

1 Corporations Act

A Company limited by guarantee

CONSTITUTION

Of

COMPANY OF MASTER MARINERS OF AUSTRALIA LIMITED

12 February 2002

(Amended 2026)



The Constitution of the Company of Master Mariners of Australia (CoMMA) was adopted by the Federal Executive on 10 October 2002

Amended 25 July 2004, 14 April 2007, August 2011, 16 April 2013, 29 August 2017, 19 August 2023, 18 April 2026

Summary of Changes to 2017 Version of CoMMA Constitution, made in 2023.

Clause	Changed Provision
3a.	Acronym changed to CoMMA Definition of “Executive Committee” deleted. Definition of “Federal Secretary” amended. Definition of “Federal Treasurer” inserted.
4g.	Object amended by removing reference to Commonwealth of Nations and Nations of the World.
15a.	Amended to include Master less than 500gross tonnage.
15e.	Amended to ensure retired members are no longer in workforce.
15f.	Honorary member ability to hold office limited to level of qualification clarified. Branch to pay per capita levy for honorary members added.
19.	Permitted late payment of subscriptions increased to 5 months.
20.	Requirement to return certificate added.
21.	Deleted.
22.	Deleted.
23.	Deleted.
56.	Financial duties of Federal Secretary deleted.
56c.	Deleted.
57, 58.	1.Clause 57 moved under Finance heading and renumbered 58. 2. Clause 58 renumbered 57.
57 (New)	Amended to require Federal Court to meet 4 times per year.
65.	Deleted, removing reference to Federal Executive.
68.	Financial duties of Federal Secretary deleted.
69a to f.	A new clause 69 is inserted under heading Federal Treasurer setting out the role of the Federal Treasurer. NOTE: This has the effect of renumbering clauses 69 to 91 as clauses 70 to 92.
83g &h.	(As Renumbered) Amended to allow Branch meeting to proceed in absence of Branch Master.
92.	(As -Renumbered) Process to amend Constitution amended.

Summary of Changes to 2023 Version of CoMMA Constitution, made in 2026.

3a.	Definition of acronym “ASIC” added.
12	Split as clauses 12a and 12b to take account of the change in audit requirement.
69e, 71c, 72c, 74	Amended to effect the changed requirement for financial audit.
86	Amended to effect the changed requirement for Branch financial audit.

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Corporations Act

A Company Limited by Guarantee

CONSTITUTION

Of

COMPANY OF MASTER MARINERS OF AUSTRALIA

NAME AND ORGANISATION

1.
 - a. The company is registered under the Corporations Act as The Company of Master Mariners of Australia. This constitution is the constitution of that company. However, the name of and any references to the company shall be to Company of Master Mariners of Australia (CoMMA).
 - b. The company consists of a number of Branches individually and collectively engaged under the jurisdiction of a central body designated “Federal Court”.
 - c. A Branch of the company may be established at any port or place within the Commonwealth of Australia where Federal Court considers the establishment of a Branch desirable

REPLACEABLE RULES DISPLACED

2. The provisions of the *Corporations Act* which operate as replaceable rules do not apply to the company.

DEFINITIONS

3.
 - a. In this constitution
 - “**AMSA**” means **Australian Maritime Safety Authority**;
 - “**ASIC**” means Australian Securities and Investments Commission (the Commission);
 - “**Branch**” means a branch of the company established in any State of the Commonwealth of Australia or such other place considered suitable by the Federal Court;
 - “**Branch Master**” means the Branch Master for the time being of a Branch;
 - “**The company**” means CoMMA;
 - “**Corporations Act**” means the *Corporations Act 2001 (Commonwealth)*;

“**Director**” means a person elected or appointed as a member of the Federal Court;

“**Executive Committee**” deleted;

“**Federal Court**” means the central body of the company and comprises various members holding office pursuant to this constitution;

“**Federal Master**” means the person appointed by the Federal Court as chairman of the Federal Court;

“**Federal Secretary**” means any person appointed in accordance with paragraph 49a to perform the duties of secretary of the company and includes an honorary secretary;

“**Federal Treasurer**” means the treasurer appointed to the position by Federal Court under the provisions of Clause 49c;

“**Financial Year**” means the period from 1 January to 31 December each year;

“**Honorary Branch Secretary**” means the secretary for the time being of a Branch and includes any acting or assistant secretary;

“**Honorary Branch Treasurer**” means the treasurer for the time being of a Branch and includes any acting or assistant Branch Treasurer;

“**Regulation**” means a regulation made by the Federal Court in accordance with this constitution;

“**The Seal**” means the common seal of the company;

“**Voting members**” mean members of the Federal Court.

- b. In this constitution headings are for convenience only and do not affect their interpretation. Except to the extent that the context otherwise requires:
- (i) references to a statute or statutory provision include any modification or re-enactment of, or any statutory provision substituted for, and all statutory instruments under such statute or such provision;
 - (ii) words denoting the singular include the plural and vice-versa;
 - (iii) words denoting individuals include corporations, associations, trustees, instrumentalities and partnerships and vice-versa;
 - (iv) words denoting a gender include all genders;
 - (v) references to clauses are references to clauses of this constitution as modified or varied from time to time; and
 - (vi) Unless this constitution provides otherwise words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the *Acts Interpretations Act* 1901 of the Commonwealth and of the *Corporations Act* as in force at the date at which this constitution becomes binding on the company.
- c. Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt

with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

OBJECTS

4. The objects for which the company is established are: -
 - a. to provide in Australia a unified body of Master Mariners capable of collective representation on all occasions and in all matters affecting their interests or the status of the Merchant Navy and its officers;
 - b. to preserve and enhance the dignity and prestige of the Master Mariner and to promote the efficiency of Australian and International maritime services generally;
 - c. to promote the highest standards of professional conduct and practical proficiency in all Merchant Navy personnel;
 - d. to endeavour to attract to the service the most suitable type of entrant and to encourage and develop the education, training and qualification of cadets, apprentices and young seamen generally, both at sea and on shore;
 - e. to donate on such terms and conditions as may from time to time be prescribed prizes or other awards or distinctions and institute and establish scholarship grants or bursaries for such persons;
 - f. to constitute a body of experienced seamen available to become members of, hold seats on, advise or give evidence before Royal Commissions, Courts of Marine Inquiry, Committees or Federal Courts of any description; or of governing, examining, or other official or unofficial bodies; or for consultation on any matter affecting judicial, scientific, educational, technical, or commercial aspects of the Merchant Navy, the safety of life at sea, vessels and/or their cargoes, or any other associated aspect;
 - g. to maintain, and to encourage close and cordial cooperation between the Australian Merchant Navy and the Naval Forces of the Commonwealth of Australia;
 - h. to create and sustain a social organisation of privileges within which Members, either alone or in association with others, can be afforded facilities, and occasion, to discuss matters of mutual interest connected with the Merchant Navy or any related aspect of maritime concern;
 - i. to take over the funds and other assets and liabilities of the present unincorporated Association known as the Company of Master Mariners of Australia;
 - j. to carry on its activities to maintain an apolitical and non-industrial emphasis:
 - k. to provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences, calculated to advance education in the maritime industry whether professional or technical and to employ lecturers, teachers, and other persons for these purposes and to pay all expense professional or otherwise, in connection therewith;

- l. in furtherance of the objects of the company to establish, form, furnish and maintain libraries, museums and laboratories or other service departments for the provision of facilities for members, and to meet the requirements of the industry;
- m. in furtherance of the objects of the company to provide offices, conference rooms, libraries, reading rooms, clubs, workshops, laboratories or other buildings and conveniences in connection therewith, and to furnish, equip and maintain and conduct the same, and to permit the same and other property of the company to be used by members and other persons either gratuitously or for payment;
- n. to represent generally the views of persons engaged as Master Mariners, to preserve and maintain ethical standards and to consider and deal with all matters affecting the common interests of members of the company; and
- o. To do all such acts as are incidental and conducive to the furtherance of the above objects.

POWERS

5. Solely for the purpose of carrying out its objects, the company has the following powers:
 - a. To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. Provided that no members of the company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the company;
 - b. To subscribe to, become a member of and co-operate with or amalgamate with any other association or organization, whether incorporated or not, whose objects are similar to those of the company. Provided that the company shall not subscribe to or support with its funds or amalgamate with any association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the company under or by virtue of clause 6 of this constitution;
 - c. to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the company or persons frequenting the company's premises or places of meeting;
 - d. to purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any objects of the company. Provided that in case the company shall take or hold any property which may be subject to any trusts the company shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - e. to enter into any arrangements with any Government or authority, supreme municipal, local or otherwise, that may seem conducive to the company's objects, or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it desirable to

obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions. To apply for any Royal Charter and to enter into any arrangements with any Government or local authority or any associations, company or persons which may seem to be conducive to the objects of the company;

- f. to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the company;
- g. to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the company or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;
- h. to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground, works or conveniences which may seem calculated direct or indirectly to advance the company's interests, and to contribute, to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- i. to invest and deal with the money of the company not immediately required in such manner as Federal Court thinks fit;
- j. to borrow or raise or secure the payment of money in such manner as Federal Court may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the company's property(both present and future) and to purchase, redeem or pay off such securities;
- k. to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- l. to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the company;
- m. to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the company's property of whatsoever kind sold by the company or any money due to the company from purchasers and others;
- n. to take any gift of property whether subject to any special trust or not for any one or more of the objects of the company;
- o. to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the company in the shape of donations, annual subscriptions or otherwise;

- p. to print and publish any newspapers, periodicals, books or leaflets that the company may think desirable for the promotion of its objects and to join with any other institute, company, association or person in doing any of the former things;
- q. to purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the company is authorised to amalgamate;
- r. to make donations for patriotic or charitable purposes;
- s. to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged; provided that the company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the company would make it a trade union within the meaning of the *Trade Unions Act*; and
- t. the powers set forth in sub-section 124(1) of the *Corporations Act* do not apply to the company except in so far as they are included in clause 4 and this clause 5.

INCOME AND PROPERTY

- 6.
 - a. The income and property of the company must be applied solely towards the promotion of the objects of the company as set forth in this constitution.
 - b. Subject to sub-clause 6c, no portion of the income and property of the company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to members of the company or Members of the Federal Court;
 - c. Despite sub-clause 6b, payments may be made to a member of the company or a Member of the Federal Court:
 - (i) for out-of-pocket expenses incurred on behalf of the company including, in the case of a Member of the Federal Court, in carrying out the duties of a Member of the Federal Court, where the payments do not exceed an amount previously approved by the Federal Court
 - (ii) for any service rendered to the company in a professional or technical capacity, where the provision of that service has the prior approval of the Federal Court and the amount payable is approved by a resolution of the Federal Court and is on reasonable commercial terms;
 - (iii) of consideration for goods supplied in the ordinary and usual way of business;
 - (iv) of interest on money lent to the company at a rate not exceeding the rate of interest charged by the company's principal bankers from time to time on its overdrawn account, or if the company's account with its principal bankers is not overdrawn at the relevant time, the rate of interest certified by the company's principal bankers as the rate which they would charge the company if its account were overdrawn at that time;
 - (v) of reasonable and proper rent for premises leased to the company; or

- (vi) As an employee of the company, where the terms of employment have been approved by a resolution of the Federal Court.

ADDITIONS, ALTERATIONS OR AMENDMENTS

7. No addition, alteration or amendment shall be made to or in this constitution unless it has first been submitted to and approved by the Commission.

OMMISSION OF “LIMITED”

8. Clauses 6, 7 and 12 of this constitution contain conditions upon which a licence is granted by the Commission to the company to omit “Limited” from its name. For the purpose of preventing any evasion of the provisions of the conditions, the Commission may from time to time on the application of any member of the company and on giving notice to the company of its intention so to do and after affording the company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the company.

LIMITED LIABILITY OF MEMBERS

9. The liability of the members of the company is limited.

GUARANTEE

10. Every member of the company undertakes to contribute to the property of the company, in the event of it being wound up while the member is a member or within one year after the member ceases to be a member, for payment of the debts and liabilities of the company contracted before the member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).

WINDING UP

11. If upon the winding up or dissolution of the company there remains after satisfaction of all its debts and liabilities any property whatsoever, that property may not be paid to or distributed amongst the members of the company but must be given or transferred to one or more other funds, authorities or institutions which or each of which;
- a) has objects similar to the objects of the company;
 - b) is eligible to receive tax deductible gifts; and
 - c) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the company under or by virtue of clause 7;

To be determined by the members of the company at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.

FINANCIAL ACCOUNTS

- 12.
- a) True accounts shall be kept of the sums of money received and expended by the company and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the constitution for the time being in force shall be open to the inspection of the members.
 - b) The accounts of the company shall be reviewed by Federal Court who shall at least once every year submit a financial report to the members and to ASIC in accordance with the provisions in the *Corporations Act 2001*. The financial report shall include as a minimum the balance sheet, the income statement, the cash flow statement and changes in equity statement.

MEMBERSHIP

13. The members of the company are such persons as the Federal Court has admitted to membership and who have paid their annual subscription (if they are liable to do so under this constitution) pursuant to this constitution and the regulations.
14. There are seven classes of membership as follows:
- a. ordinary membership;
 - b. associate membership;
 - c. life membership;
 - d. ex-officio membership;
 - e. retired membership; and
 - f. Honorary membership.
 - g. student membership

- 15.
- a. A person is eligible to be admitted as an ordinary member of the company if he or she is the holder of a Master, Master less than 3,000 gross tonnage or Master less than 500 gross tonnage certificate of competency issued in accordance with the IMO STCW'95 Convention (as amended); or any certificate recognised by AMSA as being their equivalent; or is a Royal Australian Navy (RAN) Officer with the rank of Lieutenant Commander (Seamanship Branch) and above.

An ordinary member is entitled to vote, hold any office and enjoy all the privileges of membership.

An ordinary member is subject to subscription fees and any levy that may be imposed from time to time.

- b. A person is eligible to be admitted as an associate member if he or she is not otherwise eligible for ordinary membership but wishes to be associated with the activities of the company and is seen as having qualifications or expertise conducive to furthering the objectives of the company as set out in this constitution.

An associate member is entitled to vote and enjoy all the privileges of membership except that he or she may not hold the office of Branch Master or Deputy Branch Master.

An associate member is subject to subscription fees and any levy that may be imposed from time to time.

- c. A person may be admitted as a life member by the Federal Court for their distinguished service to the company. A nominee for the honour of life membership must be a current financial or honorary member who is nominated by any branch and unanimously approved by all branches.

A life member is entitled to vote, hold any office and enjoy all the privileges of membership.

A life member is not subject to subscription fees or any levy.

- d. A person is eligible for admission as an ex-officio member by invitation of the Federal Court or a branch, as appropriate if he or she is the representative, either Federal or State, of the Queen of Australia or is the Port Chaplain of any port within Australia.

An ex-officio member may enjoy the privileges of membership except that he or she may not vote or hold any office.

An ex-officio member is not subject to subscription fees or any levy.

- e. A person who is currently withdrawn from business and is no longer gainfully employed is eligible for admission as a retired member if he or she is 65 years of age or older and has been a financial member (ordinary or associate) for at least 15 years.

A retired member is entitled to vote, hold any office and enjoy all the privileges of membership.

A retired member is liable for such fees as are determined by a branch Court, remembering that retired members are included in the calculation for per capita fees for the Federal Court.

- f. A person who is a current financial member of a branch is eligible to be honoured by the branch as an honorary member for distinguished service with the unanimous approval of all branch members at a general meeting.

An honorary member is entitled to vote, hold any office commensurate with their class of membership prior to becoming an honorary member and enjoy all the privileges of membership.

The branch shall pay any levy that may be imposed on honorary members by the Federal Court.

- g. The Company may mentor a student or students under a mentoring agreement whilst training as a deck officer at a RTO and may assist the student in placement to obtain his or her sea time. The “student membership” will expire when the student obtains a deck watch keeper’s certificate which will make him/her eligible to apply for an “associate membership”. The joining fee will apply and a certificate signed by the Federal Master only will be issued, but there will be no annual membership fees until the student obtains an associate membership status.
- 16.
- a. Every Applicant for membership shall fill out an Application Form which is to be countersigned by his Nominator and Secunder, who must both be financial members of the Company. The Applicant may nominate a Branch for membership if so desired.
 - b. The applicants Certificate of Competency or Certificate of Service must be sighted by the Nominator and Secunder and the application form endorsed. A copy of the Certificate of Competency or Certificate of Service along with the applicant’s CV shall be forwarded with the application to the Federal Secretary
 - c. On receipt of an application for membership, Federal Court shall distribute a copy of the application form to all branches for a first reading.
 - d. When branches have completed the reading and returned endorsed application forms to Federal Court such application shall be considered by Federal Court on the recommendation of a simple majority of branches.
 - e. A successful application shall be ratified, the applicant forthwith admitted to membership and if applicable the branch concerned advised accordingly.
- 17.
- a. When an applicant has been accepted for membership, the Federal Secretary must forthwith send to the applicant written notice of his or her acceptance and a request for payment of his first annual subscription.
 - b. Upon payment of the first annual subscription, the applicant becomes a member of the company.
 - c. If the payment is not made within two calendar months after the date of the notice, the Federal Court may in its discretion cancel its acceptance of the application for membership of the company.
- 18.
- a. The nomination fee (if any) and annual subscriptions payable by members are as prescribed from time to time.
 - b. All annual subscriptions become due and payable in advance on 1 January in every year.
 - c. The Federal Court may, if hardship or other sufficient cause is shown, reduce or remit any entrance fee or annual subscription payable by a member.
19. If the subscription of a member shall remain unpaid for a period of five (5) calendar months after it becomes due then the member may after notice of the

default shall have been sent to him by the Federal Secretary, be debarred by resolution of Federal Court from all privileges of membership provided that Federal Court may reinstate the member on payment of all arrears if Federal Court thinks fit to do so.

20. A member may at any time by giving notice in writing to the Federal Court resign his membership of the company and shall surrender his CoMMA certificate of membership but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the company and in addition for any sum not exceeding one hundred dollars (\$100.00) for which he is liable as a member of the company under this constitution.
21. deleted.
22. deleted.
23. deleted.

TRANSFER OF MEMBERSHIP

24. Any Member may elect to transfer to or from a Branch provided such notice is advised in writing to the Federal Secretary and the Branch Master or Branch Secretary if appointed.

REGISTER OF MEMBERSHIP

25. The Federal court shall maintain a register of members including membership to branches. Branches will be provided with updated branch registers if changes occur.
26. Branch Masters should advise the Federal Secretary immediately if they aware of any changes or omissions necessary on their Branch Register.

GENERAL MEETINGS

27. Annual general meeting of the company must be held in accordance with the provisions of the *Corporations Act*.
28. Only members of the Federal Court are entitled to vote at general meetings of the company. Any member may attend as an observer.
29. Any two members of Federal Court may whenever they think fit convene a general meeting. General meetings may also be convened on such requisition or in default may be convened by such requisitions as provided by the *Corporations Act*.
30. Subject to the provisions of the *Corporations Act* relating to special resolutions and agreements for shorter notice, 21 days' notice at least (exclusive of the day on which the notice is served or taken to be served, and exclusive of the day for

which notice is given) must be given to such persons as are entitled to receive such notices from the company.

31. A notice of general meeting must:
- a. Set out the place (which may be within or outside Australia), date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - b. State the general nature of the business to be transacted at the meeting;
 - c. if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - d. Contain a statement that a Voting member has the right to appoint a proxy who must be a member of the company.

PROCEEDINGS AT GENERAL MEETINGS

- 32.
- a. No business may be transacted at any general meeting unless a quorum of voting members is present at the time when the meeting proceeds to business.
 - b. No resolution may be passed at any general meeting unless a quorum of voting members is present at the time when the resolution is put to the vote of the meeting
 - c. Save as otherwise provided, four voting members constitute a quorum.
33. If a voting member attending a general meeting is also a proxy for a voting member, he or she is to be counted only once in determining whether a quorum is present.
34. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, is dissolved; in any other case it stands adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Federal Court may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the voting members present (being not less than three) constitute a quorum.
35. The Federal Master must preside as chairman at every general meeting of the company, or if there is no Federal Master, or if he or she is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act then the members present may elect one of their number to be the chairman of the meeting.
36. The chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. It s

not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting

37. At any general meeting a resolution put to the vote of the meeting is to 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:
- a. by the chairman; or
 - b. By at least three voting members present in person or by proxy.

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings 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. The demand for a poll may be withdrawn.

38. If a poll is duly demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll is the resolution of the meeting at which the poll was demanded on the election of a chairman or on a question of adjournment must be taken forthwith.
39. 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 is entitled to a second or casting vote.
40. A voting member may vote in person or by proxy or by attorney and on a show of hands every person present who is a voting member or a representative of a voting member has one vote and on a poll every voting member present in person or by proxy or by attorney or another duly authorised representative has one vote. Any proxy or attorney appointed pursuant to this clause must be an ordinary member or honorary member of the company at the date of the relevant meeting.
41. No voting member may vote at any general meeting if his or her annual subscription (if any) is more than one month in arrears at the date of the meeting.
- 42.
- a. An instrument appointing a proxy must be in writing under the hand of the appointer or of his or her attorney duly authorised in writing.
 - b. 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.
 - c. An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy may not vote in respect of the resolution.
 - d. Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.

- e. An instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.

43. The instrument appointing a proxy for a Federal meeting may be in the following form or in a common or usual form:

I,of.....
 Being a Voting member, hereby appoint
 Of Or failing him/her
of
 As my proxy to vote for me on my behalf at the meeting of the company, to be held on
 Theday of20 and at any adjournment.

 Signed thisday of20

Note: If the Voting member desires to vote for or against any resolution he or she shall instruct the proxy accordingly. Unless otherwise instructed, the proxy may vote as he or she thinks fit.

- 44. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it's signed or a notarial certified copy of that power or authority must be deposited at the registered office of the company, or at such other place as is specified for that purpose in the notice convening the meeting, not less than 24 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 24 hours before the time appointed for the taking of the poll. In default the instrument of proxy is not treated as valid.
- 45. A vote given in accordance with the terms of an instrument of proxy or attorney notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such 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.
- 46. The company may hold a meeting of its members at two or more venues using any technology that gives members as a whole a reasonable opportunity to participate.

THE FEDERAL COURT

- 47.
 - a. The Federal Court constitutes the board of directors of the company.
 - b. The Federal Court consists of the Branch Masters of each of the Branches of the Company or their proxy.
 - c. The Federal Court shall consist of no more than eight Branch Masters.

- d. The members of Federal Court shall elect one of their number to be Chairman with the title Federal Master. Such member elected as Federal Master shall hold office until the next succeeding Annual General Meeting.

DELEGATIONS

- 48. The Federal Master may delegate his authority to sign documents.

APPOINTMENTS

- 49.
 - a. Federal Court may appoint a Federal Secretary to carry out such secretarial and executive functions as are directed by the Federal Master.
 - b. The Federal Secretary shall be appointed for a period of two years and may be re-appointed.
 - c. Federal Court may appoint such other officers as it considers desirable to perform a specific function.
- 50. Federal Court shall have power at any time, and from time to time, to appoint any member to Federal Court, either to fill a casual vacancy or as an addition to the existing office bearers or other members of Federal Court but shall not any time exceed the number fixed in accordance with this constitution. Any office bearer or other member of Federal Court so appointed shall hold office only until the next following annual general meeting.
- 51. An office bearer or other member of Federal Court elected or appointed in accordance with this constitution takes office at the conclusion of the annual general meeting at which he or she is elected and, subject to this constitution, holds office until the conclusion of the next following annual general meeting.
- 52. The company may, by ordinary resolution of which notice pursuant to section 203D of the Corporations Act has been given, remove any office bearer or other member of the Federal Court before the expiration of his or her period of office, and may by a resolution appoint another person in his or her stead. The person so appointed holds office only until the next following annual general meeting.
- 53.
 - a. The office of a director becomes vacant if the member;
 - (i) becomes an insolvent under administration or makes any arrangement or composition with his or her creditors generally;
 - (ii) becomes prohibited from being a member of the Federal Court of a company by reason of any order made under the Corporations Act;
 - (iii) ceases to be a member of the Federal Court by operation of Part 2D.6 of the Corporations Act;
 - (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (v) resigns his or her office by notice in writing to the company;

- (vi) for more than six months is absent without permission of the Federal Court from meetings of the Federal Court held during that period;
 - (vii) holds any office of profit under the company otherwise than as provided by clause 6
 - (viii) ceases to be a member of the company; or
 - (ix) Is directly or indirectly interested in any contract or proposed contract with the company and fails to declare that interest where required to do so by the Corporations Act.
- b. Nothing in this clause affects the operation of clause 6 of this constitution.

POWERS AND DUTIES OF THE FEDERAL COURT

54. General

- a. Subject to the Corporations Act and to any provision of this constitution, the business and affairs of the company are to be managed by the Federal Court, which may exercise all such powers of the company as are not, by the Corporations Act or by this constitution, required to be exercised by the company in general meeting. Nevertheless, the Federal Court is subject to such directions, not being inconsistent with the Corporations Act or this constitution, as may be given by the company in general meeting, but no such direction invalidates any prior act of the Federal Court which would have been valid if the direction had not been given.
- b. without limiting the generality of sub-clause a, the Federal Court may exercise all the powers of the company;
 - (i) to borrow and raise money;
 - (ii) to charge any property or business of the company and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person;
 - (iii) to determine who is entitled on behalf of the company to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;
 - (iv) to pay the costs, charges and expenses incidental to the promotion, management and regulation of the company; and
 - (v) To make, amend and repeal regulations, not being inconsistent with the Corporations Act or this constitution, in relation to the affairs of the company.

55. Banking

- a. Federal Court shall open one or more bank accounts entitled “The Company of Master Mariners of Australia Limited Federal Court”.
- b. All cheques drawn on a Federal Court bank account shall be signed by the Federal Master and countersigned by a member of Federal Court or the Federal Secretary.

- c. Where electronic banking is used to provide payment of accounts, facilities shall exist for the electronic verification of payments by at least two Federal Court members.

56. Finance

- a. Federal Court will annually impose upon each branch a per capita levy calculated on the basis of total branch membership as at 30 June of the corresponding year. For the purposes of this provision Life members are excluded from that total but un-financial members whose membership has not been determined before 1 July in the same year shall be included. For any member who has been elected to membership between 1 July and 31 December the levy imposed for that member in his year of election shall be half of the per capita levy.
- b. The amount of the levy per capita shall be as from time to time determined by Federal Court.
- c. deleted.
- d. Not more than fourteen (14) days after 30 June, each year, each branch shall provide Federal Court with a detailed and up-to-date list of its membership as at that date and, at the same time, remit a sum of money in satisfaction of the levy referred to in sub-clauses a and b hereof.
- e. Any Branch which has not complied with the provisions of sub-clause (d) hereof within the specified period shall remit to Federal Court an additional amount equivalent to 5 per cent (5%) of the Branch levy total.
- f. Federal Court may impose upon all financial members a Federal levy, for the purpose of raising or augmenting finance in furtherance of any Constitutional Object considered to require such assistance. Such levy shall in no case be reimposed within three years of a previous similar levy.
- g. Each personal application for membership shall be accompanied by a remittance to cover a Nomination Fee, determined by Federal Court. In the event of any application being unsuccessful such Nomination Fee shall be refunded to the applicant.
- h. deleted.
- i. deleted.
- j. Apart from necessary expenditure on the administration of the company all funds controlled by Federal Court shall be used only as required or permitted by this constitution.
- k. The Federal Secretary may be paid an honorarium as decided by Federal Court.

PROCEEDINGS OF THE FEDERAL COURT

- 57. Federal Court may meet for the dispatch of business at least four times per year, preferably at least once in each quarter.
- 58. Federal Court must cause minutes to be made:

- a. Of all appointments of officers and employees;
- b. of the names of the members of the Federal Court present at all meetings of the Company and of the Federal Court;
- c. Of all proceedings at all meetings of the Company and of the Federal Court.

The minutes must be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

59.

- a. Each member of Federal Court shall be entitled to one vote only, irrespective of the membership of the branch represented, EXCEPT as provided by sub-clause b hereof.
- b. The Chairman shall be entitled to both a deliberate and casting vote.
- c. Except where the Corporations Act requires otherwise decisions of Federal Court shall be made by a simple majority of votes.
- d. Where a postal vote is required the vote may be made orally but must be confirmed in writing. A time limit should be determined by the Federal Master for the return of postal votes and those not received within the time limit are to be considered affirmative.
- e. Where a matter raised at Federal Court concerns alteration of the Objects of the company the Branch Master shall discuss the matter with his Branch Court before casting a vote on the matter in question.
- f. A member of the Federal Court may not vote in respect of any contract or proposed contract with the company in which he or she is interested, and if the member of Federal Court does so vote his or her vote is not to be counted.

60. The continuing members of the Federal Court may act notwithstanding any vacancy in the Federal Court, but if and so long as their number is reduced below the number fixed by this constitution as the necessary quorum of the Federal Court, the continuing members of the Federal Court may act for the purpose of increasing the number of members of the federal Court to that number or of convening a general meeting of the company, but for no other purpose.

61. The Federal Court may delegate any of its powers and/or functions (not being duties imposed on the Federal Court by the Corporations Act or the general law) in accordance with the Corporations Act.

62. All acts done by any meeting of the Federal Court or by any delegate of the Federal Court are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Federal Court or delegate, or that one or more members of the Federal Court were disqualified, as valid as if every such person had been duly appointed and was qualified to be a member of the Federal Court or delegate.

63.

- a. If all the members of the Federal Court have signed a document containing a statement that they are in favour of a resolution of the Federal Court in terms

set out in the document, a resolution in those terms is taken to have been passed at a meeting of the Federal Court held on the day on which the document was signed and at the time at which the document was last signed by a member of the Federal Court or, if the members of the Federal Court signed the document on different days, on the day which, and at the time at which, the document was last signed by a member of the Federal Court.

- b. For the purpose of sub-clause a, two or more separate documents containing statements in identical terms each of which is signed by one or more members of the federal Court are together taken to constitute one document containing a statement in those terms signed by those members of the Federal Court on the respective days on which they signed the separate documents.
 - c. A reference in sub-clause a to all of the members of the Federal Court does not include a reference to a member of the Federal Court who, at a meeting of the Federal Court, would not be entitled to vote on the resolution. Any document referred to in this clause may be in the form of a facsimile transmission or electronic notification and, if transmitted by a member of the Federal Court to an agreed facsimile address or electronic address, as the case requires, will be taken to be duly signed.
- 64.
- a. If all of the members of the Federal Court consent, they may participate in a meeting of the Federal Court by means of any technology allowing all persons participating in the meeting to hear each other at the same time. Any member of the Federal Court participating in such a meeting is for the purposes of this constitution taken to be personally present at the meeting.
 - b. The consent of a member of the Federal Court to the use of technology may be a standing one.
 - c. Any consent of a member of the Federal Court to the use of technology may be withdrawn only within a reasonable period prior to a meeting at which the technology is to be used.

FEDERAL EXECUTIVE

65. deleted.

SEAL

66. Federal Court shall provide for the safe keeping of the seal which shall only be used by the authority of the Federal Court or of a sub-committee or members of Federal Court authorised by Federal Court in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Federal Court and shall be countersigned by the Federal Secretary or by a second member of the Federal Court or by some other person appointed by Federal Court for that purpose.

FEDERAL SECRETARY

67. The Federal Court may in accordance with the Corporations Act appoint a Federal Secretary for such term, and upon such conditions as it thinks fit, and any Federal Secretary so appointed may be removed by it. Nothing herein prevents the Federal Court from appointing a member of the company as honorary secretary, and any member so appointed forthwith becomes an office bearer of the company and, if not already a member of the Federal Court, ex officio a member of the Federal Court, and any member so appointed is subject to the provisions of clause 6.
68. Subject to the directions of the Federal Court it shall be the duty of the Federal Secretary to conduct the correspondence of the Company; to attend meetings of the Federal Court; to take minutes of proceedings of such meetings; to read all minutes and communications that may be needed to be read; to superintend the publication of such papers and publications as the Federal Court may direct; to have charge of the library; to direct the collection of subscriptions and other amounts due to the Company. The Federal Secretary shall engage, subject to the approval of the Federal Court, and be responsible for, all persons employed by the Company and shall generally conduct the ordinary business of the Company under the direction of the Federal Court.

FEDERAL TREASURER

- 69.
- a. The Federal Court may in accordance with clause 49c of this Constitution appoint a Federal Treasurer for such term, and upon such conditions as it thinks fit, and any Federal Treasurer so appointed may be removed by it. The Federal Treasurer is subject to the directions of the Federal Court;
 - b. The Federal Treasurer shall be responsible for the banking arrangements of the Federal Court;
 - c. It shall be the duty of the Federal Treasurer to facilitate the collection of subscriptions and other amounts due to the Federal Court; to facilitate the payment of dues and other sums owed by the Federal Court; and to maintain records of all payments made and received;
 - d. The Federal Treasurer shall maintain a balance sheet of accounts and trust funds showing all assets and liabilities of the company and present all accounts to the Federal Court for inspection and approval when requested;
 - e. The Federal Treasurer shall, under direction of the Federal Court, be responsible for the finances of the company and shall present to its members at each Annual General Meeting, the financial accounts for the preceding year and the operating budget for the following year;
 - f. The Federal Treasurer shall not be involved with the approval process of any payment made to himself.

RECORDS AND REPORTS

70. The Federal Court must cause proper financial records to be kept

71. The Federal Court must distribute copies of every

- a. Annual financial report;
- b. report of the members of the Federal Court; and
- c. report of the auditor or auditors on the financial report if appointed.

As required by the Corporations Act.

72. The Federal Court must lay before each annual general meeting:

- a. The financial report;
- b. the report of the Members of Federal Court; and
- c. the report of the auditor or auditors if appointed.

For the last financial year ended before the annual general meeting.

73. Federal Court shall from time to time determine in accordance with clause 12 of the constitution at what times and places under what conditions or regulations the accounting and other records of the company shall be open to the inspection of members.

AUDIT

74. If directed by the members or by ASIC under the provisions in the *Corporations Act 2001*, a properly qualified auditor or auditors must be appointed and their duties regulated in accordance with the Corporations Act.

NOTICES

75.

- a. A notice may be given by the company to any member either by serving it to the member personally or by sending it by post to the member at his or her registered address or the address if any supplied by the member of the company for the giving of notices to the members.
- b. Where a notice is sent by post, service of the notice is to be taken to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the second day after the date of its posting, and in any other case, at the time at which the letter would be delivered in the ordinary course of post..

76.

- a. Notice of every general meeting must be given in the manner authorised by clause 72 to:

- i. every member except those members for whom the company has no registered address or other address for the giving of notices to them; and
- ii. The auditor or auditors for the time being of the company.

No other person is entitled to receive notices of general meetings.

INDEMNITY

77. Except to the extent that it is prohibited from doing so by the Corporations Act, the company:
- a. indemnifies every person who is or has been a member of Federal Court, Branch Court, auditor, Federal secretary and other officer of the company against:
 - i. any liability (other than a liability for legal costs) incurred in that capacity; and
 - ii. any liability for legal costs incurred in connection with proceedings relating to, or in defending an action for a liability incurred in, that capacity; and
 - b. May pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

BRANCH REQUIREMENTS

78. Formation of Branches

The Federal Court may establish Branches of the Company in areas where, in its opinion, a sufficient number of members are resident to ensure that local activities can be carried out satisfactorily. If the activities of any Branch are not, in the opinion of the Federal Court, being conducted in the best interests of the Company the Federal Court may at its discretion close down the Branch concerned.

79. Application to form a Branch

The Federal Court will consider all applications which shall include a list of members in the area who support the application, the proposed geographical area of the Branch, together with the name of the Branch and a list of proposed Officers.

80. Membership of Branches

Membership of a Branch shall be open to any member of the Company, of any grade resident in the area. Members may change or cancel their affiliation to Branch by notice in writing to the Federal Court which will transmit such information to the appropriate Branch.

DESIGNATION OF BRANCHES

- 81.
- a. Each Branch shall be designated “THE COMPANY OF MASTER MARINERS OF AUSTRALIABRANCH” the optional name of the State, port or place in which the Branch is located being interposed between the words “ Australia” and “Branch”.
 - b. Any established Branch desirous of adopting an alternative designation shall submit the proposal to Federal Court.

BY-LAWS

- 82.
- a. Each Branch is empowered to formulate individual by-laws for the purpose of regulating its affairs, but such by-laws shall not in any regard be inconsistent with the constitution.
 - b. Notice of any proposed by-laws, or of any amendment, or addition, to existing by-laws shall be given to one Branch general meeting, circulated to all Branch members, and considered at a subsequent general meeting.
 - c. Any proposed by-laws, or any amendment, or addition, to existing by-laws must then receive the approval of Federal Court prior to their introduction within a Branch.

COURTS

- 83.
- a. The management of Branch affairs shall vest in a Branch Court consisting of Branch Master, and two other members of the Branch, all of whom are to be elected at the annual general meeting of the Branch.
 - b. Branch Courts shall have the discretion to appoint any other members of the Branch as may be considered necessary to assist with the administration of the Branch; Members so appointed to the Court shall have equal voting rights to the three elected members.
 - c. An Associate member may be elected to a Branch Court subject to the proviso that the number of Associate members on any Branch Court must not be allowed to constitute one half or more of the total number of the Branch Court members. An Associate member cannot hold the office of Branch Master.
 - d. Members of Branch Courts shall hold office from the date of their election or appointment until the next succeeding Annual General Meeting, at which a further election to each office specified in sub-clause (a) hereof shall be held. Retiring Court Officers shall be eligible for re-election unless otherwise provided by any By-law of the Branch concerned.
 - e. Immediate Past Branch Masters shall also be members of Branch Court.
 - f. The frequency of Branch Court meetings shall be as determined by the Court.
 - g. At all Branch Court meetings two members shall be quorum.

- h. The Branch Master shall normally preside at all Branch Court meetings, but in his unavoidable absence his nominated delegate shall preside over the meeting.
- i. The chairman of Branch Court meetings shall have both a deliberate and a casting vote.
- j. Meetings of Branch Courts shall be conducted in accordance with the rules of procedure laid down by Federal Court from time to time.
- k. Every proposal before a Branch Court meeting must be resolved by an open vote of the majority of Court members present.
- l. Proceedings of all Branch Court meetings are to be minuted and recorded in a Court Minute Book.
- m. A Branch Court vacancy shall be deemed to arise whenever one of its Officers transfers to another Branch, disqualifies himself, ceases to be a Branch member, or for any acceptable reason becomes unable to regularly attend its meetings, in which latter case the member concerned should be informed of the intention to appoint a replacement.
- n. For the purpose of filling a Branch Court vacancy the remaining Court members may appoint any Branch member to fill the vacant office.
- o. Whenever possible, the members of the Branch Court shall appoint one or more of their number to act in the positions of Honorary Branch Secretary, Honorary Branch Treasurer or any other position deemed to be necessary and appropriate for the administration of the Branch.

DUTIES

84. Branch Court shall:

- a. Ensure the adoption and uniform interpretation of the constitution and any Branch By-laws, by all Branch members.
- b. Implement decisions of Federal Court, the Branch Court or any Branch general meeting.
- c. Arrange secure custody of all Branch property, moneys and records.
- d. Control and allocate all property or moneys received on behalf of the Branch in accordance with the constitution and/or Branch By-laws.
- e. Notify Federal Court of any change in Branch Court membership.
- f. Maintain a detailed and up-to-date register of Branch membership and notify Federal Court of any change thereto consequent upon Honorary membership, Retired membership, transfer, resignation, expulsion or death.
- g. Process applications for membership.
- h. Arrange the presentation, or delivery, of Certificates of membership to all new Branch members, also the provision to each of a copy of the constitution and any Branch By-laws, without cost to such members.
- i. Consider the termination of membership of any un-financial member in accordance with the constitution.
- j. Forward to Federal Court remittances required by this constitution.

- k. Refer to Federal Court the name of any Branch member whose conduct appears prejudicial to the interests of the Branch, or the company, in order that Federal Court may determine his membership. The Branch Court shall also, and at the same time, inform the member concerned of its intention in that regard, in writing; but it shall be the prerogative of Federal Court to adjudicate such cases, and the decision of Federal Court shall be final.
- l. Ensure the regularity of any election or vote held within the Branch, whatever its object.
- m. Determine the number of members required to form a quorum at Branch General, Extraordinary General and Annual General Meetings.

BANKING

- 85.
- a. Each Branch shall open and maintain a local bank account, the title of which shall be identical to the designation of the Branch.
 - b. All moneys payable to a Branch shall be recoverable by the Branch Master or, if appointed, the Honorary Branch Treasurer, and then be paid into the Branch bank account.
 - c. All cheques drawn on a Branch bank account shall be signed by the Branch Master and countersigned by one other member of the Branch Court. In the event that an Honorary Branch Treasurer has been appointed then cheques may be signed by that member and countersigned by the Branch Master.
 - d. Where electronic banking is used to provide payment of accounts, facilities shall exist for the electronic verification of payments by at least two Court members.
 - e. The Branch Master or, in the event that an Honorary Branch Treasurer has been appointed, the Honorary Branch Treasurer shall maintain an acceptable record of all moneys received and paid on behalf of the Branch.

BRANCH FINANCE

- 86.
- a. Any Branch subscription payable, by members on election and subsequently by members and members on the retired roll annually, and any Branch levy shall be decided by the Branch Court concerned.
 - b. For the purpose of augmenting its financial position a Branch Court may impose a levy upon all financial members of the Branch once in each calendar year.
 - c. The Honorary Branch Treasurer, or his deputy, shall prepare and present to each Branch Court and Branch General meeting an up to date financial statement
 - d. The Honorary Branch Treasurer shall prepare and present to each Annual General Meeting a financial report in respect of the last financial year, reviewed by the Branch Court and the Federal Treasurer. The financial report shall include as a minimum the balance sheet, the income statement, the cash flow statement and a changes in equity statement. For the purpose of this

provision a financial year refers to the interval between 1 January and 31 December in the same year both dates inclusive.

- e. All funds controlled by a Branch Court shall be applied only to the Objects and requirements contained in the constitution and to the necessary administrative expenses of the Branch.

MEETINGS – CHAIRMAN

87. The Branch Master shall normally preside at all Branch General, Extraordinary General and Annual General Meetings, but in his unavoidable absence another Officer of the Branch Court or any Branch member so appointed by the Court, shall preside.

MEETINGS – VOTING

88.
 - a. Every proposal before any General, Extraordinary General or Annual General Meeting shall be resolved by an open vote of the majority of Branch members present.
 - b. The chairman of any meeting referred to in sub section (1) hereof shall be entitled to both a deliberate and a casting vote.
 - c. Members unable to attend a meeting may appoint, in writing, a proxy on their behalf.

GENERAL MEETING

89.
 - a. Branch General Meetings shall be held at monthly intervals, or as decided by the Court, and all Branch members are to be notified accordingly.
 - b. Every Branch general meeting shall be subject to a quorum whose actual number is to be predetermined by the Branch Court.
 - c. Proceedings of all Branch general meetings are to be minuted by a member of the Branch so appointed for the purpose and recorded in a Minute Book. A copy of all such Minutes is to be forwarded to Federal Court as soon after each meeting as is reasonably practicable.
 - d. All Branch general meetings shall be conducted in accordance with the rules of procedure laid down by Federal Court from time to time.
 - e. No member, or group of members, or Branch, shall enter into any negotiation or correspondence, whether verbal or written, with any outside person, group or body concerning any matter of policy affecting or involving the company EXCEPT through Federal Court.

EXTRAORDINARY GENERAL MEETINGS

- 90.
- a. A Branch Court may at any time call an Extraordinary General Meeting of the Branch by giving all Branch members not less than seven days' notice thereof preferably in writing, indicating the nature of the business to be dealt with.
 - b. Any ten Life, Honorary and/ or financial members of a Branch may call an Extraordinary General Meeting of the Branch by addressing an individually signed requisition to the Branch Master or, in the event that an Honorary Branch Secretary has been appointed, the Honorary Branch Secretary. Such requisition shall state the nature of the business giving rise to the requisition.
 - c. Every Branch Extraordinary General Meeting shall be subject to a quorum whose actual number is predetermined by the Branch Court.
 - d. Proceedings of all Branch Extraordinary General Meetings are to be minuted by a member of the Branch so appointed for the purpose or, in the event that an Honorary Branch Secretary has been appointed, the Honorary Branch Secretary and recorded in the Minute Book used for Branch General Meetings.

ANNUAL GENERAL MEETINGS

- 91.
- a. An Annual General Meeting of the Branch is to be held before the 1st of April of each year
 - b. Every Branch Annual General Meeting shall be subject to a quorum whose actual number is to be predetermined by the Branch Court.
 - c. Proceedings of all Branch Annual General Meetings are to be minuted by a member of the Branch so appointed for the purpose or, in the event that an Honorary Branch Secretary has been appointed, the Honorary Branch Secretary and recorded in the Minute Book used for general meeting minutes. A copy of all such minutes is to be forwarded to Federal Court as soon after each Branch Annual General Meeting as is reasonably practicable.

AMENDMENTS

92. An amendment to the constitution of the company may be proposed to Federal Court by any member. Federal Court shall circulate the proposal to every financial member of the company and a vote on whether to accept or reject the proposal be taken not less than one month after the proposal has been circulated. Every financial member is entitled to one vote. Members may appoint, in writing, a proxy on their behalf. The decision to adopt the proposed amendment shall be determined by a simple majority of all votes cast.