



**AUSTRALIAN MARITIME
MUSEUMS COUNCIL**

**CONSTITUTION OF
AUSTRALIAN MARITIME MUSEUMS COUNCIL LIMITED**

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CORPORATIONS ACT 2001

Company Limited by Guarantee

CONSTITUTION

of

AUSTRALIAN MARITIME MUSEUMS COUNCIL LIMITED

1.0 NAME OF COMPANY

1.1 The name of the company shall be **Australian Maritime Museums Council Limited** [“Company”]

2.0 OBJECTS OF COMPANY

2.1 The objects of the Company are:-

2.1.1 To enhance and effectively share knowledge about Australia’s maritime heritage by promoting movable cultural heritage in the community.

2.1.2 To provide advocacy and support to Australia’s maritime museums and other similar collecting institutions with significant maritime collections including creating opportunities for these organisations to dialogue and meet for mutual benefit.

2.1.3 To provide advocacy and support to Australia’s maritime heritage community to develop and maintain partnerships with media, business, government and other cultural services organisations to the benefit of Australia’s maritime heritage places and heritage vessels.

2.1.4 To raise money to further the objects of the Company by applying for and accepting subsidies, governmental or otherwise.

2.1.5 To foster within the maritime heritage community best practice principles for the management of heritage vessels. This may include developing national standards for the Conservation Management Planning and Safety Management of these vessels in accordance with relevant Charters, Acts, Regulations and National Standards for Museums.

2.1.6 To assist generally in the promotion of, and assimilation of knowledge about ships and shipping.

2.1.7 To print and/or via digital media publish any newspaper, periodicals, books, leaflets or other publications that the Company may deem desirable from time to time for the promotion of its objects or any one of them.

- 2.2 Each of the above objects constitutes a separate object of the Company, and no such object shall be construed by reference to any other object nor shall any of the above objects be construed as being a main object of the Company and no one object or group of objects shall be deemed to be of any greater importance than any other.
- 2.3 The property, profits and other income of the Company derived from any source shall be applied solely towards the promotion of the objects of the Company set forth in this constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company.
- 2.4 The powers of the Company are:-
- [1] To fairly impose and collect Membership fees and Affiliation Fees from Members of the Company and fees from Members of the Company and other persons for use of the Company's premises, property and assets and for entering or visiting the Company's premises.
 - [2] To make Rules and By-Laws for the better carrying out of its objects and to equitably enforce such Rules and By-Laws.
 - [3] To appoint Honorary staff, paid administrators and professional advisors as may be appropriate from time to time.
 - [4] To appoint, employ or remove or suspend such managers, clerks, secretaries, servants, workmen, and other persons as may be necessary or convenient for the purposes of the Company.
 - [5] To promote and hold either alone or together with any other Company, Club, Association or organisation, meetings, displays and, without limitation, take any action considered necessary to further the objects and be in the interests of the Company.
 - [6] To suspend, terminate, disqualify or otherwise cause to be dealt with any member of the Company who has committed a breach of Constitution of the Company, or of any of its rules and by-laws or for any action considered to be unfair, unbecoming or contrary to the interest, ideals or objects of the Company.
 - [7] To form sub-committees or organisational sections or units to assist in the execution of the Companies objects.
 - [8] To enter into any arrangements with any Government or Authority that is incidental to or conducive to the attainment of the objects of any rights, privileges and concessions which the Company may think desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- [9] To purchase, hire, lease, or otherwise acquire for the purpose of the Company, any real or personal property and any rights or privileges which the Company may think necessary for the carrying out of its objects or any of them.
- [10] To invest and deal with any of the moneys of the Company not immediately required for the purposes thereof, in such securities or investments and in such manner as may be deemed fit and from time to time to vary and realise such securities and investments.
- [11] To establish, support or aid in the establishment or support of Associations, trust funds and conveniences calculated to benefit the Company and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
- [12] To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Company or any of them.

2.5 Nothing in this Constitution shall prevent :-

- [1] The payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Member or Director, in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
- [2] The payment of interest at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts on money borrowed from a Member of the Company;
- [3] Reasonable and proper rent for premises let by any Member of the Company.

2.6 No addition, alteration, or amendment shall be made to, or in, the Constitution of the Company for the time being in force unless the same shall have been previously submitted for approved by the Members of the Company in general meeting.

2.7 The liability of the Members is limited.

2.8 Each Member of the Company who becomes a Member of the Company after adoption of this Constitution undertakes to contribute to the assets of the Company in the event of it being wound up whilst he is a Member or within one year after he ceases to be a Member for the payment of the debts and liabilities of the company contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for adjustment of the rights of the contributors amongst themselves such amount as may be required but not exceeding twenty [\$20] dollars per capital Member.

3.0 PRELIMINARY

3.1 Replaceable Rules do not apply to the Company.

The Effect of the Constitution. The Constitution shall have effect as a contract:

- a) between the Company and each Member,
- b) between the Company and each Director and Company Secretary; and
- c) between the Member and each other Member,

pursuant to which each Member agrees to observe and perform the Rules within the Constitution so far as they apply to that Member.

Definitions

3.2 In this Constitution except to the extent that the context otherwise requires:

3.2.1 “**the Annual General Meeting**” means the General Meeting held each year as required by this Constitution.

3.2.2 “**ASIC**” means the Australian Securities and Investment Commission;

3.2.3 “**Associate Member**” means a legal entity admitted as a Member of the Company in accordance with **rule 4.2 [3]**;

3.2.4 “**Business day**” means a day on which banks are open for business in Sydney;

3.2.5 “**Chairman**” includes an acting Chairman under **rule 15**;

3.2.6 “**Committee**” means a committee to which powers have been delegated by the Board pursuant to **rule 28.7**;

3.2.7 “**Company**” means Australian Maritime Museums Council Limited;

3.2.8 “**Constitution**” means the Constitution for the time being of the Company;

3.2.9 “**Delegate**” means a person duly appointed by an Institutional or Corporate Member to represent that Member in accordance with this Constitution;

- 3.2.10 “**Director**” means a person appointed or elected from time to time to the office of Director of the Company in accordance with these rules and includes any alternate Director duly acting as a director;
- 3.2.11 “**Individual Member**” is a person admitted as a Member of the Company in accordance with **rule 4.2 [2]**;
- 3.2.12 “**Institutional Member**” is a legal entity admitted as a Member of the Company in accordance with **rule 4.2 [1]**;
- 3.2.13 “**in writing**” and “**written**” includes printing, typing, lithography and other modes of representing or reproducing words in a visible form.
- 3.2.14 “**Law**” means the *Corporations Act 2001* (Cth) (as amended, modified or enacted from time to time);
- 3.2.15 “**Member**” means a person or legal entity who becomes a Member of the Company in accordance with this Constitution;
- 3.2.16 “**Membership**” means membership of the Company;
- 3.2.17 “**Office**” means the registered office from time to time of the Company;
- 3.2.18 “**Person**” and words importing persons including partnerships, associations and corporations, unincorporated and incorporated by Ordinance, Act of Parliament or regulations as well as individuals;
- 3.2.19 “**Register**” means the register of Members of the Company required to be kept by Section 169 of the Law;
- 3.2.20 “**Registered address**” means the address of which the Member notifies the Company as a place at which the Member will accept service of notices;
- 3.2.21 “**Relevant interest**” has the meaning provided in Section 9 of the Law;
- 3.2.22 “**Replaceable Rules**” means all or any of the replaceable rules contained in the Law from time to time and includes any replaceable rule that was or may become, a provision of the Law;

- 3.2.23 “**Retiring Director**” means a Director who is required to retire under **rule 27** and a Director who ceases to hold office under **rule 26.1**;
- 3.2.24 “**Rules**” means the rules of this Constitution as altered or added to from time to time;
- 3.2.25 “**Secretary**” means a person appointed as secretary of the Company and includes any person appointed to perform the duties of secretary;
- 3.2.26 “**Special resolution**” has the meaning assigned to it under the Law;

Interpretation

- 3.3 In this Constitution except to the extent that the context otherwise requires:
- Words importing persons include partnerships, associations and corporation, unincorporated and incorporated;
 - Words of the plural number include the singular and vice-versa; and
 - Words importing a gender include each other gender.
- 3.4 The headings do not affect the construction of this Constitution.

4.0 MEMBERSHIP

Admission of Members

- 4.1 Subject to **rules 4.2 to 4.17**, the subscribers of the Company, are those persons who were Members as at the date of adoption of this Constitution and such other persons as the Board admits to Membership in accordance with this Constitution shall be Members of the Company.
- 4.2 Membership of the Company shall consist of :
- [1] Institutional Members, being Australian maritime heritage institutions, who shall pay an annual membership fee. These institutions must either; be a maritime museum; collect, conserve or exhibit maritime heritage; research maritime heritage, or conserve and operate heritage vessel/s. These institutions must be a legal entity (statutory body, company or association) operating a not-for-profit organisation dedicated to the preservation and promotion of Australia’s local, state or national maritime heritage in accordance with the ICOM Code of Ethics or similar protocol;
- [2] Individual Members, being individual Members that support the preservation of Australia’s maritime heritage and support the objectives of AMMC whose membership shall be subject to annual renewal, and who shall pay an annual membership fee.

- [3] Associate Members who shall pay an annual membership fee, being incorporated companies, clubs, associations and organisations, that support the preservation of Australia's maritime heritage and support the objectives of AMMC and whose Membership shall be subject to annual renewal and will have no voting rights.
- 4.3 Applications for Membership are welcome and should be completed using the pro-forma approved by the Board. The Board may in its absolute discretion admit or refuse admission of any applicant for Membership.
- 4.4 Each person applying for Institutional, Individual or Associate Membership shall in conjunction with the application for Membership, pay to the Secretary the applicable annual subscription. If the Membership applied for is not granted then all money so paid by the applicant shall be refunded by the Company.
- 4.5 Each Institutional and Associate Member must appoint a Delegate to attend meetings of the Company and to exercise the voting power of that Member in addition to the exercise by such appointee of any other voting power which he may also hold. Any Delegate may be removed or replaced by the Institutional or Associate Member who appointed the Delegate. All appointments, removals and replacements of Delegates must be notified in writing to the Company, either under seal or under the hand of an officer or attorney duly authorised, and shall take effect upon receipt by the Company.
- 4.6 Membership of the Company is not transferable, the rights, privileges or benefits of Membership of the Company being personal to the Member.
- 4.7 The Board shall cause to be kept in accordance with the requirements of the Law a Register of Members of the Company and such Registers shall contain the following particulars:
- [1] the name and address of each Member and a description of the type of Membership;
 - [2] the date on which the name of each Member was entered in the Register;
 - [3] the date on which a Member ceased to be a Member; and
 - [4] the name of the Delegate appointed under this Constitution to attend meetings on behalf of an Institutional or Associate Member.

Termination of Membership

- 4.8 Membership of the Company in the case of an Individual Member will terminate upon the death of the Member or as otherwise provided in this Constitution.

- 4.9 A Member may terminate his Membership of the Company by giving notice in writing to the Secretary and that termination will be effective on the date of receipt of the notice by the Secretary.
- 4.10 The Board may by resolution censure, fine, suspend or expel from the Company a Member on the grounds that:
- [1] the Member wilfully refuses or neglects to comply with the provisions of the Constitution; or
 - [2] the Member is guilty of conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Company.
- 4.11 Where a Member's Membership rights are to be terminated by resolution of the Board, the Board must give that Member:
- [1] at least one week's notice of the meeting, the substance of the allegations against him and the intended resolution; and
 - [2] an opportunity of lodging a written explanation or defence with the Secretary at least 24 hours before the meeting to consider his expulsion.
- 4.12 If the full amount of the annual subscription fee for a Member is not received by the Secretary within 28 days after the due date for payment, the Membership of the Member may without any further action lapse.
- 4.13 A Member who for whatever cause ceases to be a Member of the Company shall not have any claim, monetary or otherwise, on the Company's funds or property.
- 4.14 An Institutional or Associate Member ceases to be a Member if an administrator, or liquidator is appointed to the Institutional or Associate Member, or if the Institution or Associate Member is dissolved.
- 4.15 Upon ceasing to be a Member of the Company the Member shall remain liable for any monies due to the Company and unpaid at the date of his ceasing to be a Member.
- 4.16 Notwithstanding anything else contained in this Constitution, where a Member's Membership has been terminated or lapsed, the Board may at its total and unfettered discretion reinstate that Member's Membership subject to such conditions [if any] the Board considers appropriate.

4.17 Any person of or above the age of 18 years shall be eligible to be elected as a Member as hereinbefore provided.

5.0 SUBSCRIPTIONS AND DONATIONS

The donation amounts, application fees and the annual subscription fees for the various classes of Membership shall be such amounts and due at such times as the Board may from time to time determine.

6.0 INCOME AND PROPERTY

6.1 The income and property of the Company shall be applied in promotion of its objects.

6.2 All the monies of the Company shall be deposited in the name of the Company in an account with such bank as the Board may from time to time direct.

7.0 FEES

Fees. Members shall pay an Annual Membership fee and such other fees in such amounts and at such times as the Directors may from time to time determine.

(a) **Annual Membership Fees.** The Directors may from time to time determine the Annual Membership fee payable by Members on application for Membership of the Company. The Members shall, at each annual general meeting of the Company, ratify any resolution made by the Directors pursuant to this Rule in relation to the amount of the Annual Membership fees. In the event that the Members at the annual general meeting do not ratify the Director's resolution then the Annual Membership fees shall be the amounts that were determined by the Directors, and ratified by the members, at the initial annual general meeting, or any subsequent annual general meeting, whichever is the higher.

(b) **Other Fees.** The Directors may from time to time determine other fees, separate from the Annual Membership Fee, that may be payable by Members of the Company. The Members shall, at each annual general meeting of the Company, ratify any resolution made by the Directors pursuant to this Rule in relation to the amount of these other fees.

8.0 GENERAL ACCOUNTS

8.1 The financial year of the Company shall commence on the 1st day of January and end on the 31st December of the calendar year.

- 8.2 Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the Company. The Company shall ensure the relevant accounting and auditing requirements of the Law are duly complied with.
- 8.3 Unless otherwise permitted by the law or requested by a Member, the Board shall distribute to all Members at the end of each financial year copies of every profit and loss account and balance sheet as required by the law.
- 8.4 The Board shall cause to be made out and laid before each annual general meeting a balance sheet and, profit and loss account made up to date not more than six months before the date of the meeting.

Appointment of Auditor

- 8.5 The Company shall appoint a qualified person or firm as auditor for the Company, and their duties shall be regulated in accordance with the Law.

Audit Committee

- 8.6 The Board must establish [if required] an audit committee.
- 8.7 The committee may comprise such Directors and officers of the Company as the Board determines.
- 8.8 The object of the committee is to monitor the credibility and objectivity of financial reporting to assist the Board to discharge its responsibilities.
- 8.9 The Board must determine a policy for the role, terms of reference, responsibilities and method of operation of the committee.

Appointment of Actuary

- 8.10 If required, the Board must appoint a person as actuary to the Company as required under the law.

9.0 INSPECTION OF RECORDS

The Board shall determine whether, and to what extent, and at what time and place, and under what conditions the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than the Board, and a Member other than the members of the Board does not have the right to inspect any document of the Company except as provided by law or authorised by the Board or by the Company in general meeting.

10.0 GENERAL MEETINGS

- 10.1 General meetings of the Company may be called and held at the times and places and in the manner determined by the Board. Except as permitted by the Law, the Members may not convene a meeting of the Company. By resolution of the Board any general meeting [other than a general meeting which has been requisitioned by Members in accordance with the Law] may be cancelled or postponed prior to the date on which it is to be held.

10.2 The Chairman of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

who is not:

- [a] a Member or a proxy, attorney or representative of a Member;
- [b] a Director; or
- [c] an auditor of the Company.

11.0 NOTICE OF GENERAL MEETING

11.1 Not less than 21 days' notice of a general meeting may be given by the Board in the form and in the manner the Board thinks fit including notice of any general meeting at which the Board proposes or these rules require that an election of Directors be held. Notice of meetings shall be given to the Members and to such persons as are entitled under these rules or the Law to receive notice. The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that meeting.

11.2 If the meeting is to be held at two or more places the notice is to set out details of the technology that will be used to facilitate such a meeting and any other matters required to be stated by the Law in relation to the use of such technology.

12.0 NOTICE OF SPECIAL BUSINESS

Notice of Special Business

12.1 Any Member who wishes to place an item of special business before the annual general meeting of the Company, must lodge the request with the Company no later than 30 days after the end of the financial year of the Company.

Board to Consider Item of Special Business

12.2 The Board will consider each item of special business received in accordance with **rule 12.1** and may at its discretion determine whether to include the item or not in the agenda and notice to the annual general meeting.

13.0 PROCEEDINGS AT GENERAL MEETINGS

13.1 No business shall be transacted at any meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

- 13.2 The quorum required for a general meeting requested or requisitioned by the Members shall be 50% of the total Membership of the Company present either in person or by proxy with a minimum of at least seven Members personally present.
- 13.3 The quorum required for an annual general meeting, or general meeting requested or requisitioned by the Board shall be seven Members present in person and entitled to vote.
- 13.4 For the purpose of determining whether a quorum is present, a person attending as a proxy or an attorney, shall be deemed to be a Member.

14.0 FAILURE TO ACHIEVE QUORUM

- 14.1 If a quorum is not present within half an hour from the time appointed for the meeting:
- [1] where the meeting was convened upon the requisition of Members - the meeting shall be dissolved; or
 - [2] in any other case:
 - [a] the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
 - [b] if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

15.0 APPOINTMENT AND POWERS OF CHAIRMAN OF GENERAL MEETING

- 15.1 The Chairman shall preside as chairman at every general meeting of the Company.
- 15.2 If at any general meeting:
- [1] there is no Chairman; or
 - [2] the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Deputy Chairman shall be chairman of the meeting.

- 15.3 If at any general meeting:
- [1] there is no Chairman or Deputy Chairman;
 - [2] the Chairman and Deputy Chairman are not present within 15 minutes after the time appointed for the holding of the meeting or are unable or unwilling to act,

the Members present shall choose one Director to be chairman of the meeting and if no Director is present or if Director present is unable or unwilling to act as chairman of the meeting then the Members present shall choose one of their number to be chairman of the meeting.

- 15.4 The general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined by the chairman of the meeting. The chairman may at any time the chairman considers it necessary or desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present and entitled to vote. The chairman may require the adoption of any procedure which in the chairman's opinion are necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

16.0 ADJOURNMENT OF GENERAL MEETING

- 16.1 The chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 16.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- 16.3 Except as provided by **rule 16.0**, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17.0 VOTING AT GENERAL MEETING

- 17.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is [before or on the declaration of the result of the show of hands] demanded:

- [1] by the chairman; or
- [2] by at least 4 Members present in person or by proxy.

17.2 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried, carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the proceeding of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17.3 The demand for a poll may be withdrawn.

18.0 POLL

18.1 If a poll is duly demanded, it shall be taken in such manner and [subject to **rule 18.2**] either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

18.2 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

19.0 EQUALITY OF VOTES

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his deliberative vote [if any], has a casting vote.

20.0 ENTITLEMENT TO VOTE

20.1 Each Member entitled to vote shall have one vote on a show of hands and on a poll.

20.2 If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

20.3 A Member whose annual subscription is more than one month in arrears at the date of the general meeting is not entitled to attend at that meeting or vote.

21.0 APPOINTMENT OF PROXY

21.1 Any Member who has the right to vote at a general meeting may appoint a proxy to vote at a general meeting on that Member's behalf. A proxy need not be a Member who is entitled in their own right to vote at a general meeting.

- 21.2 An instrument appointing a proxy shall be in writing under seal or the hand of an officer or attorney duly authorised by the appointer.
- 21.3 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 21.4 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 21.5 An instrument appointing a proxy shall be in the common or usual form or in a form issued by the Board.

22.0 DEPOSIT OF PROXY AND OTHER INSTRUMENTS

An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority [if any] under which the instrument is signed or a notarial certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll, at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting.

23.0 VALIDITY OF VOTE IN CERTAIN CIRCUMSTANCES

A vote given in accordance with the terms of an instrument of proxy or a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or the revocation of the instrument of proxy [or of the authority under which the instrument was executed] or of the power of attorney, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

24.0 DIRECTORS

Number and Appointment of Directors

24.1 The First Directors shall be the members of the Committee of the Australian Maritime Museums Council at the time of incorporation of the Company.

24.1.1 At the first annual general meeting of the Company following the appointment of the first Directors, all of the Directors shall retire; their retirement taking effect at the end of the meeting and Directors shall be appointed in accordance with the succeeding provisions of this clause:

- [1] The Board shall consist of up to eight persons elected from Individual or Institutional members of the Company and, eight appointed Institutional delegates. The appointed Board members will represent the principal national and state maritime museums being ANMM (NSW), SHF (NSW), Council of Inland Rivers (NSW/Vic/SA), QMM (Qld), SAMM (SA), WAMM (WA), Flagstaff Hill (Vic) and MMT (Tas). All Directors serve a term of three years and may seek re-election or re-appointment for one further consecutive term. If at any time more than three vacancies exist for members representing the principal museums a Special General Meeting of the Company is to be called at the first available opportunity.
- [2] Appointed delegate Directors representing the principal museums must provide evidence of their appointment in writing on the letterhead of their organisation. Persons seeking election from Individual or Institutional Member categories may only be elected provided they are not a member of an Institution which has two Directors already serving on the Board
- [3] The Board will elect from within their number a President, Vice-President, Treasurer and Secretary who will hold office for one term of three years but may be re-elected for one further consecutive term.

Power to Appoint Directors

24.2 The Board has the power at any time to appoint a Member as a Director, either to fill a casual vacancy or as an addition to the Board but so that the number of Directors does not exceed the maximum number determined pursuant to **rule 24.1.1**. Any Director appointed under this rule may hold office only until the next general meeting of the Company and is then eligible for election at that meeting.

Director May Hold Other Office

24.3 A Director may hold any other office or position under the Company [except that of auditor] in conjunction with the office of Director, on terms and at a remuneration in addition to remuneration [if any] as a Director, as the Board approves.

- 24.3.1 A Director may be or become a Director of, or hold any other office or position under, any corporation promoted by the Company, or in which it may be interested, whether as a vendor or otherwise, or with any other corporation or organisation, and the Director is not accountable for any benefits received as a Director or security holder of, or holder of, any other office or position under that corporation or organisation.

Exercise of Voting Power in Other Corporations

- 24.4 The Board may exercise the voting power conferred by the securities in any corporation held or owned by the Company as the Board thinks fit [including the exercise of the voting power in favour of any resolution appointing the Directors or any of them Directors of that corporation or voting or providing for the payment of remuneration to the Directors of that corporation] and a Director of the Company may vote in favour of the exercise of those voting rights notwithstanding that the Director is, or may be about to be appointed, a Director of that other corporation and may be interested in the exercise of those voting rights.

25.0 ALTERNATE DIRECTORS

Subject to these rules, each Director has power from time to time to appoint any person to act as an alternate Director in the Director's place, whether for a stated period or periods or until the happening of a specified event or from time to time, whenever by absence or illness or otherwise the Director is unable to attend to duties as a Director. The Director must first seek and obtain the consent of the Board to the appointment, which consent is not to be unreasonably withheld or delayed. The appointment is to be in writing and signed by the Director and a copy of the appointment is to be given by the appointing Director to the Company by forwarding or delivering it to the registered office. The appointment takes effect immediately upon receipt of the appointment at the registered office. The following provisions apply to an alternate Director:

- [1] the alternate Director may be removed or suspended from office upon receipt at the Office of written notice, letter, facsimile transmission or other form of visible communication from the Director by whom the alternate Director was appointed to the Company;
- [2] the alternate Director is entitled to receive notice of meetings of the Board and to attend and vote at the meetings if the Director by whom the alternate Director was appointed is not present;
- [3] the alternate Director is entitled to exercise all the powers [except the power to appoint an alternate Director] and perform all duties of a Director, in so far as the Director by whom the alternate Director was appointed had not exercised or performed them;
- [4] the alternate Director is entitled to reimbursement of expenses;

- [5] the office of the alternate Director is vacated upon vacation of office by the Director or written resignation being given to the Company by the Director, by whom the alternate Director was appointed;
- [6] the alternate Director is not to be taken into account in determining the number of Directors or rotation of Directors; and
- [7] the alternate Director is, while acting as a Director, responsible to the Company for the alternate Director's own acts and defaults and is not to be deemed to be the agent of the Director by whom the alternate Director was appointed.

26.0 VACATION OF OFFICE OF DIRECTOR

26.1 The Office of a Director is vacated:

- [1] upon the Director or in the case of an appointed delegate the appointing institution becoming insolvent, under administration, suspending payment generally to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
- [2] upon the Director's death or becoming a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws relating to mental health;
- [3] upon the Director being absent from meetings of the Board during a period of 6 consecutive calendar months without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
- [4] upon the Director resigning office by notice in writing to the Company;
- [5] upon the Director being removed from office pursuant to the Law; or
- [6] upon the Director being prohibited from being a Director by reason of the operation of the Law.

26.2 A Director who vacates office pursuant to **rule 26.1** is not to be taken into account in determining the number of Directors who are to retire by rotation at any annual general meeting.

Directors Who are Employees of the Company

26.3 The office of a Director who is an employee of the Company and/or any of its subsidiaries becomes vacant upon the Director ceasing to be employed [so that he is no longer employed by the Company or any subsidiary of the Company] but the person concerned is eligible for reappointment or re-election as a Director of the Company.

27.0 ELECTION OF DIRECTORS

Retirement of Directors

- 27.1 Without prejudice to **rules 24.2 and 26.2**, at every annual general meeting, at least two of the elected Directors must retire from office. A Director must retire from office at the conclusion of the third annual general meeting after which the Director was either elected, appointed as a delegate, or re-elected. A Retiring Director retains office until the dissolution or adjournment of the meeting at which the Retiring Director retires.

Who Must Retire

- 27.2 The Directors to retire pursuant to **rule 27.1** are the Directors or Director longest in office since last being elected. As between Directors who were elected on the same day the Directors to retire are [in default of agreement between them] determined by ballot. The length of time a Director has been in office is calculated from the Director's last election or appointment. A retiring Director is eligible for re-election or renomination as a delegate.

Nomination of Directors

- 27.3 Only an Individual or Institutional Member is eligible to be elected as a Director. No Member [other than a Retiring Director] is eligible for election to the office of Director at any general meeting unless the Member intending to nominate the Member candidate has given notice in writing signed by the nominee giving consent to the nomination and signifying either candidature for the office or the intention of the Member to nominate the Member nominee. To be valid, the notice is required to be left at the Office not less than 10 business days nor more than 20 business days before the meeting unless the nominee has been recommended by the Board for election, in which case the notice is required to be left at the Office at least 10 business days before dispatch of the notice of meeting.

28.0 PROCEEDINGS OF DIRECTORS

Procedures Relating to Directors' Meetings

- 28.1 The Board may meet together, upon each Director being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A minimum of seven Directors constitutes a quorum, with four of the Directors being those appointed by the principal museums. Notice is deemed to have been given to a Director, and all Directors are hereby deemed to have consented to the method of giving notice, if notice is sent by mail, personal delivery, facsimile transmission or by electronic mail to the usual place of residence, fax number or electronic address of the Director [if any fax number or electronic address is notified to the Company] or at any other address given to the Secretary by the Director from time to time subject to the right of the Director to withdraw such consent within a reasonable period before a meeting.

Meetings by Telephone or Other Means of Communication

- 28.2 The Directors may meet either in person or by telephone or by other means of communication consented to by all Directors subject to the right of a Director to withdraw their consent within a reasonable period before a meeting. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting is at that place for the duration of the meeting.

Votes at Meetings

- 28.3 Questions arising at any meeting of the Board are decided by a majority of votes. Where there is an equality of votes the Chairman has a casting vote in addition to his/her deliberative vote.

Convening of Meetings

- 28.4.1 The Board may at any time, and the Secretary, upon the request of any one Director, must convene a meeting of the Board.
- 28.4.2 A quorum for a meeting of Directors is seven of the total number of Directors at the time of the meeting with four of the Directors required for the quorum being those appointed by the principal museums.

Chairman

- 28.5 The Board may elect a Chairman and a deputy Chairman of its meetings and determine the period for which each is to hold office. If no Chairman or deputy Chairman is elected or if at any meeting the Chairman and the deputy Chairman are not present at the time specified for holding the meeting [or, if being present, the relevant Directors refuse to act as Chairman or deputy Chairman], the Directors present may choose one of their number to be Chairman of the meeting.

Powers of Meetings

- 28.6 A meeting of the Board or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretion for the time being vested in or exercisable by the Board.

Delegation of Powers

- 28.7 The Board may, subject to the constraints imposed by law, delegate any of its powers to a Committee or any person or persons consisting of one or more Directors or any other person or persons as the Board thinks fit. Any Committee formed or person or persons appointed must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the Board. A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

Proceedings of Committees

- 28.8 The meetings and proceedings of any Committee are to be governed by the provisions of these rules for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any regulations made by the Board under **rule 28.7**.

Validity of Acts

- 28.9.1 All acts done at any meeting of the Board, by a Committee, by an authorised person or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the Directors, the Committee, by an authorised person or the person acting as a Director or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a Director, an authorised person or a member of the Committee [as the case may be].
- 28.9.2 If the number of Directors is reduced below the minimum number fixed pursuant to these rules, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the Company but for no other purpose.

Resolution in Writing

- 28.10 A resolution in writing of which notice has been given to all Directors and which is signed by all of the Directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the Directors. For the purposes of this rule the references to ‘**Directors**’ include any alternate Director for the time being present in Australia who is appointed by a Director not for the time being present in Australia but do not include any other alternate Director. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director’s authority is deemed to be a document in writing signed by the Director.

29.0 POWERS OF THE BOARD

General Powers of the Board

- 29.1 The management and control of the business and affairs of the Company are vested in the Board, which [in addition to the powers and authorities conferred upon them by these rules] may exercise all powers and do all things as are within the power of the Company and are not by these rules or by Law directed or required to be exercised or done by the Company in general meeting.

Power to Borrow and Guarantee

- 29.2 Without limiting the generality of **rule 29.1**, the Board may exercise all the powers of the Company to raise or borrow money, may guarantee the debts or obligations of any person and may enter into any other financing arrangement, in each case in the manner and on the terms it thinks fit.

Power to Give Security

- 29.2 Without limiting the generality of **rule 29.1**, the Board may charge any property or business of the Company or any of its uncalled capital and may issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person, in each case, in the manner and on the terms it thinks fit.

Power to Authorise Debenture Holders, etc to Make calls

- 29.3 Without limiting the generality of **rule 29.1**, if any uncalled capital of the Company is included in or charged by any debenture, mortgage or other security, the Board may, by instrument under the Seal or other appropriate instrument, authorise the person in whose favour the debenture, mortgage or other security is executed or any other person in trust for him to make calls on the security holders in respect of that uncalled capital and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls made and to give valid receipts for those moneys, and the authority subsists during the continuance of the debenture, mortgage or other security, notwithstanding any change in the Directors, and is assignable if expressed to be so.

Personal Liability of Officer

- 29.4 If the Board or any member thereof or any officer of the Company becomes personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the persons or person so becoming liable as aforesaid from any loss in respect of such liability.

30.0 THE SEAL

Execution of Cheques, Bills, etc

- 30.1 All cheques, direct debits, bills of exchange and promissory notes are to be signed, drawn, made, accepted or endorsed [as the case may be] for and on behalf of the Company by two directors, or by one Director and the Secretary or some other officer authorised by the Board, or in such other manner as the Board from time to time determines. However no expenditure may be incurred by a Director in excess of \$1000.00 without approval of the Board.

Company Seal is Optional

30.2 The Company may have a Seal.

Affixing the Seal

30.3 If the Company has a Seal, the Board is to provide for its safe custody and it should only be used by the authority of the Board. Every instrument to which the Seal is affixed is to be signed by a Director and countersigned by the Secretary or by a second Director or by another person appointed by the Board for the purpose. The Board may determine either generally or in any particular case that a signature may be affixed by a mechanical means specified in the determination.

Execution of Documents Without a Seal

30.4 The Company may execute a document, including a deed, by having the document signed by:

[1] one Director; or

[2] any two persons authorised by the Board; and

if the Company executes a deed, the document is to be expressed to be executed as a deed and be executed in accordance with the appropriate procedures set out in **rule 30.1** or this rule.

Other Ways of Executing Documents

30.5 Notwithstanding the provisions of **rules 30.1** and **30.4**, any document including a deed, may also be executed by the Company in any other manner permitted by law.

31.0 MINUTES

The Board must ensure that Minutes are duly recorded in any manner it thinks fit:

[1] of the names of the Directors present at each meeting of the Board and of any Committees; and

[2] of all resolutions and proceedings of general meetings of the Company and of meetings of the Board of any Committees;

and the Minutes of any meeting of the Board or of any Committee or of the Company, if purporting to be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting, are prima facie evidence of the matters stated in the Minutes.

32.0 REGISTERED OFFICE

The registered office of the Company shall be at such place as the Board may from time to time determine.

33.0 SECRETARY

33.1 The Secretary of the Company holds office on such terms and conditions as to remuneration and otherwise, as the Board determines.

33.2 The Secretary shall, in addition to their other duties, ensure that the Company complies with Sections 251A and 251B of the Law.

34.0 NOTICES

Service

34.1 A notice may be given by the Company to any Member in writing by serving it on them personally, transmitted by email, or by leaving it or sending it by prepaid post, facsimile transmission to them at their address as shown in the Register or the address supplied by them to the Company for the giving of notices to them.

34.2 Any notice sent by prepaid post is deemed to have been served at the expiration of 48 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's address is deemed to have been served when delivered. Any notice served on a Member by facsimile transmission is deemed to have been served when the transmission is sent. Any notice transmitted by email is deemed to have been served if it properly addressed and appears in the Company's sent folder.

35.0 PERSONS ENTITLED TO NOTICE OF GENERAL MEETING

Notice of every general meeting shall be given in any manner permitted by the Law or in the manner authorised by **rules 34.1** and **34.2** to every Member, Director and the auditor. No other person shall be entitled to receive notices of general meetings.

36.0 INDEMNITY AND INSURANCE

Indemnity

36.1 Subject to the Law, the Company shall indemnify any person who is or has been a member of the Board, Secretary or Board officer of the Company against a liability:

- [1] incurred by the person acting in their capacity as a member of the Board, Secretary or Board officer to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith; or

- [2] for the costs and expenses incurred by the person:
 - [a] in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - [b] in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Law.

36.2 Every employee who is not a member of the Board, Secretary or Board officer of the Company may be indemnified out of the property of the Company against a liability:

- [1] incurred by the employee acting in that capacity;
- [2] for the costs and expenses incurred by an employee;
- [3] in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
- [4] in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the Law.

Insurance

36.3 Subject to the Law, the Company may pay insurance premiums in respect of insurance for the benefit of a member of the Board, Secretary or Board officer acting in that capacity against:

- [1] any liability for legal costs and expenses incurred by the Director or officer in defending any proceedings, whether civil or criminal, against the Director or officer in their capacity as a Director or officer whatever their outcome; or
- [2] a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity except where the liability relates to a wilful breach of duty in relation to the Company or a breach of the provisions Section 181 – 184 of the Law.

36.4 The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a member of the Board, Secretary or Board officer concerned in the management of the Company.

37.0 WINDING UP

If upon the winding up or dissolution of the Company, **and/or any public fund it maintains**, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other organisation having objects similar to the objects of this Company and which shall prohibit the distribution of its or their income and property amongst its or their members and also is a fund, authority or institution approved by the Commissioner of Taxation as eligible for tax deductibility of donations.

38.0 APPLICATION AND INVESTMENT OF FUNDS

Authorisation

38.1 The Company may apply and manage its funds and make such investments in accordance with the objects of the Company as are approved by the Board, do not contravene the law and where appropriate as disclosed in a disclosure document.

Types of Investments

38.2 The permitted investments of the Company shall include, but are not limited to:

- [1] deposits with any bank or other financial institution;
- [2] bank bills;
 - [a] Government, Semi Government, and Corporate securities;
 - [b] policies in life assurance;
 - [c] mortgages, debentures and other loans, provided the Board is reasonably satisfied with the security offered;
 - [d] shares, notes, debentures or other securities of any company; and
 - [e] units in pooled unit trusts.

38.3 Derivatives may be used only by licensed investment managers for the purpose of hedging, achieving transactional efficiency, obtaining prices that may not be available in cash or related markets, reducing volatility, adjusting asset exposure and adjusting duration of a fixed interest portfolio. Derivatives must not be used for the purposes of gearing or speculating.

38.4 The Board will prepare and maintain an investment strategy which will document the Company objectives and the strategy to achieve those objectives. The strategy will include asset allocation ranges consistent with the Company liabilities.