

**CONSTITUTION OF
AUSTRALASIAN HYDROGRAPHIC SOCIETY
LIMITED**

2010

Adopted 13 September 2010

Hydrography

The use and application of technology in the measurement and presentation of spatial data in the exploitation and exploration of the marine and freshwater environments.

AHS 2005

**CONSTITUTION OF
AUSTRALASIAN HYDROGRAPHIC SOCIETY LIMITED**

Index

1. Name
2. Objects
3. Non-profit Society
4. Honorary service by Council members
5. Liability of members
6. Distribution of surplus assets
7. Financial records
8. Membership
9. Applications for membership
10. Cessation of membership
11. Rights associated with membership
12. Register of members
13. Membership fees
14. Termination of membership
15. Resolution of internal disputes
16. General meetings
17. Proceedings at general meetings
18. Presiding member
19. Adjournment
20. Voting

21. Proxies
22. Council
23. Directors
24. Election of office bearers
25. Appointment of Region Representatives
26. Alternate members of Council
27. Proceedings of the Council
28. Transaction of business outside Council meetings
29. Council delegation and Council committees
30. Minutes
31. Appointment of officers, employees, etc
32. International representation
33. Regions
34. Education Fund
35. Common seal
36. Notice
37. Indemnity
38. Definitions and interpretation

APPENDIX 1 Form: "Appointment of Proxy"

1. Name

The name of the company is the "Australasian Hydrographic Society Limited" (referred to in this Constitution as "the Society").

2. Objects

The objects of the Society are:

- 2.1 To promote the science of surveying in the saltwater and freshwater environments, the adjacent shore and hinterland and to promote related sciences.
- 2.2 To provide a centre for meetings and a channel for correspondence and the exchange of information between technologists and others engaged or interested in hydrography and related sciences.
- 2.3 To promote and co-ordinate the study and practice of such sciences in all or any of their aspects and to accumulate, extend and disseminate amongst the members of the Society and others information and knowledge relating thereto.
- 2.4 To promote the further education and training of persons engaged in or intending to engage in the study of hydrography and related sciences.

3. Non-profit Society

- 3.1 The income and property of the Society must be applied solely towards the promotion of the objects of the Society as set forth in this Constitution.
- 3.2 No income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Society except:
 - 3.2.1 Remuneration to any member employed by the Society in return for services actually rendered to the Society.
 - 3.2.2 Payment to a member in return for goods or services supplied to the Society in the ordinary course of business.
 - 3.2.3 Interest at a rate not exceeding the Bank Rate for the time being set by the Reserve Bank of Australia plus 2.5%, on money borrowed by the Society from a member.
 - 3.2.4 Reasonable rent for premises let by any member to the Society.

3.2.5 As an award made under the terms of the Hydrographic Education Fund as described in Clause 34 below.

4. Honorary service by Council members

4.1 No member of the Council of the Society can be appointed to any salaried office of the Society or any office of the Society paid by fees, and no holder of such an office can be appointed to the Council (see Clause 22 below).

4.2 No remuneration or other benefit in money or money's worth may be paid or given by the Society to any member of the Council except for the payment of out-of-pocket expenses incurred by the Council member in the performance of a duty as a Council member.

5. Liability of members

5.1 A member must contribute to the assets of the Society, in the event that it is wound up while that member is a member, or within one year afterwards for:

5.1.1 payment of the debts and liabilities of the Society contracted before the time at which the member ceased to be a member; and

5.1.2 the costs, charges and expenses of winding up the Society.

5.2 The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to:

5.2.1 the amount of any unpaid membership fees; plus

5.2.2 a sum not exceeding twenty Australian dollars (\$20).

5.3 As between members of the Society, the liability of any member, officer or agent of the Society is limited to the amount of insurance for which the member officer or agent is actually indemnified by any policy of insurance held by the Society.

6. Distribution of surplus assets

6.1 The members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the Society.

- 6.2 If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property, this must be given or transferred to an Association or Associations:
- 6.2.1 with objects similar to the objects of the Society or with charitable objects;
 - 6.2.2 whose Constitution prohibits the distribution of income and property among members to an extent at least as great as is imposed by this Constitution;
 - 6.2.3 chosen by the members of the Society at or before the completion of winding up or dissolution; and
 - 6.2.4 which is exempt from the payment of income tax under the provisions of the *Income Tax Assessment Act 1997* as amended.

7. Financial records

- 7.1 The Society must keep accounting records to correctly record and explain the Society's transactions, including any transactions as trustee, and the financial position of the Society.
- 7.2 The Society must keep its accounting records in a manner that will enable:
- 7.2.1 the preparation of true and fair accounts of the Society; and
 - 7.2.2 the accounts of the Society to be conveniently and properly audited in accordance with the *Corporations Act*.
- 7.3 The Society's financial and other records shall be kept at the registered office or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 7.4 The Council shall determine to what extent and under what conditions the accounts and books of the Society shall be open to the inspection of members not being members of the Council. No member other than a member of the Council shall have any right of inspecting any account or document of the Society, except as conferred by statute or authorised by the Council or by the Society in General Meeting.
- 7.5 At least once in every year the accounts of the Society must be examined by a qualified auditor who must report to the members in accordance with the provisions of the *Corporations Act*.
- 7.6 The Society's accounting year shall be from 1st July to 30th June.

8. Membership

8.1 The Society will have six types of membership, namely,

- 8.1.1 Individual,
- 8.1.2 Corporate,
- 8.1.3 Emeritus,
- 8.1.4 Retired,
- 8.1.5 Honorary,
- 8.1.6 Student.

8.2 The Patron. The Council may elect a suitable, eminent personage to be The Patron of the Society, who shall not be required to pay an annual subscription, but shall:

- 8.2.1 be entitled to receive notice of and attend all general meetings of the Society, including the Annual General Meeting, and receive information of the Society's activities,
- 8.2.2 be entitled to receive free copies of any journals, magazines and diaries provided by the Society from time to time,
- 8.2.3 may, as requested by Council, be co-signatory with The President on formal award certificates,
- 8.2.4 not be entitled to vote at a general meeting or the Annual General Meeting,
- 8.2.5 not be eligible for nomination, election or appointment to Council or to any office of the Society, other than Patron.

8.3 The Society may register Associates who shall not be members of the Society and who are not entitled to subscription copies of any journals, magazines or diaries provided to members by the Society from time to time, although residual copies of these may be purchased by them at a price as determined by the Council.

9. Applications for membership

9.1 All applications for admission into the Society must be on a form containing such particulars and recommendations as may be approved from time to time by the Council, and such form shall be forwarded when completed to the Secretary or Treasurer.

9.2 A candidate for membership must satisfy the Council that he or she is a fit and proper person to belong to the Society. The election of Members shall be made by majority vote of the Council at any meeting of the Council.

- 9.3 Where the Council decides to accept an application for membership, the Secretary or Treasurer must, as soon as practicable after that decision, notify the applicant of that approval and request the applicant to pay within a period of 28 days the applicable membership fee. The Secretary or Treasurer must, on payment by the applicant of the membership fee within the 28 day period, enter the applicant's name in the register of members. Upon the name being entered into the register the applicant becomes a member of the Society.
- 9.4 The Council in its discretion may elect any person as an Honorary Member and may, at any time, terminate such Honorary membership.
- 9.5 The Council in its discretion may elect any person as an Emeritus Member and may, at any time, terminate such Emeritus membership.

10. Cessation of membership

- 10.1 A person ceases to be a member of the Society if the person:
- 10.1.1 dies;
 - 10.1.2 resigns from membership by notice in writing to the Secretary or Treasurer;
 - 10.1.3 has membership terminated; or
 - 10.1.4 fails to pay the annual membership fee within 3 months of the due date.

11. Rights associated with membership

- 11.1 Each member of the Society, including Honorary members, has the following rights:
- 11.1.1 to receive notice of and attend general meetings of the Society.
- 11.2 Each member of the Society, other than an Honorary member, has the following rights:
- 11.2.1 to vote at General Meetings of the Society; and
 - 11.2.2 to be eligible for election or appointment to the Council.
- 11.3 Each Corporate member has the following rights:
- 11.3.1 to send one delegate to general meetings of the Society,

11.3.2 to have its delegate participate in general meetings and to exercise one vote each on every matter raised for consideration, and

11.3.3 to have its delegate eligible for election to the Council.

11.4 Each Corporate member is responsible for any statement, action taken, or decision made on its behalf by its delegate.

11.5 Each Corporate member must provide the Council with the name and address of its delegate. This notice is to be in writing and signed by the member's public officer, Secretary or equivalent.

11.6 A Corporate member may at any time change its delegate by notification in writing to the Secretary of the Society. The member must also advise the delegate concerned of the change.

11.7 Each Honorary member of the Society has the right to receive information about the Society's activities.

12. Register of members

12.1 The Secretary or the Treasurer of the Society must establish and maintain a register of members of the Society. This register must contain the name and address of each person who is a member of the Society together with the date on which the person became a member and the type of membership.

13. Membership fees

13.1 Each member of the Society must pay to the Society an annual membership fee determined by the Council.

13.2 The Council may set reduced membership fees for members who have retired from active practice or employment or who are students actively following a recognised course of education or training in surveying in the saltwater or freshwater environments or related sciences.

13.3 Emeritus Members shall not be required to pay an annual subscription unless Council resolves otherwise. An Emeritus Member who is not required by Council to pay an annual subscription shall nevertheless rank as a fully paid-up member of the Society.

13.4 Honorary Members shall not be required to pay an annual subscription.

13.5 Associates shall not be required to pay an annual subscription or any other fee and do not rank as members.

- 13.6 The Council shall be entitled to remit or abate any subscription due from a member.
- 13.7 The annual membership fee is due on 1st July in each year.
- 13.8 In the case of a newly admitted member the full annual membership fee is due upon becoming a member and will cover membership until the next date on which membership fees are due, unless received after 1st April in any year when it will cover membership until the subsequent year, in effect, up to 15 months' membership.

14. Termination of membership

- 14.1 Any member may make a complaint that some other member of the Society:
- 14.1.1 has persistently refused or neglected to comply with a provision or provisions of the Constitution; or
 - 14.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Society.
- 14.2 On receiving such a complaint, the Council must:
- 14.2.1 cause notice of the complaint to be served on the member concerned;
 - 14.2.2 give the member at least 14 days from the time the notice is served to make submissions to the Council in connection with the complaint; and
 - 14.2.3 take into consideration any submissions made by the member in connection with the complaint.
- 14.3 The Council may, by a resolution passed by a two thirds majority, expel or suspend the member from the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the allegations complained of have been proved.
- 14.4 If the Council expels or suspends a member, the Secretary must within 7 days give written notice to the member of:
- 14.4.1 the action taken, and
 - 14.4.2 the reasons given by the Council for having taken that action.
- 14.5 A resolution by Council to expel or suspend a member will take effect immediately and is not subject to a right of appeal.

15. Resolution of internal disputes

- 15.1 In the event of a dispute arising between members in their capacity as members, or between a member and the Society, or between a member and the Council the following procedure shall apply:
- 15.1.1 Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.
- 15.1.2 Should the nominated representatives be unable to resolve the dispute within 14 days or such other period as they may agree upon, the dispute must be referred to a person mutually agreed upon for mediation.
- 15.1.3 In the event that no person can be agreed upon to mediate the dispute it must be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act* 1983 (NSW).

16. General meetings

- 16.1 A general meeting called the Annual General Meeting must be held:
- 16.1.1 at least once in every calendar year;
- 16.1.2 within three (3) months of the end of the Society's financial year;
and
- 16.1.3 at a time and place determined by the Council.
- 16.2 The Council may, whenever it thinks fit, convene a general meeting of the Society. A general meeting must also be convened on the requisition of at least twenty (20) members. In either case the general meeting must be held as soon as practicable, and not later than two months after the date of the decision or deposit of the requisition.
- 16.3 Every notice convening a general meeting must be in writing and must specify the place, the day and the time of the meeting and the general nature of the business to be transacted. Such notice may be delivered to the member in person, or by post, fax or email to the relevant address last supplied by the member and recorded in the register of members.
- 16.4 The period of notice required for the calling of a general meeting is:
- 16.4.1 fourteen (14) days for the Annual General Meeting and any other general meeting where no special resolution is to be proposed;
- 16.4.2 twenty-one (21) days for a general meeting where a special resolution is to be proposed and has been stated in detail in the notice.

The above periods of notice are exclusive of the day upon which notice is served, but inclusive of the day on which the meeting is to be held.

16.5 The business of the Annual General Meeting is:

- 16.5.1 to receive and consider the accounts, statements and reports prescribed by the *Corporations Act*;
- 16.5.2 to elect the Office Bearers of the Council for the coming year;
- 16.5.3 to appoint the auditor where necessary,
- 16.5.4 to deal with any other business included in the notice of meeting.

16.6 A copy of the accounts, statements and reports prescribed by the *Corporations Act* to be presented at the Annual General Meeting must be provided to full members at least fourteen (14) days before the Annual General Meeting.

17. Proceedings at general meetings

17.1 Ten (10) members present in person, being members entitled under these rules to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.

17.2 If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting, then:

17.2.1 the meeting, if convened upon the requisition of members, is to be dissolved; or

17.2.2 in any other case, the meeting is to be adjourned to a date, time and place determined by the person chairing the meeting and is to be no longer than one month from the original date of the meeting.

17.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the full members present, being not less than three (3), will constitute a quorum.

18. Presiding member

18.1 The President is to act as chairperson at each general meeting of the Society.

18.2 If the President is absent from a meeting or unwilling to act the Secretary shall act as chairperson.

18.3 If the President and Secretary are both absent from a meeting or unwilling to act, the members present must elect one of their number to act as chairperson at the meeting.

19. Adjournment

19.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a specified time, date and place. No business can be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

19.2 Where a general meeting is adjourned for 14 days or more, the Secretary must give written notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

20. Voting

20.1 At a general meeting a motion put to the vote of the meeting is to be decided on a show of hands unless a ballot, before or on the declaration of the result of a show of hands, is demanded by the chairperson or any two members.

20.2 All members present in person at a general meeting who have no outstanding membership fees due are entitled to one vote on a show of hands. A member present only by proxy and Honorary members are not entitled to vote on a show of hands.

20.3 If there is an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting is entitled to a second or casting vote.

20.4 If a ballot is not demanded, a declaration by the chairperson that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect is in the minutes, it can be accepted there is conclusive evidence of the result of the vote, without proof of the number or proportion of votes recorded in favour of or against the resolution.

20.5 If a ballot is demanded, it is to be taken in the manner determined by the chairperson.

20.6 The demand for a ballot may be withdrawn.

21. Proxies

- 21.1 No person shall act as a proxy who is not entitled to be present and vote in his own right, except a person who is representing a Corporate Member.
- 21.2 A document appointing a proxy may be in the form set out in Appendix 1 or in a common or usual form.
- 21.3 If the document appointing a proxy specifies the manner in which the proxy is to vote, the proxy must vote in the manner specified.
- 21.4 The document appointing a proxy must be given to the Secretary at the Society's registered office at least 48 hours before the time for holding the meeting or adjourned meeting.
- 21.5 A vote given in accordance with the terms of a document appointing a proxy is valid, despite the occurrence of any one or more of the following events if no notice in writing of any of these events has been received by the Secretary before the commencement of the meeting or adjourned meeting at which the document is used:
 - 21.5.1 the previous death or unsoundness of mind of the principal;
 - 21.5.2 the revocation of the proxy; or
 - 21.5.3 the termination of the membership of the member.

22. Council

- 22.1 The business and operations of the Society are to be managed and controlled by the Council, and for that purpose the Council may exercise the powers of the Society as if they had been expressly conferred on the Council by a general meeting of the Society.
- 22.2 The Council is to consist of eight directors comprising three office bearers, President, Secretary and Treasurer, and a representative from each of the Regions recognised by the Society. Each director must be a natural person who is a member of the Society and at least 18 years of age.
- 22.3 The powers of the Council are subject to any restrictions imposed by the *Corporations Act* or by the Society's Constitution.
- 22.4 The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.

22.5 Should a Region be unable to nominate a representative to Council for whatever reason, that director's position will be left vacant; however the total number of directors shall never be allowed to fall below three in addition to the Secretary.

22.5.1 For the purposes of this Constitution the Australia on the Map division is considered to be a Region.

23. Directors

23.1 The following elected officers of the Society will constitute the Council.

23.1.1 President

23.1.2 Secretary

23.1.3 Treasurer

23.1.4 Region Representative East Australia Region

23.1.5 Region Representative West Australia Region

23.1.6 Region Representative New Zealand Region

23.1.7 Region Representative Australia on the Map Division

23.1.8 Region Representative South West Pacific Region

23.2 At the Annual General Meeting of the Society, the members of Council are to be selected in the following manner:

23.2.1 the three Office Bearers having been duly nominated and seconded are to be elected by those members of the Society who are eligible to vote, and

23.2.2 each Region recognised by the Society is entitled to appoint one person to the Council as its Region Representative.

23.3 The term of office of a Council member ends at the closure of the next Annual General Meeting after the member's appointment to the Council.

23.4 The Council has the power to appoint any eligible person to the Council to fill a vacancy. Any person so appointed to the Council will hold office until the next Annual General Meeting.

23.5 The Society may, by ordinary resolution, remove any member of the Council before the expiration of the member's period of office and may, by ordinary resolution, appoint another person in the member's place. The person so appointed will hold office until the next Annual General Meeting.

23.6 The office of a member of the Council will become vacant if the member:

- 23.6.1 becomes bankrupt or makes any arrangement or composition with creditors generally;
- 23.6.2 becomes prohibited from becoming a member of the Council by reason of any order made under the *Corporations Act*;
- 23.6.3 ceases to be a member of the Council by operation of the *Corporations Act*;
- 23.6.4 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;
- 23.6.5 resigns office by notice in writing to the Society;
- 23.6.6 is absent from meetings of the Council for more than six months without permission of the Council; or
- 23.6.7 ceases to be a member of the Society, or the delegate of a Corporate member.

24. Election of Office Bearers

- 24.1 Only Individual Members, Emeritus Members, Retired Members, Student Members and the delegates of Corporate Members of the Society are eligible for nomination and election as members of Council. Honorary Members are not eligible for nomination and election as members of Council.
- 24.2 The election of the members of the Council is to take place in the following manner:
 - 24.2.1 Any two eligible members of the Society may nominate any other eligible member for election to a particular position on the Council.
 - 24.2.2 The nomination must specify the position on Council, be in writing, be signed by the candidate, the proposer and the seconder, and lodged with the Secretary at least two months before the Annual General Meeting at which the election is to take place.
 - 24.2.3 In the event that there is only one nomination for a particular position the candidate nominated shall be declared elected to that position on the Council.
 - 24.2.4 In the event that there is more than one nomination for a particular position the Secretary shall prepare and send a ballot paper by pre-paid post to each member entitled to vote. The ballot paper must specify a date not less than seven days before the Annual General Meeting by which it must be returned to the Secretary. All ballot papers returned by the due date must be submitted unopened to not less than three scrutineers appointed by Council. The scrutineers, who cannot be candidates, must check the papers and decide on their validity or otherwise and report to the Annual

General Meeting on the number of votes cast for each candidate, the total number of ballot papers received and the number rejected.

24.2.5 Each member of the Society entitled to vote in the election of a member of Council may cast the same number of votes as there are vacancies to be filled and not more than one vote shall be given to any candidate. Upon acceptance by the Annual General Meeting of the scrutineers report the Chairman of the Meeting shall declare the successful candidates elected.

24.2.6 In situations where insufficient advance nominations are received to fill all Council positions, nominations may be accepted from the floor of the Meeting in relation to the unfilled Council positions only.

24.2.7 A retiring director is eligible for re-election.

25. Appointment of Region Representatives

25.1 Each Region recognised by the Society is entitled to appoint one person to the Council as its Region Representative on the following conditions:

25.1.1 A Region's representative on Council must be the person elected by that Region as its Chairperson.

25.1.2 A Region's representative must be a member of the Society, other than an Honorary Member or the representative of a Corporate Member.

25.1.3 Only those members of the Society who are listed on a Region's membership register are eligible to nominate candidates for and to vote upon the election of the Region's Chairperson.

25.1.4 No member of the Society may be listed on more than one Region membership register at any one time.

25.1.5 A person elected as a Region Representative on Council must be a member of the Region that elected him.

26. Alternate members of Council

26.1 Any Office Bearer or Region Representative member of Council may appoint any other member of the Society to be an Alternate Member of Council and may consequently remove from office any previous Alternate Member so appointed by him.

26.2 An Alternate Member shall be entitled to attend and vote at any such meeting at which the member of Council appointing him is not personally present and generally to perform all the functions of his appointer as a member of Council in his absence.

- 26.3 An Alternate Member of Council who has been appointed by the President does not assume that office.
- 26.4 An Alternate Member of Council shall cease to be an Alternate if his appointer ceases to be a member of Council.
- 26.5 Any appointment or removal of an Alternate Member of Council shall be by notice to Council signed by the member of Council making or revoking the appointment.
- 26.6 It shall be the responsibility of the appointer to provide the Alternate Member with notices of meetings, minutes of Council, and copies of all correspondence that may pertain to Council.
- 26.7 An Alternate Member of Council shall be deemed for all purposes to be a member of Council and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the member appointing him.

27. Proceedings of the Council

- 27.1 Meetings of the Council are to be held as often as necessary to conduct properly the business of the Society, and must in any case be held at least twice each year.
- 27.2 Questions arising at any Council meeting are to be decided by a majority of votes of those present.
- 27.3 The President is to act as chairperson at each meeting of the Council. If the President is absent from a meeting or unwilling to act the Secretary shall act as chairperson. If the President and Secretary of the Council are both absent from a meeting or unwilling to act, the members present must elect one of their number to act as chairperson at the meeting.
- 27.4 In the case of an equality of votes, the chairperson of the meeting may have a second or casting vote.
- 27.5 The President or any two directors may, and the Secretary must, if requested by the President or any two directors at any time, call a meeting of the Council.
- 27.6 The quorum necessary for the transaction of business by the Council is four Council members.

27.7 Other than in exceptional circumstances as determined by the President, at least 48 hours notice must be given to the directors of all meetings of the Council.

27.8 The Council may function validly provided its number constitutes the quorum. Should the number of Council members fall below the quorum, the remaining Council members may act only to appoint new Council members.

28. Transaction of business outside Council meetings

28.1 The Council may transact any of its business:

28.1.1 by the circulation of papers among all the members of the Council, and a resolution in writing by a majority of those members is to be taken to be a decision of the Council;

28.1.2 at a meeting at which members, or some members, participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting, can be heard by the other members.

28.2 A resolution approved under the above rule is to be recorded in the minutes of the meetings of the Council.

29. Council delegation and Council committees

29.1 The Council may, by resolution, delegate to a director or committee of two or more directors and known as the Executive Committee, the exercise of such of the Council's powers, other than this power of delegation, as are specified in the resolution. The Society or the Council may by resolution revoke wholly or in part any such delegation.

29.1.1 Any decisions made or actions taken by the Executive Committee are so made or taken in the name of and responsibility of the Council

29.2 A delegation under the above clause may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.

29.3 Notwithstanding a delegation under this rule, the Council may continue to exercise all or any of the powers delegated.

29.4 A Committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the meeting, the

members present may choose one of their number to be chairperson of the meeting.

- 29.5 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the Committee members present and voting. In case of an equality of votes the chairperson may have a second or casting vote.

30. Minutes

- 30.1 The Council must keep minutes of meetings made in books provided for the purpose, and in particular:

30.1.1 of all appointments of officers and employees made by the directors;

30.1.2 of the names of the directors present at each meeting of the Council and of any committee of the Council; and

30.1.3 of all resolutions and proceedings at all meetings of the Society and of directors and of committees of directors.

- 30.2 Minutes must be recorded in the minute book within 14 days of the date of the meeting to which they relate.

- 30.3 The confirmation of minutes must be the first business at the next succeeding meeting of the Society, Council or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes must be confirmed at the next meeting.

31. Appointment of officers, employees, etc

- 31.1 The Council has the power to appoint, remove or suspend officers, employees, agents and contractors, and to fix their powers, duties and remuneration.

- 31.2 The Council may delegate any of its powers under the above rule to an officer or employee of the Society, subject to any conditions or limitations that the Council sees fit to impose.

- 31.3 The Council may, at any time, revoke or vary a delegation made under the above rule.

- 31.4 Notwithstanding any delegation made under these rules, the Council may continue to exercise all or any of its powers.

32. International representation

- 32.1 The President or the Alternate appointed by him from time to time, shall act as the Society's representative on the International Federation of Hydrographic Societies.

33. Regions

- 33.1 The Society may, by special resolution, increase or decrease the number of Regions it recognises for the purposes of this Constitution.

34. Education Fund

- 34.1 The Society will establish and maintain a restricted fund called "The Hydrographic Education Fund", to provide financial assistance in education and training in Hydrography and closely related fields of study to those who in the opinion of Council are deserving candidates.
- 34.2 The Fund is to be operated as a separate fund of the Society and managed by the Council. The Fund will be financed by direct appeal to members and to the general public and from the transfer of monies from other Society funds.

35. Common seal

- 35.1 The Council must provide for the safe custody of the Society's common seal. The common seal may only be used with the authority of the Council. Every instrument to which the common seal is affixed must be signed by a member of the Council and countersigned by the Secretary or by a second member of the Council.

36. Notice

- 36.1 The Society may give a notice to any member either personally or by posting it to the member at the member's registered address. A notice sent by post is deemed to have been received within the normal course of the post as advised by Australia Post or relevant foreign postal authority.
- 36.2 Notice of every general meeting must be given to every member who is eligible to vote and the Society's auditor.

37. Indemnity

- 37.1 Every Council member, auditor and other officer of the Society is entitled to be indemnified out of the property of the Society against any liability incurred by the Council member, auditor or officer in that capacity:

- 37.1.1 in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Council member, auditor or officer, or in which the Council member, auditor or officer is acquitted; or
- 37.1.2 in connection with any application in relation to those proceedings in which relief is granted to the Council member, auditor or officer by the court.

38. Definitions and interpretation

In this Constitution

- (a) **“The Society” or “The Australasian Hydrographic Society”** means the company of that name registered in Australia as a company limited by guarantee with ABN 86 101 591 502 and ACN 101 591 502.
- (b) **"Fund"** means The Hydrographic Education Fund.
- (c) **“the Council”** means the Council of the Society duly elected as described in Clause 22 above
- (d) Words importing only the singular number include the plural and vice versa.
- (e) Words importing a gender include other genders.

APPENDIX 1

**APPOINTMENT OF PROXY
AUSTRALASIAN HYDROGRAPHIC SOCIETY LIMITED**

I,
(full name of principal)

of
(address)

being a member of the Australasian Hydrographic Society Ltd hereby appoint

.....
(full name of proxy or "the Chairperson")

as my proxy at the general meeting to be held at

.....
(time, date and place of meeting)

My proxy is authorised to vote:

1. In whatever way he or she thinks fit.

2. In favour of the following motions:

.....
(description of motions)

3. Against the following motions:

.....
(description of motions)

.....
Signature of applicant

.....
Date