Association shall effect and maintain insurance pursuant to any relevant legislation or section of the **Corporations Act 2001**.
- (b) In addition to the insurance required under clause (a), the Association may effect and maintain other insurance.

#### 34. Funds - Source

- (a) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations, **student course fees** and, subject to any resolution passed by the Association in general meeting or by such other sources as the Council determines.
- (b) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### 35. Funds Management

- (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Council determines.

36. All Cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Executive or employees of the Association, being members or employees authorised to do so by the Executive.

#### 37. Alterations of Objects and Rules

The statements of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

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**38. Common Seal**

- (a) The common seal of the Association shall be kept in the custody of the ~~Public Officer or Secretary/Treasurer~~ **the Secretary**
- (b) The common seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures either of two members of the Executive or of one member of the Council and ~~of the Public Officer~~ **the Secretary**.

**39. Custody of Books, etc**

Except as otherwise provided by these Rules, the ~~public officer or~~ **Institutes appointed Accountant and or the** Secretary shall keep in his or her custody or under his or her control all records, books and **financial** documents relating to the Association.

**40. Inspection of Books, etc.**

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

**41. Service of Notices**

- (a) For the purpose of these rules a notice may be served by or on behalf of the Association 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.

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## 42. Surplus Property

- (a) ~~Pursuant to section 53 (a) of the Act, in~~ In the event of the winding up or the cancellation of the incorporation of the Association, all surplus property shall be vested in the Missions to Seamen, or some other tax-exempt maritime charity as shall be determined by the Council.
- (b) The incorporated association so nominated shall be one which fulfils the requirements specified in ~~sections 53 (2) (a) – (c) of~~ **the relevant sections of the Corporations Act 2001 or any other applicable Regulation or Act as applies to the Association**

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