

**The Rules of the Australian Naval Institute Incorporated**



**THE RULES**

**OF**

**THE AUSTRALIAN NAVAL INSTITUTE**

**INCORPORATED**

As approved at the ANI Annual General Meeting on 31 March 2015

and amended:

General Meeting on 23 February 2018; and  
Annual General Meeting on 8 November 2019; and  
Annual General Meeting on 12 November 2020

## The Rules of the Australian Naval Institute Incorporated

### TABLE OF CONTENTS

<b>Article no.</b>	<b>Article Subject</b>	<b>Page</b>
1	The Rules of the Australian Naval Institute Incorporated	4
2	Interpretation	4
3	Institute's Office	4
4	Objectives	4
5	Objectives	4
6	Membership	5
7	Income and property of the Institute	7
8	Accounts of receipts and expenditure etc.	8
9	Banking and Finance	8
10	Auditor	8
11	Audit of Accounts	9
12	Annual General Meeting	9
13	General Meeting	10
14	Notice of General Meeting	10
15	Business at General Meeting	11
16	Chairing of General Meetings	11
17	Adjournment of General Meetings	12
18	Resolution of Questions at General Meeting	12
19	Voting	12
20	Taking a Poll	12
21	When a Poll is to be taken	12
22	The Council	12
23	Officers of the Institute	13
24	Composition of the Council	13
25	Election of the Council	14
26	Vacancy of Office	14
27	Meetings of the Council	14
28	Disclosure of interests in contracts	15
29	Sub-Committees	16
30	Annual Subscription	16

## The Rules of the Australian Naval Institute Incorporated

<b>Article no.</b>	<b>Article Subject</b>	<b>Page</b>
31	Financial Year	16
32	Notices	16
33	Expulsion of Members	16
34	Alteration of the Constitution	19
35	Seal of the Institute	19
36	Public Officer	19
37	Patron	19

## THE AUSTRALIAN NAVAL INSTITUTE

(AN ASSOCIATION INCORPORATED IN THE AUSTRALIAN CAPITAL TERRITORY)

### RULES

1. The name of the association shall be THE AUSTRALIAN NAVAL INSTITUTE INCORPORATED (in these rules called "the Institute").
2. **Interpretation.**
  - (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 Act.
3. **Institute's Office.** The office of the Institute shall be at such places as the Council may, from time to time, determine.
4. **Objectives.** 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:

## **The Rules of the Australian Naval Institute Incorporated**

- (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 (l) 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. Membership.**

- (1) There shall be three classes of members of the Institute, namely
  - (a) Members;
  - (b) Life members; and

## The Rules of the Australian Naval Institute Incorporated

(c) Honorary members -

and membership of the Institute is divided into three classes accordingly.

- (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/her admission as such is approved by the Council.
- (5) An application for membership of the Institute -
  - (a) Shall be made using the membership form or the on-line form on the ANI web page; and
  - (b) Shall be approved by the Membership Sub-Committee who have the authority delegated by the Council to approve membership applications.
- (6) 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 details in accordance with the Act as a member in a register of members kept by the Secretary or person nominated by the Council, whereupon the applicant becomes a member of the Institute.
  - (a) A member may apply to the Council to inspect the register of members. The Council will consider the request in accordance with the Act.
  - (b) A member may apply to the Council to restrict access to personal information recorded in the register of members. The request will be considered in accordance with the Act.
- (7) **Life Membership.** A person who has rendered distinguished service to the Institute may be elected by the Council to life membership to the Institute.
- (8) **Honorary Membership.** 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) 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/her 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;

## **The Rules of the Australian Naval Institute Incorporated**

- (b) May be revoked by the Council; and
  - (c) Is not conditional upon payment of any subscription or fee.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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/her membership, whether by death, resignation or otherwise.
- (16) Members are not to be liable to contribute towards payment of liabilities of the Institute on a winding up.

### **7. Income and Property of the Institute.**

- (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) 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

## **The Rules of the Australian Naval Institute Incorporated**

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. Accounts of receipts and expenditures etc.**

- (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.
- (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. Banking and Finance.**

- (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.
- (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 or by electronic funds transfer.
- (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. Auditor.**

- (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.



## **The Rules of the Australian Naval Institute Incorporated**

- (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. Audit of Accounts.**

- (1) Once at least in each financial year of the Institute the accounts of the Institute shall be examined by the Auditor.
- (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. Annual General Meeting.**

## The Rules of the Australian Naval Institute Incorporated

- (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 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) (a) The Institute may hold the Annual General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.  
(b) Anyone using this technology is taken to be present in person at the meeting.
- (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 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 Councillors as required;
  - (d) To appoint the auditor.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules and the Act.
- (7) **Quorum.** Fifteen members personally or virtually present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- (8) All general meetings other than the annual general meeting shall be referred to as general meetings.

### 13. **General Meeting.**

- (1) The Council may whenever it thinks fit, convene a general meeting of the Institute. A General Meeting may be held at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (2) The Council shall, on the requisition in writing of not less than ten members, convene a meeting of the Institute.
- (3) A requisition for a 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 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 Rules of the Australian Naval Institute Incorporated

the deposit of the requisition.

- (5) A 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.

### 14. Notice of General Meeting.

- (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, will, 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.
- (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 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. Business at General Meeting.

- (1) All business that is transacted at 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. [SEP]
- (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. [SEP]
- (3) **Quorum.** Fifteen 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. [SEP]
- (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 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. [SEP]
- (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.

## The Rules of the Australian Naval Institute Incorporated

### 16. **Chairing of General Meetings.**

- (1) The President, or in his or her 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. **Adjournment of General Meeting.**

- (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. **Resolution of Questions at General Meeting.** 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. **Voting.**

- (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. **Taking a Poll.** 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. **When a Poll is to be taken.** 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. **The Council.**

- (1) The affairs of the Institute shall be managed by a committee of management, known as the Council, constituted as provided in rule 24.
- (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

## The Rules of the Australian Naval Institute Incorporated

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 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. Officers of the Institute.

- (1) The Officers of the Institute shall be -
  - (a) A President;
  - (b) A Vice-President;
  - (c) A Treasurer; and
  - (d) A Secretary.
- (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) The term of office for each officer of the Institute shall be for a period of two years after the date of his/her election and he/she 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 of 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.
- (6) Councillors of the Institute must exercise the Councillor's functions and discharge the Councillor's duties in accordance with Division 4.2 or the Associations Incorporation Act, which comprises section 66A (Duty of care and diligence), section 66B (Duty of good faith and proper purpose), section 66C (Use of position), and section 66D (Use of information).

### 24. Composition of the Council.

- (1) The Council shall consist of -
  - (a) The officers of the Institute; and
  - (b) At least six and up to fifteen other members, known as ordinary Councillors, all of whom shall be elected at the annual general meeting of the Institute.
- (2) Each ordinary Councillor shall, subject to these rules, hold office for a period of two years after the date of his/her election, but is eligible for re- election.
- (3) **Casual Vacancies in the Council.** In the event of a casual vacancy occurring in the office of ordinary Councillor, 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.

## The Rules of the Australian Naval Institute Incorporated

### 25. Election of the Council.

- (1) Nominations of candidates for election as officers of the Institute or as ordinary Councillors -
  - (a) Shall be made using the ANI Council Nomination Form; and
  - (b) Shall be delivered to the Secretary of the Institute at least seven 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 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. Vacancy of Office. 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/her creditors;
- (c) Becomes of unsound mind;
- (d) Resigns his/her office by writing under his/her hand addressed to the Council or by written notice given to the public officer;
- (e) Ceases to be a member of the Institute;
- (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; or
- (g) Fails to attend a Council Meeting in person or by telephone for six months except where the Council resolves to accept the absence is due to extenuating circumstances.

### 27. Meetings of the Council.

- (1) The Council shall meet at least once in each three months at such place and at such times as the Council may determine. The Council may hold meetings using any technology (such as video or teleconferencing) that is agreed to by all of the Councillors. The Councillor's agreement may be a standing (ongoing) one. A Councillor may only withdraw their consent within a reasonable period before the meeting.
- (2) General meetings of the Council may be convened by the President or any three of its members.

## The Rules of the Australian Naval Institute Incorporated

- (3) Notice shall be given to members of the Council of any general meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) **Quorum of the Council.** 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.
- (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 general meeting, in which case it lapses.
- (6) At meetings of the Council -
  - (a) The President, or in his/her 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. **Disclosure of Interest.**

- (1) A member of the Council who is interested in any contract or arrangement made or proposed to be made with the Institute or other material personal interest, must disclose the nature and extent of the interest to the Committee as soon as the member becomes aware of the interest; and disclose the nature and extent of the interest at the next general meeting of the ANI. This does not apply in relation to a material personal interest that exists only because the member is an employee of the ANI or member of a class of people for whose benefit the ANI is established. The details of the disclosure must be recorded in the minutes of the meeting at which the disclosure is made.
- (2) A member of the Council who has a material personal interest in a matter being considered at a meeting must not:
  - (a) be present while the matter is being considered at the meeting; or
  - (b) vote on the matter.

## The Rules of the Australian Naval Institute Incorporated

### 29. **Sub-Committees.**

- (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 Chair 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.
- (6) **Executive Committee.** 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.

### 30. **Annual Subscription.**

- (1) The annual subscription payable by members shall be an amount determined from time to time by the Council.
- (2) The annual subscription of a member is due and payable on or before the last day of expiration of the subscription.

31. **Financial Year.** The financial year of the Institute is the period beginning on the first day of July each year and ending on the thirtieth day of June the following year.

32. **Notices.** 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.

### 33. **Expulsion of Members.**

- (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. <sup>[11]</sup><sub>[SEP]</sub>
- (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



## The Rules of the Australian Naval Institute Incorporated

conclusion of the 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 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/her 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 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 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 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 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.

### 33A. Dispute Resolution Procedure.

- (1) The Council or a member may initiate a dispute resolution procedure for dealing with any dispute under the Act or the rules between—
  - (a) a member and another member; or
  - (b) a member and the Institute.

*Note* Any power of an incorporated association to adjudicate a dispute under this section is subject to the rules of natural justice (see s 50).

## The Rules of the Australian Naval Institute Incorporated

- (2) A member may appoint any person to act on behalf of the member in the dispute resolution procedure.
- (3) In applying the dispute resolution procedure, the Institute will ensure that—
  - (a) each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute; and
  - (b) the outcome of the dispute is determined by an unbiased decision-maker; and
  - (c) the decision-maker notifies each party to the dispute, in writing, about the decision and gives reasons for the decision; and
  - (d) to the extent that doing so is compatible with paragraphs (a) to (c), the dispute resolution procedure is completed as soon as is reasonably practicable; and
  - (e) the dispute resolution procedure includes an appeal process.
- (4) If a member has initiated a dispute resolution procedure in relation to a dispute between the member and the Institute, the Institute must not take disciplinary action against any of the following people in relation to the matter which is the subject of the dispute resolution procedure until the dispute resolution procedure has been completed:
  - (a) the member who initiated the dispute resolution procedure (***complainant member***);
  - (b) a member of the Institute appointed by the complainant member under subsection (2) to act on behalf of the complainant member in the dispute resolution procedure.

### 33B. Disciplinary Action

- (1) This section applies if the Institute proposes to take disciplinary action against a member in relation to that member's status as a member of the Institute.
- (2) Subject to subsections (3) and (4), the procedure (a ***disciplinary procedure***) under which disciplinary action is taken must be in accordance with the procedure (if any) provided by the Rules of the Institute.
- (3) In applying the disciplinary procedure, the Institute must ensure that—
  - (a) the member who is the subject of the disciplinary procedure—
    - (i) is told the grounds upon which the disciplinary action against the member is proposed to be taken; and
    - (ii) has been given an opportunity to be heard in relation to the matter; and
  - (b) the outcome of the disciplinary procedure is decided by an unbiased decision-maker; and
  - (c) the decision-maker notifies the member, in writing, about the decision and gives reasons for the decision; and
  - (d) the disciplinary procedure includes an appeal process; and

## **The Rules of the Australian Naval Institute Incorporated**

(e) to the extent that doing so is compatible with paragraphs (a) to (d), the disciplinary procedure is completed as soon as is reasonably practicable.

- (4) A member of the Institute who is the subject of a disciplinary procedure must not initiate a dispute resolution procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

### **34. Alteration of the Constitution.**

- (1) These rules may be amended by resolution passed by three quarters majority of financial members voting at an annual general meeting or general meeting.
- (2) Notice of the proposed amendment shall be included in the notice calling the general meeting.
- (3) An amendment to the objectives and purposes of the Institute shall not be effective until approved by the Registrar.

### **35. Seal of the Institute.**

- (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 Public Officer.

### **36. Public Officer.**

- (1) The Public Officer of the Institute shall be appointed by the Council in accordance with the Act and may be dismissed from their office by the Council in accordance with the Act. Where a vacancy occurs in the office of the Public Officer, the Council must, within 14 days after the vacancy occurred, appoint a person who resides in the ACT to fill the vacancy.
- (2) The Public Officer shall carry out such duties as are required of them by the 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. **Patron.** The Council may in its discretion from time to time appoint a Patron and/or Patrons of the Institute.