

**THE ~~CONSTITUTION~~RULES**

**OF**

**THE AUSTRALIAN NAVAL INSTITUTE**

**INCORPORATED**

**AS AMENDED APPROVED AT THE ANI ANNUAL  
GENERAL MEETING ON ~~TO~~ 31 MARCH ~~2014~~2015**

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**THE AUSTRALIAN NAVAL INSTITUTE  
(AN ASSOCIATION INCORPORATED IN THE  
AUSTRALIAN CAPITAL TERRITORY)**

**CONSTITUTION**

1. The name of the association shall be THE AUSTRALIAN NAVAL INSTITUTE INCORPORATED (in these rules called "the Institute").
2. (1) In these rules, unless the contrary intention appears

“Act” means the Associations Incorporation Act 1991

"General Meeting" means a general meeting of members convened in accordance with rule 14.

"Ordinary Councillor" means a member of the Council to whom paragraph (b) of sub-rule (1) of rule 24 relates.

"Members" shall consist of persons all of whom are members of the Institute in accordance with rule 6.

“Life members” shall consist of persons who have been elected to and have accepted life membership of the Institute in accordance with rule 6.

“Honorary members” shall consist of persons who have been elected to and have accepted honorary membership of the Institute in accordance with rule 6.

"The Navy" means the Royal Australian Navy.
- (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 Ordinance 1937-1959 and that Ordinance as in force on the date on which these rules are adopted by the Institute Act.~~
3. The office of the Institute shall be at such places as the Council may, from time to time, determine.
4. The basic objectives of the Institute are:
  - (a) To encourage and promote the advancement of knowledge related to the Navy and the maritime profession;
  - (b) To provide a forum for the exchange of ideas concerning subjects related to the Navy and the maritime profession;
5. (1) In addition to the basic objectives of the Institute the objectives and purposes of the Institute shall be deemed to include -

**Interpretation**

**Institute's  
Office**

**Objectives**

- (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 Institute;
- (b) The construction, maintenance and alteration of buildings, or works necessary or convenient for any of the objectives or purposes of the Institute;
- (c) The accepting of any gift, whether subject to a special trust or not, for any one or more of the objectives or purposes of the Institute;
- (d) The taking of such steps from time to time as the Council or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Institute, whether by way of donations, subscriptions or otherwise;
- (e) The printing and circulation of such newspapers, periodicals, journals, leaflets and/or other documents to the members as the Council or the members in general meeting may deem expedient for the publication and promotion of the objectives and purposes of the Institute;
- (f) The borrowing and raising of money in such manner and on such terms as the Council 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 or the payment of a debt or liability of the Institute by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Institute;
- (g) Subject to the provisions of the Trustee Ordinance 1957, the investment of any moneys of the Institute not immediately required for any of its objectives or purposes in such manner as the Council may from time to time determine;
- (h) The making of gifts, subscriptions or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (I) of section 78 of the Income Tax Assessment Act 1936-1965 of the Commonwealth relates;
- (i) 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 Institute and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Institute and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (j) The establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objectives of the Institute;
- (k) The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objectives of the Institute or of any of the objectives and purposes specified in the foregoing provision of this sub- rule.

6. (1) There shall be three classes of members of the Institute, namely
- (a) Members;
  - (b) Life members; and
  - (c) Honorary members -
- and membership of the Institute is divided into three classes accordingly.

## **Membership**

- (2) Life members shall have all the rights and privileges of members, including the right to vote in general meetings of the Institute and the right to hold office in or to be a member of the Council of the Institute.
- (3) Honorary members shall have all the rights and privileges of members, except the right to vote in general meetings of the Institute and the right to hold office in or to be a member of the Council of the Institute.
- (4) A person who is not a member of the Institute at the time of its incorporation shall not be admitted to membership unless his admission as such is approved by the Council.
- (5) An application for membership of the Institute -
  - (a) Shall be made in writing in a form approved by the Council;
  - (b) Shall be signed by the applicant; and
  - (c) Shall be lodged with the Secretary of the Institute or such person with authority delegated by the Council to receive membership applications.
- ~~(6)~~ ~~As soon as practicable after receipt of an application for membership the Secretary shall refer the application to the Council.~~
- ~~(67)~~ ~~Upon an application being approved by the Council the Secretary shall, with as little delay as possible, notify~~ the applicant will be notified in writing with as little delay as possible that they have been approved for membership and, upon receipt of the sum payable by or on behalf of the applicant as their first year's subscription and joining fee, shall enter the applicant's name as a member in a register of members kept by the Secretary, whereupon the applicant becomes a member of the Institute.
- ~~(78)~~ A person who has rendered distinguished service to the Institute may be elected by the Council to life membership to the Institute.
- ~~(89)~~ A person who has made distinguished contribution to the Navy or the maritime profession may be elected by the Council to honorary membership to the Institute.
- ~~(9+0)~~ The Council having elected a person to honorary or life membership, the Secretary or such person with authority delegated by the Council shall, with as little delay as possible, notify that person in writing of his or her election and, upon receipt of the person's acceptance of honorary or life membership, shall enter that name as an honorary or life member in the register of members, whereupon the person becomes a member of the Institute in the appropriate category of membership.
- ~~(10+)~~ Life membership -
  - (a) Is granted for life;
  - (b) May be revoked by the Council; and
  - (c) Is not conditional upon payment of any subscription or fee.
- ~~(112)~~ Honorary membership -
  - (a) May be granted for a fixed term or for life;
  - (b) May be revoked by the Council; and
  - (c) Is not conditional upon payment of any subscription or fee.

**Life and  
Honorary  
Membership**

- (123) The total number of life and honorary members in the Institute shall be managed by the Council and should normally not exceed ten percent of the number of financial members.
- (134) A member of the Institute may at any time resign from the Institute by delivering or sending by post to the Secretary or such person with authority delegated by the Council a written notice of resignation.
- (145) Upon receipt of a notice under sub-rule (10) of this rule, the Secretary or such person with authority delegated by the Council 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 Institute.
- (156) A right, privilege or obligation of a person by virtue of their membership of the Institute
- (a) Is not capable of being transferred or transmitted to another person; and
  - (b) Terminates upon the cessation of his membership, whether by death, resignation or otherwise.
- (167) Members are not to be liable to contribute towards payment of liabilities of the Institute on a winding up.
7. (1) The income and property of the Institute; however derived, shall be applied solely towards the promotion of the objectives and purposes of the Institute and no property or portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Institute.
- (2) The Institute shall not –
- (a) With the exception of the Journal Editor, appoint a person who is a member of the Council to any office in the gift of the Institute to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
  - (b) Pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Institute of-
- (a) Remuneration in return for services actually rendered to the Institute by the servant or member or for goods supplied to the Institute by the servant or member in the ordinary course of business;
  - (b) Interest at a rate not exceeding seven and one-quarter per cent on moneys lent to the Institute by the servant or member; or
  - (c) A reasonable and proper sum by way of rent for premises let to the Institute by the servant or member.
8. (1) True accounts shall be kept -
- (a) Of all sums of money received and expended by the Institute and the matter in respect of which the receipt or expenditure takes place; and
  - (b) Of the property, credits and liabilities of the Institute, and, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Institute for the time being, those accounts shall be open to the inspection of the members of the Institute.

**Income and  
property  
of the  
Institute**

**Accounts of  
receipts  
expenditure etc**

- (2) The Treasurer of the Institute, or such person with authority delegated by the Council, shall faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Institute in such form and manner as the committee may direct.
- (3) The accounts, books and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Institute's office or at such other place as the Council may decide.
9. (1) The Treasurer of the Institute, or such person with authority delegated by the Council, shall, on behalf of the Institute, receive all moneys paid ~~to the Institute and forthwith after the receipt thereof issue official receipts therefore.~~ **Banking and Finance**
- (2) The Council shall cause to be opened with such bank as the Council selects a banking account in the name of the Institute into which all moneys received shall be paid by the Treasurer, or such person with authority delegated by the Council, as soon as possible after receipt thereof.
- (3) The Council may receive from the Institute's bank or bankers for the time being the cheques drawn by the Institute on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Institute.
- (4) Except with the authority of the Council, no payment of a sum shall be made from the funds of the Institute otherwise than by cheque drawn on the Institute's bank account.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Council, being two of not more than four members authorised by the Council for that purpose.
10. (1) At each annual general meeting of the Institute, the members present shall appoint a person, who is not a member or the public officer of the Institute, as the auditor of the Institute. **Auditor**
- (2) A person so appointed shall hold office until the annual general meeting next after that at which they are appointed, and is eligible for re-appointment.
- (3) The first auditor of the Institute may be appointed by the Council before the first annual general meeting, and if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- (4) If an appointment is not made at an annual general meeting the Council shall appoint an auditor of the Institute for the then current financial year of the Institute.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Institute, the Council may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.
11. (1) Once at least in each financial year of the Institute the accounts of the Institute shall be examined by the Auditor. **Audit of Accounts**
- (2) The auditor shall certify as to the correctness of the accounts of the Institute and shall report thereon to the members present at the annual general meeting.
- (3) In his/her report and in certifying to the accounts, the auditor shall state -



- (a) Whether he/she has obtained the information required;
  - (b) Whether in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Institute according to information at his/her disposal and the explanation given to him/her as shown by the books of the Institute; and
  - (c) Whether the rules relating to the administration of the funds of the Institute have been observed.
- (4) The Secretary of the Institute, or such person with authority delegated by the Council, shall cause to be delivered to the auditor a list of all the accounts, books and records of the Institute.
- (5) The auditor -
- (a) Has a right of access to the accounts, books, records, vouchers and documents of the Institute;
  - (b) May require from the servants of the Institute such information and explanations as may be necessary for the performance of his/her duties as auditor;
  - (c) May employ persons to assist him/her in investigating the accounts of the Institute; and
  - (d) May, in relation to the accounts of the Institute, examine any member of the Council or any servant of the Institute.
12. (1) The Institute shall in each year hold an annual general meeting on such date and at such place and time as the Council thinks fit within the period of five months after the expiration of each Financial Year of the Institute.
- ~~(2) The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of the Institute) as the Council may determine.~~
- (2) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- ~~(3) The annual general meeting shall be specified as such in the notice convening it.~~
- (4) 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 general meeting held since that meeting;
  - (b) To receive from the Council, auditor and servants of the Institute reports upon the transactions of the Institute during the last preceding financial year;
  - (c) To elect the officers of the Institute and the ordinary Councillor's as required;
  - (d) To appoint the auditor and determine his remuneration; and
- ~~— To determine the remuneration of servants of the Institute.~~
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules and the Act.
- ~~(6) Fifteen~~ Twenty members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a

**Annual  
General  
Meeting**

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general meeting.

(67) All general meetings other than the annual general meeting shall be referred to as  
~~called special~~ general meetings.

13. (1) The Council may whenever it thinks fit, convene a ~~special~~ general meeting of the Institute.
- (2) The Council shall, on the requisition in writing of not less than ten members, convene a ~~special~~ meeting of the Institute.
- (3) A requisition for a ~~special~~ general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Institute and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (4) If the Council does not cause a ~~special~~ general meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Institute, the requisitionists, or any 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 requisition.
- (5) A ~~special~~ general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by Council, and all reasonable expenses incurred in convening the meeting shall be refunded by the Institute to the persons incurring them.

**Special  
General  
Meeting**

14. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary of the Institute, or such person with authority delegated by the Council, shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post, email, fax or other technology determined by the Council, a notice to all members specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

~~14. The Secretary of the Institute shall, at least fourteen days before the date fixed for holding a general meeting of the Institute, cause to be inserted in at least one newspaper published in The Territory, an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.~~

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**General  
Meeting**

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary, or such person with authority delegated by the Council will, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each all members in the manner provided in subrule 14(1) specifying, in addition to the matters required under that subrule, the intention to propose the resolution as a special resolution.

15. (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 specifically 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) ~~Fifteen~~ **Twenty** 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, shall be dissolved; and in any other

**Business at  
General  
Meeting**

**Quorum**

case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day which the meeting is adjourned) at the same place.

- (5) If, at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present, being not less than fifteen, shall constitute a quorum. Should the revised quorum not be achieved within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

16. (1) The President, or in his absence the Vice-President, shall preside as Chairman at every general meeting of the Institute subject to subrule 16(2):-
  - (2) If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman thereat.
17. (1) The Chairman 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 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.
  - (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
  - (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjourned meeting.
18. A question arising at a general meeting of the Institute shall be determined on a show of hands and, unless before or on the declaration of the results of the show of hands a poll is demanded, a declaration by the Chairman 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 of the Institute is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of; or against, that resolution.
19. (1) Upon any question arising at a general meeting only members may vote and each member shall have one vote only.
  - (2) All votes shall be given personally.
  - (3) In the case of an equality of voting on a question the Chairman of the meeting is entitled to exercise a second or casting vote.
20. If at a meeting a poll on any question is demanded it shall be taken at the meeting in such a manner as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
21. A poll that is demanded on the election of a Chairman, 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 may direct.
22. (1) The affairs of the Institute shall be managed by a committee of management, known as the Council, constituted as provided in rule 24.

### **Chairing of General Meetings**

### **Adjournment of General Meeting**

### **Resolution of Questions at General Meeting**

### **Voting**

### **Taking a Poll**

### **When a Poll is to be taken**

### **The Council**

- (2) The Council -
  - (a) Shall control and manage the business and affairs of the Institute;
  - (b) May, subject to these rules, exercise all such powers and functions as may be exercised by the Institute, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Institute; and
  - (c) Subject to the ~~Ordinance-Act~~ and these rules, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Institute.

23. (1) The Officers of the Institute shall be -

- (a) A President;
- (b) A Vice-President;
- (c) A Treasurer;
- (d) A Secretary; ~~and~~
- ~~(d) - A Journal Editor.~~

- (2) The President and at least fifty percent of the membership of the Council shall be members undertaking full-time service in the RAN or have previously -been in full-time service in the RAN.
- (3) The provision of sub-rules (2),(3) and (4) of rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons in any of the offices mentioned in sub-rule (1) of this rule.
- (4) ~~Each officer of the Institute shall hold office until the annual general meeting next after the date of their election but is eligible for re-election. The term of office for each officer of the Institute shall be for a period of two years after the date of his election and he will be eligible for re-election.~~
- (5) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Council may appoint one if its members to the vacant office, and the member so appointed may continue in office until the annual general meeting next after the date of their appointment.

24. (1) The Council shall consist of -

- (a) The officers of the Institute; and
- (b) At least six and up to twelve<sup>1</sup> other members, known as ordinary Councillors, all of whom shall be elected at the annual general meeting of the Institute in each year.

- (2) Each ordinary Councillor shall, subject to these rules, hold office ~~until the annual general meeting next~~ for a period of two years after the date of his election, but is eligible for re- election.
- (3) In the event of a casual vacancy occurring in the office of ordinary Councillor,

**Officers of the Institute**

**Composition of the Council**

**Casual**

<sup>1</sup> Increased from ten to twelve at the AGM 14 March 2013

the Council may appoint a member of the Institute to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the annual general meeting next after the date of their appointment.

**Vacancies  
in the  
Council**  
**Election of  
the Council**

25. (1) Nominations of candidates for election as officers of the Institute or as ordinary Councillors -
- (a) Shall be made in writing signed by two members of the Institute 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 Secretary of the Institute at least ten days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies in the Council, the candidates nominated shall be deemed to be elected and further nominations ~~shall~~ may 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 and ordinary Councillors shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct.

26. For the purpose of these rules, the office of an officer of the Institute or of an ordinary Councillor becomes vacant if the officer or Councillor –
- (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 creditors;
  - (c) Becomes of unsound mind;
  - (d) Resigns his office by writing under his hand addressed to the Council;
  - (e) Ceases to be a member of the Institute; or
  - (f) Fails to pay all arrears of subscription due by him within fourteen days after he has received a notice in writing signed by the public officer stating that he has ceased to be a financial member of the Institute.

**Vacancy of  
Office**

27. (1) The Council shall meet at least once in each three months at such place and at such times as the Council may determine.
- (2) Special-General meetings of the Council may be convened by the President or any three of its members.
- (3) Notice shall be given to members of the Council of any special-general meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) Any six members of the Council, at least two of whom must be Officers of the Institute, constitute a quorum for the transaction of the business of a meeting of the Council.

**Meetings of  
the Council**

**Quorum of  
the Council**

- (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 of the following week unless the meeting was a special-general meeting, in which case it lapses.
  - (6) At meetings of the Council -
    - (a) The President, or in his absence the Vice-President; or
    - (b) If the President and Vice-President are absent, one of the remaining members of the Council as may be chosen by the members present shall preside.
  - (7) Questions arising at meetings of the Council shall be determined on 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) Each member present at a meeting of the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
  - (9) Written notice of each Council meeting shall be served on each member of the Council by delivering to them at a reasonable time before the meeting, or by sending it by post in a prepaid letter addressed to them at their usual or last-known place of abode in time to reach them in due course of post before the date of the meeting. Such notice may be delivered via electronic mail.
28. (1) A member of the Council who is interested in any contract or contract or arrangement made or proposed to be made of with the Institute, shall disclose their interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration, if their interest then exists, or in any other case, at the first meeting of the Council after the acquisition of their interest.
- (2) If a member of the Council becomes interested in a contract or arrangement after it is made or entered into they shall disclose their interest at the first meeting of the Council after they become so interested.
- (3) No member of the Council shall vote as a member of the Council in respect of any contract or arrangement in which they are interested and if they do so vote, their vote shall not be counted.
29. (1) The Council may at any time appoint a sub-committee from the Council as it may think fit and shall prescribe the powers and functions thereof.
- (2) The Council may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Institute, but a person so co-opted is not entitled to vote as a member of the sub-committee.
- (3) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) The Secretary of the InstituteChair of a sub-committee is responsible for calling meetings of a sub-committee.
- (5) Written notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering it to them at a reasonable time before the meeting, or by sending it by post in a pre-paid letter addressed to them at their usual or last-known place of abode in time to reach them in due course of post before the date of the meeting. Such notice may be delivered via electronic mail.

**Disclosure  
of interest  
in contracts**

**Sub-  
Committees**

**Executive  
Committee**

- (6) The President, the Vice-President, the Treasurer and the Secretary constitute an executive committee, which may issue instructions to the public officer and the servants of the Institute in matters of urgency connected with the management of the affairs of the Institute during the intervals between meetings of the Council, and where any such instructions are issued shall report thereon to the next meeting of the Council.

**Annual  
Subscription**

30. (1) ~~Until otherwise fixed pursuant to sub-rule (2) of this rule, the annual subscription payable by members shall be an amount determined from time to time at the Annual General Meeting by the Council.~~
- (2) ~~The amount of the annual subscription and joining fee may be altered from time to time by the members by resolution.~~
- (3) The annual subscription of a member is due and payable on or before the last day of expiration of the subscription.

**Financial Year**

31. The financial year of the Institute is the period beginning on the first day of January in each year and ending on the thirty first day of December next following or such other period as the Council may determine. ~~Year~~

**Notices**

32. A notice may be served by or on behalf of the Institute upon any member either personally or by sending it through the post in a prepaid letter, email, fax or other technology determined by the Council. addressed to the member at their usual or last-known place of abode.

**Expulsion of  
members**

33. (1) Subject to this rule, the Council may expel a member from the Institute if in the opinion of the Council the member has been guilty of conduct detrimental to the interests of the Institute.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect-
- (a) Until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
- (b) If the member exercises their right of appeal under this rule, until the conclusion of the ~~special~~ general meeting convened to hear the appeal – whichever is the later date.
- (3) Where the Council expels a member from the Institute, the Secretary of the Institute shall without undue delay cause to be served on the member a notice in writing –
- (a) Stating that the Council has expelled the member;
- (b) Specifying the grounds for the expulsion; and
- (c) Informing the member that if they so desire they may, within fourteen days after the service of the notice on them, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a ~~special~~ general meeting by delivering or sending by post to the Secretary of the Institute, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.
- (5) Upon receipt of a requisition under sub-rule (4) of this rule, the Secretary shall forthwith notify the Council of its receipt, and the Council shall thereupon cause a



~~special~~ general meeting of members to be held within twenty-one days after the date on which the requisition is received by the Secretary.

- (6) At a ~~special~~ general meeting convened for the purpose of this rule -
  - (a) No business other than the question of the expulsion shall be transacted;
  - (b) The Council may place before the meeting details of the grounds of the expulsion and the Council's reasons for the expulsion;
  - (c) The expelled member shall be given an opportunity to be heard; and
  - (d) The members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the ~~special~~ general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue their membership of the Institute.
- (8) If at the ~~special~~ general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect and the expelled member ceases to be a member of the Institute.

34. (1) These rules may be amended by resolution passed by three quarters<sup>2</sup> majority of financial members voting at ~~an annual special~~ general meeting or general meeting.
- (2) Notice of the proposed amendment shall be included in the notice calling the ~~special~~ general meeting.
- (3) An amendment to the objectives and purposes of the Institute shall not be effective until approved by the Registrar.
35. (1) The seal of the Institute shall be in the form of a stamp inscribed with the name of the Institute encircling the word "Seal".
- (2) The seal of the Institute shall not be affixed to any instrument except by the authority of the Council and the affixing thereof shall be attested by the signatures either of two members of the Council or of one member of the Council and of the Public Officer of the Institute, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Council.
- (3) The seal shall remain in custody of the ~~P~~ublic ~~O~~fficer.
36. (1) The Public Officer of the Institute shall be appointed by the Council in accordance with the ~~Ordinance Act~~ and may be dismissed from their office by the Council.
- (2) The Public Officer shall carry out such duties as are required of them by the ~~Ordinance Act~~, these rules or the Council.
- (3) The Public Officer shall receive no remuneration by way of salary, fees or allowances in respect of their office but shall be reimbursed any out-of-pocket expenses which, in the opinion of the Council, they have necessarily incurred in the execution of their duties on behalf of the Institute.
- (4) The Public Officer is not prevented by reason only of their being the Public Officer of the Institute from being an officer or ordinary Councillor of the Institute.
37. The Council may in its discretion from time to time appoint a Patron and/or Patrons of the Institute.

**Alteration  
of the  
Constitution**

**Seal of  
the Institute**

**Public Officer**

**Patron**

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<sup>2</sup> Changed from two thirds to three quarters at the AGM 31 March 2014

**AUSTRALIAN NAVAL INSTITUTE**

**BY LAWS**

**AS APPROVED JUNE 1982**

**Commented [C2]:** Remove this section in its entirety from the ANI Rules. Include relevant content in a separate Business Rules/Procedures document that can be changed by Council from time to time

**Commented [BM3]:** Agree.

NOTE: Amendment of By Laws are to be advised to The Commissioner for Corporate Affairs in the ACT within one month of the amendment being properly approved.

**PREFACE**

These By-Laws having been approved by Council in conformity with Article 22(2) of the Constitution are promulgated to assist in the smooth functioning of the Institute.

Each member upon election to the Institute shall receive a copy of the By-Laws and upon written application to the Secretary and payment of a fee of \$1.00 or such other sum as may be approved from time to time by Council a member may purchase a copy of the Constitution of the Institute.

Signed for and on behalf of Council

Original Signed by

(R.C. SWAN)

President

Australian Naval Institute

June 1982

NOTE - Words used hereafter importing the masculine gender include female.

## BY-LAWS

### 1. MEMBERSHIP

#### 1.1 Consideration of Application for Membership

- a. The Council shall prescribe regulations governing procedure in matters relevant to the consideration of applications.
- b. Rejection by the Council of an application for membership shall be recorded in the minutes of the Council. The reason for the rejection shall not be noted in the minutes.
- c. Following the rejection of an application, the application concerned shall be notified of the fact but shall not be entitled to be furnished with any reason for the rejection. The application cannot be renewed within one year from the date of such notification. All fees paid by the applicant shall be returned with the notification.

#### 1.2 Membership Certificate

- a. Every elected member, having made all proper payments, shall be entitled to a certificate of election. All certificates issued shall be the property of the Institute and shall remain valid only so long as the holder remains a member of the Institute. The certificate must be returned by any person who has resigned or whose name has been removed from the Register upon receipt of notice requiring him to do so.

**Commented [CM4]:** This does not happen and this by-law should be removed

### 2. SUBSCRIPTION

#### 2.1 Amount

- a. All members on joining the Institute shall pay the annual subscription as defined in Rule 30 of the Constitution. Those members who join during the financial year of the Institute will receive all the Journals for that year.

**Commented [CM5]:** Does this need to be included still given the changed publishing/web practices

#### 2.2 Arrears of Subscription

- a. If at any time subscriptions are due from a member and unpaid for three months after a written notice has been sent to him by the Secretary, the Council may delete the name of the member from the Register of members until such time as he pays the amount due.
- b. A lapsed member will be readmitted to membership of the Institute on payment of the amount due.

#### 2.3 Resignation

- a. If all of the member's dues or indebtedness have been paid no further liabilities shall accrue in respect of subscription to membership as from the date of receipt of the resignation by the Secretary. If all of the member's dues or indebtedness have not been paid, the Council may authorise the acceptance of the resignation with exemption from payment of all or any of the indebtedness or subject to the member being liable for the subsequent payment of all or any of the indebtedness. No refund of subscription is claimable by a member on resignation of his membership from the Institute.

### 3. INDEMNITY OF OFFICE BEARERS AND OTHERS

- a. No Officer, Ordinary Councillor or member of the Institute shall be liable for the acts receipts neglects or defaults of any other Officer, Ordinary Councillor or member on account of his joining in any receipt or other act or conformity or for any loss or expense happening to the Institute through the insufficiency or deficiency of title to any property acquired by or on behalf of the Institute or for the Institute or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Institute shall be invested or for any loss or damage

arising from bankruptcy insolvency or tortious act of any persons with whom any moneys securities or effect shall be deposited or for any loss or error of judgement omission default or oversight on his own part or for any other loss damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same happen through his own wilful default or neglect.

#### **4. JOURNAL**

- a. There shall be published quarterly, or at such periods as the Council may decide, a Journal containing such papers and documents as may be approved by the Council, together with editorial and professional notes deemed of value to the Navy and maritime affairs.
- b. A member shall be eligible for one copy of the Journal of the Institute published in the quarter containing the date of acceptance of his application for membership and also he shall be eligible for one copy of each Journal published after the membership application acceptance date, providing the member's subscriptions are fully paid.
- c. Surplus copies of Journals may be sold to members for a sum determined by the Council from time to time.
- d. Suitable business and other organisations with similar interests may be invited by the Council to take out Journal subscriptions for an annual sum to be determined by the Council. A Journal subscription will not give membership to any member of the business or other organisation taking out the subscription.

#### **5. ACCOUNTS**

##### **5.1 Examination of Accounts**

- a. The accounts of the Institute may be examined by a member on written application to the Secretary.

#### **6. CHAPTERS OF THE INSTITUTE**

##### **6.1 Formation – Convener**

- a. The Council may form Chapters of the Institute as necessary to further the aim and objectives of the Institute within the rules contained in the By-Laws. The Chapter will be distinguished by a name to be approved by the Council.
- b. A Convener of a Chapter shall be appointed by the Council to manage the affairs of the Chapter in conformity with the Constitution and By-Laws. The Convener may co-opt members of the Institute to assist him in the management of the Chapter.
- c. Each Chapter shall operate on a sound financial basis and shall not incur indebtedness on behalf of the Institute. The Council may remit to each Chapter for the purposes of administration such funds as it may from time to time determine.
- d. The Convener of a Chapter is to forward annually to the Council at the end of the financial year of the Institute a report of the Chapter's activities and financial status.

##### **6.2 Chapter Meetings**

- a. The Convener of a Chapter may from time to time convene Chapter Meetings for the purpose of lectures, discussions, seminars or such procedures as he sees fit to achieve the aims and objectives of the Institute.
- b. Notice of Chapter Meetings will normally be forwarded to all members of the Chapter by the Convener not less than 30 days before the meeting. The notice shall state the purpose of the meetings. Notice of the meeting will also be placed in the Institute Journal if time allows.

- c. Members may bring guests to Chapter Meetings. Members are responsible for the behaviour of their guests.
- d. Lectures and papers proposed for presentation to a Chapter Meeting shall be approved by the Convener. The Convener will accept only those submissions which it is considered are of interest and likely to attract attendance from members of the Institute.
- e. The conduct of a chapter Meeting will rest with the Convener who will act as Chairman; in his absence, the Chairman will be elected by those members present.