Corporations Law
Company not for gain
Company limited by Guarantee

CONSTITUTION OF AUSTRALIAN MARINERS' WELFARE SOCIETY ACN 000 008 122

(incorporated 7 February 1919)

(Incorporating amendments to clause 41 approved by the AGM on 27 May 2025)

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CONSTITUTION

OF

AUSTRALIAN MARINERS' WELFARE SOCIETY

INTRODUCTION

1. Replaceable Rules Excluded

1.1 The replaceable rules contained in the Law do not apply to the Company.

2. Definitions and interpretation

2.1 In this Constitution:

(1) "**Company**" means Australian Mariners' Welfare Society ACN 000 008 122;

(2) "**Council**" means the councillors for the time being of the Company assembled as a board;

(3) "**Councillors**" means the councillors for the time being of the Company or the councillors assembled as a board;

(4) "**Law"** means the *Corporations Law*;

(5) "**Register**" means the register of members kept in accordance with rule 15;

(6) "**seal**" means the common seal of the Company and includes any official seal of the Company; and

(7) "**Secretary**" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

(8) '**Corporate Member**' means any entity that meets the requirements of clause 11B.2 and who for the time being is entered in the Register as Members as a Corporate Member;

(9) '**Corporate Representative**' means a representative nominated from time to time by a Corporate Member, to represent it to the Company and at Meetings of Members.

2.2 Reference to:

(1) one gender includes the others;

(2) the singular includes the plural and the plural includes the singular; and

(3) a person includes a body corporate.

2.3 except so far as the contrary intention appears in this constitution:

(1) an expression has in this constitution the same meaning as in the Law; and

(2) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

(3) "Including" and similar expressions are not words of limitation.

2.4 Headings are for convenience only and do not form part of this constitution or affect its interpretation.

3. Objects

3.1 The objects for which the Company is established are:

(1) To provide for the needs of persons who are employed, or who have been employed, as Masters, officers or crew of ships and vessels. Such persons are hereinafter referred to as “seafarers”.

(2) To provide accommodation for seafarers of all nationalities.

(3) To provide for seafarers facilities by way of residential accommodation, non-residential accommodation, boarding house accommodation, club accommodation and social clubs.

(4) To build, alter, adapt, construct, repair, uphold, maintain and furnish residential buildings, home units, retirement villages, boarding houses, motels, club houses and all other buildings necessary or convenient for establishing and carrying out the objects of the Company.

(5) To utilise the proceeds of the sale of Mariner’s Court together with other assets held by it in the following manner:

(a) to provide accommodation for retired seafarers and their dependants by means of the purchase by it of residential accommodation. All such persons are to be of moderate means or of less than moderate means;

(b) to utilise income for the provision of financial assistance to retired seafarers and their dependants accommodated in nursing homes and other accommodation subject to the limitation referred to in paragraph (a) above;

(c) to financially assist with income generated from its investments, such charitable organisations that specifically deal with the needs and welfare of seafarers;

(d) to utilise income for the provision of educational scholarships for the children of seafarers or ex-seafarers of moderate means or less than moderate means (such scholarships to be for a maximum period of 4 years and in such sum and for such educational courses as may from time to time be approved by it);

in accordance with the Orders made by the Supreme Court of New South Wales in its Equity Division on 21 January 1998 in proceedings number 1205 of 1998.

4. Powers

4.1 Solely for the purpose of carrying out the objects mentions above and not otherwise, the Company has the power:

(1) To buy or take on hire, make or provide furniture, furnishing, utensils, glass, china, plate, books, papers, periodicals, stationery, musical instruments and all other things commonly or conveniently used in connection with any of the aforesaid purposes.

(2) To provide all things necessary for billiards, card and other games, and for musical, dramatic and other social entertainments.

(3) To establish and provide for the benefit of seafarers convalescent homes and medical, hospital, dental, nursing and other attendances upon them upon such terms and conditions as the Company may from time to time prescribe.

(4) To provide for the needs of the dependants or former dependants of seafarers and to make for such dependants or former dependants provision of the kinds referred to in rule 3 and rule 4.1(1) – (4).

(5) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith PROVIDED that no member 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.

(6) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, 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 organisation which does not prohibit the distribution of its income and property among its members to the extent at least as great as that imposed on the Company under or by virtue of rule 6.

(7) 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.

(8) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building easements 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, and of the objects of the Company PROVIDED that in the case that the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(9) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conductive 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 carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(10) 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.

(11) 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.

(12) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly 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.

(13) To invest and deal with the money of the Company not immediately required in such manner as the directors think it.

(14) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same of the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into b 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.

(15) To make, draw, accept endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(16) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

(17) 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 the purchasers and others.

(18) 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 but subject always to the proviso in rule 4.1(8).

(19) To take such steps by person or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.

(20) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

(21) 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.

(22) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

(23) To make donations for patriotic or charitable purposes.

(24) 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*.

5. Application of Income and Property

5.1 The income and property of the Company, from wherever it is derived must be applied solely towards the promotion of the objects of the Company set out in rule 3.

6. No Distribution to Members

6.1 No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Company.

6.2 Rule 6.1 does not prevent:

(1) the payment in good faith of remuneration to any officer, servant or member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;

(2) the payment of interest at a rate not exceeding 12% per annum on money borrowed from any member of the Company; or

(3) the payment of reasonable and proper rent by the Company for premises leased from a member to the Company or the leasing of premises by the Company to a member at a reasonable and proper rent; or

(4) the reimbursement of expenses incurred by any member on behalf of the Company.

7. Limited Liability

7.1 The liability of the members is limited.

7.2 This service clause does not prevent another mode of service.

8. Guarantee

8.1 Every member of the Company undertakes to contribute an amount not exceeding $21 to the property of the company in the event of its being wound up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:

(1) of the debts and liabilities of the Company (contracted before the member ceases to be a member);

(2) of the costs, charges and expenses of winding up; and

(3) for the adjustment of the rights of the contributories among themselves.

MEMBERSHIP

9. Number of Members

9.1 The number of members for which the Company proposes to be registered is 100 but the directors may from time to time register an increase in the number of members.

10. Members

10.1 The members of the Company are:

(1) the current Members; and

(2) such other persons and entities described in clause 11B.2 as the Councillors admit to membership in accordance with this constitution.

11. Categories of Membership

11.1 The categories of membership are ordinary membership, Corporate Membership and Life Membership.

11.2 Additional categories of members, if recommended by the Council, may be created from time to time by the members in general meeting.

11A. Life Membership

11A.1 A category of membership called Life Membership is hereby created.

11A.2 An ordinary member may be admitted to Life Membership in the case of exceptional and distinguished merit and on the recommendation of the Council in its absolute discretion, which is then endorsed by a two-thirds majority of Members at general meeting.

11A.3 The number of Life Members shall not exceed five (5) percent of the total membership of the Society at any one time, and no more than two (2) Life Members may be elected in any one year.

11A.4 Life Members will be afforded all of the privileges of membership, but will not be required to pay an annual subscription.

11B. Corporate Membership

11B.1 A category of membership called Corporate Membership is hereby created.

11B.2 Any organisation, corporation, company, business, union, association, not for profit and government entity, charity or similar fraternal organisation may be admitted to Corporate Membership, if it is considered by the Council that the organisation will enhance and support the work and objectives of the Society. The decision to accept

or reject an application for Corporate Membership will be made by the Council in its absolute discretion.

11B.3 Notwithstanding anything else that may appear in this Constitution, a Corporate Member is entitled to be represented at a Meeting of Members but is only entitled to one vote at any Meeting of Members exercisable in accordance with Clause 86.2.

11B.4 Consistent with Clause 16 of this Constitution, Corporate Members may be required to pay an application fee to be determined by the Council.

11B.5 Consistent with Clause 17, Corporate Members will pay an annual subscription, set at ten times the current rate applicable to ordinary members.

12. Application for Ordinary Membership

12.1 Any individual who is not less than 18 years of age at the date of application may apply for ordinary membership of the Company.

13. Form of Application

13.1 An application for membership must be:

(1) in writing in a form approved by the Council;

(2) signed by the applicant;

(3) signed by the proposer and seconder, to each of whom the applicant must be personally known; and

(4) accompanied by such documents or evidence as to qualification for the type of membership applied for as the Council determines

(5) in the case of a proposed Corporate Member, provide the full name, address, facsimile number, telephone number and email address of its Corporate Representative.

13.2 The proposer and seconder must both be members of the Company

14. Admission to Membership

14.1 The Council must consider an application for membership as soon as practicable after its receipt and determine, in its discretion, the admission or rejection of the applicant.

14.2 The Council need give no reason for the rejection of an application.

14.3 If an applicant is accepted for membership the Secretary must notify the applicant of admission in writing and request payment of the application fee, if any, and annual subscription.

14.4 Upon payment of the application fee, if any, and annual subscription fee the applicant becomes a member and the name and details of the member must be entered in the Register.

14.5 If payment of the application fee, if any, and the annual subscription is not received within 2 months after the date of the giving of the notice referred to in Rule 14.4 the Council may revoke its acceptance of the applicant for membership.

15. Register of Members

15.1 A register of members of the Company must be kept in accordance with the Law.

15.2 The following must be entered in the Register in respect of each member:

(1) the full name of the member;

(2) the address and facsimile number and email address, if any, of the member;

(3) the date of admission to and cessation of membership;

(4) the date of last payment of the member's annual subscription;

(5) such other information as the Council requires.

(6) in the case of a Corporate Member, the full name, address, facsimile number, telephone number and email address of its Corporate Representative.

15.3 Each member including a Corporate Member must notify the Secretary in writing of any change in that member's name, address, facsimile number and/or email address within 1 month after the change

15.4 In the case of a Corporate Member, it must inform the Secretary in writing of any change to the identity and/or contact details of its Corporate Representative.

APPLICATION FEE AND ANNUAL SUBSCRIPTION

16. Application Fee

16.1 The application fee payable by each applicant for membership is such sum as the Council prescribes from time to time.

17. Annual Subscription

17.1 The annual subscription payable by a member of the Company is such sum as is prescribed by the Council

17.2 Until the Company otherwise resolves the annual subscription is $10.00.

17.3 All annual subscriptions are due and payable in advance on 1 January in each year.

18. Unpaid Annual Subscriptions

18.1 If:

(1) the annual subscription of a member remains unpaid for 2 months after it becomes payable;

(2) a notice of default is given to the member pursuant to a resolution of the directors; and

(3) the annual subscription remains unpaid 1 month after notice of default is given to the member;

The member is liable to have his or her membership cancelled by the Councillors.

CESSATION OF MEMBERSHIP

19. Resignation

19.1 A member may resign from membership of the Company by giving written notice to the Secretary.

19.2 The resignation of a member takes effect on the date of receipt of the notice of resignation or such later date as is provided in the notice.

20. Cessation of Membership

20.1 A member who is an individual ceases to be a member on the death of the member.

20.2 In the case of a Corporate Member, if it is being dissolved or otherwise ceasing to exist.

20.3 Nothing in this rule affects the operation of rule 18.

21. Effect of Cessation of Membership

21.1 If any member ceases to be a member within the provisions of this Constitution, the member remains liable to pay to the Company for any money which, at the time of the member ceasing to be a member, the member owes to the Company on any account and for any sum not exceeding $21 for which the member is liable under rule 8 of this Constitution.

EXECUTION OF DOCUMENTS

22. Company Seal

22.1 The Company may, but need not, have a common seal.

23. Use of Company Seal

23.1 If the Company has a common seal the Council must provide for its safe custody.

23.2 The common seal may not be fixed to any document except by the authority of a resolution of the Council or of a committee of the Council duly authorised by the Council.

23.3 The Company executes a document with its common seal if the fixing of the seal is witnessed by:

(1) 2 Councillors of the Company; or

(2) a Councillor and a Secretary of the Company.

24. Execution of Documents Without Common Seal

24.1 The Company may execute a document without a seal if the document is signed by:

(1) 2 Councillors of the Company; or

(2) a Councillor and a Secretary of the Company.

25. Execution – General

25.1 A Councillor may sign any document as a Councillor, with or without the seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of this Constitution as to execution despite his or her interest.

25.2 Rules 23 and 24 do not limit the ways in which the Council may authorise documents to be executed on behalf of the Company.

APPOINTMENT OF COUNCILLORS

26. Number of Councillors

26.1 The number of Councillors must be not less than 5 or more than 15 but the Company in general meeting may by resolution increase or reduce the number of Councillors but the number may not be reduced below 3.

27. Councillor's Qualifications

27.1 No person may be a Councillor unless that person is a member of the Company.

28. Nomination for Election

28.1 Each candidate for election as a Councillor must:

(1) be proposed by an ordinary member; and

(2) be seconded by another ordinary member.

both of which members must be current financial members of the Company at the time of nomination.

28.2 A nomination of a candidate for election must:

(1) be in writing;

(2) be signed by the candidate; and

(3) be signed by the proposer and seconder.

28.3 A nomination of a candidate for election must be received at the registered office of the Company not later than 5 p.m. on the day which is 30 days prior to the annual general meeting at which the candidate seeks election.

28.4 A list of the candidates; names in alphabetical order together with the proposers' and seconders' names must be sent to members with the notice of the annual general meeting.

29. Election Procedure – Councillors

29.1 At each annual general meeting, 3 Councillors must retire from office.

29.2 The Councillors to retire by rotation at an annual general meeting are those Councillors who have been longest in office since their last election.

29.3 Councillors elected on the same day may agree among themselves or determine by lot which of them must retire.

29.4 A retiring Councillor will be eligible for re-election.

30. Appointment and Removal of Councillors – Filling Vacated Offices

30.1 If a Councillor retires at a general meeting, the Company may by ordinary resolution elect a person to fill the vacated office.

30.2 If the vacated office is not filled and the retiring Councillor has offered himself or herself for re-election, the retiring Councillor will be deemed to have been re-elected unless, at the meeting at which he or she retires:

(1) it is resolved not to fill the vacated office; or

(2) the resolution for the re-election of the Councillor is put and lost.

31. Appointment and Removal of Councillors – Additional and Casual Councillors

31.1 Subject to rule 26, the Councillors may appoint any person as a Councillor to fill a casual vacancy or as an addition to the existing Councillors.

31.2 A Councillor appointed under rule 31.1 will hold office until the next general meeting of the Company when the director may be re-elected but will not be taken into account in determining the number of Councillors who must retire by rotation.

POWERS OF COUNCILLORS

32. Validation of Acts of Councillors

32.1 All acts done at any meeting of Councillors or of a committee of Councillors or by any person acting as a Councillor are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a Councillor and was entitled to vote.

33. General Business Management

33.1 The business of the Company is to be managed by or under the direction of the Councillors.

33.2 The Councillors may exercise all the powers of the Company except any powers that the Law or this constitution requires the Company to exercise in general meeting.

33.3 No rule made or resolution passed by the Company in general meeting can invalidate any prior act of the Councillors which would have been valid if that rule or resolution had not been made or passed.

34. Borrowing Powers

34.1 Without limiting the generality of rule 33, but subject to rule 4, the Council may exercise all the powers of the Company to borrow money, to charge any property or business of the company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

35. Appointment of Attorney

35.1 The Council may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the directors), for the period and subject to the conditions they think fit.

35.2 A power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the directors think fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

36. Negotiable Instruments

36.1 Negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Council shall from time to time by resolution determine.

CHIEF EXECUTIVE OFFICER

37. Power to Appoint

37.1 The council may appoint any person, not being a Councillor, to the position of Chief Executive Officer for such period and on such terms as it thinks fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

38. Not a Member of the Council

38.1 The Chief Executive Officer is not a member of the Council but may attend meetings of the Council except where the Councillors otherwise request.

39. Powers of Chief Executive Officer

39.1 The Council may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon a Chief Executive Officer any of the powers exercisable by it.

39.2 Any powers so conferred may be concurred with, or to the exclusion of, the powers of the Council.

39.3 The Council may at any time withdraw or vary any of the powers so conferred on a Chief Executive Officer.

40. Remuneration of Chief Executive Officer

40.1 Subject to the Law and to the provisions of ay contract between the Company and a Chief Executive Officer the remuneration of the Chief Executive Officer is fixed by the Council.

COMMITTEES OF COUNCIL

41. Committees of Council

41.1 The Council may delegate any of its powers to committees consisting of those Councillors it thinks fit and to any other person appointed to the committee by the Chair (such person to be known as a Co-Opted Committee Member) and may revoke at any time by resolution the delegation and/or a Co-Opted Committee Member appointment.

41.2 Any committee formed under rule 41.1 must be in the exercise of the powers so delegated confirm to any regulations that may from time to time be imposed upon it by the Council. The effect of the committee exercising a power in this way is the same as if the Council exercised it.

41.3 The meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions in this constitution regulating the meetings and proceedings of the Council.

41.4 (1) A Co-Opted Committee Member appointed by the Chair under clause 41.1 may exercise the powers delegated by the Council to the Committee as if they were a Councillor for the limited purpose of the carrying out of the business and duties of the Committee and may exercise such other powers as the Council may agree to.

(2) The appointment by the Chair of a person as a Co-Opted Committee Member is subject to confirmation by the Council at the next scheduled Council meeting following the appointment failing which the appointment shall cease.

REMOVAL AND RETIREMENT OF COUNCILLORS

42. Removal of Councillors

42.1 The Company:

(1) may by resolution remove a Councillor from office; and

(2) may by resolution appoint another person as a Councillor instead.

43. Vacation of Office of Councillor

43.1 In addition to the circumstances in which the office of a Councillor becomes vacant by virtue of the Law, the office of a Councillor becomes vacant of the Councillor:

(1) 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;

(2) it absent from meetings of Council for a period of more than 6 months without the prior leave of the Council or, where no leave is granted, the Council is not satisfied that the absence was justified in all the circumstances;

(3) ceases to be qualified as a Councillor in accordance with rule 27;

(4) hold any office of profit under the Company; or

(5) becomes bankrupt or makes any arrangement or composition with his creditors generally.

44. Retirement of Councillor

44.1 A Councillor may retire as a Councillor of the Company by giving not less than 7 days written notice of his retirement to the Company at its registered office. Such retirement shall take effect upon the expiration of such notice or its earlier acceptance by the Council.

COUNCILLORS' INTERESTS

45. Prohibition on Being Present or Voting

45.1 Except to the extent permitted by the Law a Councillor who has a material person interest in a matter that is being considered at a meeting of Council:

(1) must not be counted in a quorum;

(2) must not vote on the matter; and

(3) must not be present while the matter is being considered at the meeting.

45.2 If a Councillor who has a material person interest in a matter that is being considered at a meeting of the Council is not prohibited by the Law from being present at the meeting and voting, the Councillor may be present, be counted in the quorum and may be heard but may not vote on the matter.

46. Councillor to Disclose Interest

46.1 A Councillor who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Councillor's knowledge, declare the nature of the interest at a meeting of the Council or by written notice to the Secretary of the Company.

46.2 A Councillor who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Councillor must declare at a meeting of the directors of the Company or by written notice to the Secretary of the Company the fact and the nature, character and extent of the conflict.

47. Effect of Interest in Contract

47.1 If a Councillor has an interest in a contract or proposed contract with the Company (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the Council, and the Councillor discloses the nature and extent of the interest or duty at a meeting of the Council or by written notice to the Secretary of the Company:

(1) the contract may be entered into; and

(2) if the disclosure is made before the contract is entered into:

(a) the Councillor may retain benefits under the contract even though the Councillor has an interest in the contract;

(b) the Company cannot avoid the contract merely because of the existence of the interest; and

(c) the Councillor is not disqualified from the office of Councillor.

47.2 For the purposes of rule 47.1 “contract” includes an arrangement, dealing or other transaction, either as vendor, purchaser, mortgagee or otherwise.

REMUNERATION OF COUNCILLORS

48. No Councillors’ Fees

48.1 No Councillor may received any remuneration for his or her services in his or her capacity as a Councillor of the Company.

49. Councillors’ Expenses

49.1 Despite rule 48 the Company may pay the Councillor’s travelling and other expenses that they properly incur:

(1) in attending and returning from meetings of the Councillors or any committee of the Company;

(2) in attending and returning from general meetings of the Company; and

(3) in connection with business of the Company;

if approved by the Council.

SECRETARY

50. Terms of Office of Secretary

50.1 A Secretary of the Company holds office on the terms and conditions (including as to remuneration) that the Council determines.

INDEMNITY AND INSURANCE

51. Indemnity

51.1 To the extent permitted by the Law, the Company indemnifies:

(1) every person who is or has been an officer, auditor or agent of the Company; and

(2) where the Council considers it appropriate to do so, any person who is or has been an officer, auditor or agent of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an officer, auditor or agent of the Company or of the related body corporate (as the case may be):

(3) to any other person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and

(4) for costs and expenses:

(a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquired; and

(b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

52. Insurance

52.1 The Company may, where the Council considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer, auditor or agent of the Company against any of the following liabilities incurred by the person as an officer, auditor or agent, namely:

(1) any liability which does not arise out of conduct involving:

(a) a wilful breach of duty in relation to the Company; or

(b) without limiting rule 52.1(1)(a), a contravention of subsection 232(5) or (6) of the Law; and

(2) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in rule 52,1(1).

52.2 In the case of a Councillor, any premium paid pursuant to this rule is not remuneration for the purpose of rule 48.1.

53. Councillor Voting on Contract of Insurance

53.1 Despite anything in this constitution, a Councillor is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Councillor against a liability incurred by the Councillor as an officer of the Company or of a related body corporate.

54. Meaning of “Officer”

54.1 For the purposes of rules 51, 52 and 53, “**officer**” means a Councillor, Secretary or Chief Executive Officer.

COUNCIL MEETINGS

55. Circulating Resolutions

55.1 The Council may pass a resolution without a Council meeting being held if all the Councillors entitled to vote on the resolution, except a Councillor absent from Australia who has not left a facsimile number or electronic mail address at which he or she may be given notice, sign a document containing a statement that he or she is in favour of the resolution set out in the document.

55.2 Separate copies of a document may be used for signing by Councillors if the wording of the resolution and statement is identical in each copy.

55.3 The resolution is passed when the last Councillor signs.

55.4 Every resolution passed under rule 55.1 must as soon as practicable be entered in the minutes of the Council meetings.

55.5 A facsimile, electronic mail message or similar means of communication addressed to or received by the Company ad purporting to be signed or sent by a Councillor for the purpose of this rule 55 must be treated as a document in writing signed by that Councillor.

56. Meetings of Council

56.1 The Council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

56.2 The minutes of any meeting of the Council must state the method of meeting and the persons present.

57. Calling Council Meetings

57.1 A Councillor may at any time, and a Secretary must on the requisition of a Councillor, call a meeting of the Council.

58. Notice of Meeting

58.1 Reasonable notice of every Council meeting must be given to each Councillor except that it is not necessary to give notice of a meeting of Council to any Councillor who:

(1) has been given special leave of absence; or

(2) is absent from Australia and has not left a facsimile number, email address, telephone number or a contact number by any other means of communication, at which he or she may be given notice.

58.2 Any notice of a meeting of Council, may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

59. Telecommunication Meetings of Council

59.1 For the purpose of this constitution and contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("**telecommunication meeting**") of a number of the Councillors not less than a quorum constitutes a meeting of Council. All the provisions of this constitution relating to a meeting of Council applies to a telecommunication meeting in so far as they are not inconsistent with the provisions of this rule 59.1. The following provisions apply to a telecommunication meeting:

(1) all the Councillors for the time being entitled to receive notice of a meeting of Council are entitled to notice of a telecommunication meeting;

(2) all the Councillors taking part in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

(3) notice of the meeting may be given on the telephone or other electronic means;

(4) each of the Councillors taking part in the meeting must be able to hear and be heard by each of the other Councillors taking part at the commencement of the meeting and each Councillor so taking part must be treated for the purposes of this constitution as present at the meeting; and

(5) at the commencement of the meeting each Councillor must announce his or her presence to all the other Councillors taking part in the meeting.

59.2 If the Secretary is not present at a telecommunication meeting one of the Councillors present must take minutes of the meeting.

59.3 A Councillor may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that Councillor has previously notified the chair of the meeting.

59.4 A Councillor is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that Councillor has previously obtained the express consent of the chair to leave the meeting.

59.5 A minute of the proceedings of the telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair of the meeting.

60. Chairing Council Meetings

60.1 The Councillors may elect a Chairman and Deputy Chairman at its meetings and determine the period for which each is to hold office.

60.2 The Chairman is the chair of all meetings of Council.

60.3 At a meeting of Council if:

(1) no Chairman has been elected as provided by rule 60.1; or

(2) the Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act

the Deputy Chairman is the chair of the meeting, but if:

(3) no Deputy Chairman has been elected as provided by rule 60.1; or

(4) the Deputy Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Councillors present may elect one of their number to be chair of the meeting.

61. Quorum

61.1 At a meeting of Council, the number of Councillors whose presence necessary to constitute a quorum is 3 Councillors entitled to vote or such greater number as is determined by the Councillors. The quorum must be present at all times during the meeting.

62. Passing of Council's Resolutions

62.1 A resolution of Council must be passed by a majority of the votes cast by Councillors entitled to vote on the resolution.

62.2 The chair has a casting vote if necessary in addition to any vote he or she has as a Councillor. The chair has a discretion both as to whether or not to use the casting cote and as to the way in which it is used.

MEETINGS OF MEMBERS

63. Circulating Resolutions

63.1 This rule 63 applies to resolutions which the Law, or this constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Law to remove an auditor.

63.2 The Company may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

63.3 Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.

63.4 The resolution is passed when the last members signs.

63.5 If the Company receives by facsimile transmission, email or by other electronic means a copy of a document referred to in this rule 63 it is entitled to assume that the copy is a true copy.

63.6 The passage of the resolution satisfies any requirement in the Law or this constitution that the resolution be passed at a general meeting.

64. Calling of General Meeting

64.1 Except as permitted by law, a general meeting, to be called the "**annual general meeting**", must be held at least once in every calendar year.

64.2 A Councillor may call a general meeting whenever he or she thinks fit.

64.3 Except as provided in the Law, no member or members may call a general meeting.

65. Amount of Notice of Meeting

65.1 Subject to the provisions of the Law as to short notice, at least 21 days notice of a general meeting must be given in writing to those persons who are entitled to receive notice from the Company.

66. Persons Entitled to Notice of General Meeting

66.1 Written notice of a meeting of the Company's members must be given individually to:

(1) each member entitled to vote at the meeting;

(2) in the case of a Corporate member, its Corporate Representative;

(3) each Councillor; and

(4) the Company's auditor.

66.2 No other person is entitled to receive notice of general meetings.

67. How Notice is Given

67.1 The Company may give the notice of meeting to a member:

(1) personally;

(2) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or

(3) by sending it to the fax number or electronic address (if any) nominated by the member.

(4) in the case of a Corporate Member, by sending it by post, to the fax number or electronic address of its nominated Corporate Representative.

68. When Notice is Given

68.1 A notice of meeting sent by post is taken to be given 3 days after it is posted.

68.2 Except as provided by rule 68.3, a notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

68.3 Service by fax or electronic mail is not effective if:

(1) in the case of service by fax, the Company's fax machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent;

(2) in the case of service by electronic mail, the Company's computer reports that delivery has failed; or

(3) in either case the addressee notifies the Company, immediately that the notice was not fully received in a legible form.

68.4 For the purpose of this rule 68 "**business day**" means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office.

69. Contents of Notice

69.1 A notice of a general meeting must:

(1) set out the place, date and time for the meeting;

(2) state the general nature of the business of the meeting;

(3) 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

(4) contain a statement setting out the following information:

(a) that the member has a right to appoint a proxy; and

(b) that the proxy need not be a member of the Company;

(c) in the case of a Corporate Member that its Corporate Representative has a right to appoint a proxy and that the proxy need not be a member of the Company.

70. Notice of Adjourned Meeting

70.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

71. Accidental Omission to Give Notice

71.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under the constitution or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

72. Postponement of General Meeting

72.1 The Council may postpone the holding of any general meeting whenever it thinks fit (other than a meeting requisitioned by members as provided by the Law) for not more than 42 days after the date for which it was originally called.

72.2 Whenever any meeting is postponed (as distinct from being adjourned under rule 74.3 or rule 76) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

73. Technology

73.1 The Company may hold a meeting of its members at 3 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

74. Quorum

74.1 The quorum for a meeting of the Company's members is 7 persons entitled to vote and the quorum must be present at all times during the meeting.

74.2 In determining whether a quorum is present, count individuals attending as proxies. If an individual is attending both as a member and as a proxy, count them only once.

74.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:

(1) where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or

(2) in any other case, the meeting is adjourned to the date, time and place the Council specifies. If the Council does not specify 1 or more of those things, the meeting is adjourned to:

(a) if the date is not specified – the same day in the next week;

(b) if the time is not specified – the same time; and

(c) if the place is not specified – the same place.

74.4 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

75. Chair at General Meetings

75.1 The Chairman of the Company, if present, presides as chair at every general meeting.

75.2 Where a general meeting is held and:

(1) there is no Chairman of the Company; or

(2) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting o is unwilling to act.

the Deputy Chairman of the Company if present presides as chair of the meeting or, if the Deputy Chairman is not present or is unwilling to act, the members present must elect any 1 of their number to e chair of the meeting.

76. Adjournment of Meetings

76.1 The chair must adjourn a meeting of the Company's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

76.2 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

76.3 Except as provided in rule 70, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

PROXIES

77. Who Can Appoint A Proxy

77.1 A member or in the case of a Corporate member its Corporate Representative, who is entitled to attend and cast a vote at a meeting of the Company's members may appoint a person as the member's or Corporate Representatives proxy to attend and vote for the member at the meeting. The proxy need not be a member.

78. Rights of Proxies

78.1 A proxy appointed to attend and vote for a member has the same rights as the member:

(1) to speak at the meeting;

(2) to vote (but only to the extent allowed by the appointment);

(3) to join in a demand for a poll.

78.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

78.3 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

79. When Proxy Form Must Be Sent to All Members

79.1 If the Company sends a member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

(1) if the member requested for form or list – the Company must send the form or list to all members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or

(2) otherwise – the Company must send the form or list to all its members entitled to appoint a proxy to attend and vote at the meeting.

80. Appointing a Proxy

80.1 An appointment of a proxy is valid if it is signed by the member or in the case of a Corporate member by its Corporate Representative making the appointment and contains the following information:

(1) the member's name and address;

(2) the Company's name;

(3) the proxy's name or the name of the office held by the proxy; and

(4) the meetings at which the appointment may be used.

80.2 An undated appointment is taken to have been dated on the day it is given to the Company.

80.3 An appointment may specify the way the proxy is to vote on a particular resolution. if it does:

(1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;

(2) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(3) if the proxy is the chair – the proxy must vote on a poll, and must vote that way;

(4) if the proxy is not the chair – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a member, this rule 80.3 does not affect the way that the person can cast any votes the person holds as a member.

80.4 An appointment does not have to be witnessed.

80.5 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

81. Form of Proxy Sent Out by Company

81.1 A form of proxy sent out by the Company may be in a form determined by the director but must:

(1) enable the member or in the case of a Corporate Member its Corporate Representative, to specify the manner in which the proxy must vote in respect of a particular transaction; and

(2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

81.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.

81.3 Despite rule 81.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allows:

Australian Mariners' Welfare Society
ACN 000 008 122

I/We, of , being a member/members of the abovenamed company, appoint of or, in his or her absence, of as my/our proxy to vote for me/us on my/our behalf at the annual *general/*general meeting of the company to be held on and at any adjournment of that meeting.

+This form is to be used *in favour of/*against the resolution.

Signed on

*Strike out whichever is not desired.

+To be inserted if desired.

82. Receipt of Proxy Documents

82.1 For an appointment of a proxy for a meeting of the Company's members to be effective, the following documents must be received by the Company at least 24 hours before the meeting:

(1) the proxy's appointment; and

(2) if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

82.2 If a meeting of the Company's members has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of their meeting are effective for the resumed part of the meeting.

82.3 The Company receives an appointment authority when it is received at any of the following:

(1) the Company's registered office;

(2) a fax number at the Company's registered office; or

(3) a place, fax number or electronic address specified for the purpose in the notice of meeting.

82.4 An appointment of a proxy is ineffective if:

(1) the Company receives either or both the appointment or authority at a fax number or electronic address; and

(2) a requirement (if any) in the notice of meeting that:

(a) the transmission be verified in a way specified in the notice; or

(b) the proxy produce the appointment and authority (if any) at the meeting;

Is not complied with.

83. Validity of Proxy Vote

83.1 A proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if the appointment specifies the way the proxy is to vote o the resolution and the proxy votes that way.

83.2 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy vote, a vote cast by the proxy will be valid even if, before the proxy votes:

(1) the appointing member dies;

(2) the member is mentally incapacitated;

(3) the member revokes the proxy's appointment; or

(4) the member revokes the authority under which the proxy was appointed by a 3rd party.

84. Attorney of Member

84.1 An attorney for a member or in the case of a Corporate member its Corporate Representative, may do whatever the member could do personally as a member, but if the attorney is to vote at a meeting of members the instrument conferring the power of attorney or a certified coy of the authority must be produced to the Company at least 24 hours before the meeting, in the same way as the appointment of a proxy.

VOTING AT MEETINGS OF MEMBERS

85. Meaning of "Member"

85.1 For the purpose of ascertaining:

(1) whether a quorum is present at a general meeting; or

(2) the person is entitled to vote at a general meeting or join in demanding a poll;

"**member**" means a member, being an individual, who is present in person or by proxy or attorney and in the case of a Corporate Member its Corporate Representative, who is present in person or by proxy or attorney.

86. How Many Votes a Member Has

86.1 Subject to rules 85 and 87 at any general meeting of members, each ordinary member and Corporate Member present has 1 vote on a show of hands and on a poll.

86.2 In the case of a Corporate Member its vote is exercisable by its Corporate Representative.

86.3 The vote may be exercised in person or by proxy, or attorney.

87. Objections to Right to Vote

87.1 A challenge to a right to vote at a meting of members:

(1) may only be made at the meeting; and

(2) must be determined by the chair, whose decision is final.

87.2 A vote not disallowed following the challenge is valid for all purposes.

88. How Voting Is Carried Out

88.1 A resolution put to the vote at a meeting of the Company's members must be decided on a show of hands unless a poll is demanded.

88.2 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

89. Matters on which a Poll may be Demanded

89.1 A poll may be demanded on any resolution.

89.2 A demand for a poll may be withdrawn.

90. When a Poll is Effectively Demanded

90.1 At a meeting of the Company's members, a poll may be demanded by:

(1) at least 5 members entitled to vote on the resolution; or

(2) before the voting results on a show of hands are declared; or

(3) immediately after the voting results on a show of hands are declared.

90.2 The poll may be demanded:

(1) before a vote is taken;

(2) before the voting results on a show of hands are declared; or

(3) immediately after the voting results on a show of hands are declared.

91. When and How Polls Must Be Taken

91.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the matter the chair directs.

91.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

91.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

91.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

92. Chair's Casting Vote

92.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to this or her deliberative vote (if any).

92.2 The chair has a secretion both as to use of the casting vote and as to the way in which it is used.

ANNUAL GENERAL MEETING

93. Business of an Annual General Meeting

93.1 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

(1) the consideration of the annual financial report, directors' report and auditor's report;

(2) the election of Councillors;

(3) the appointment of the auditor; and

(4) the fixing of the auditor's remuneration

93.2 The business of the annual general meeting also includes any other business which under this constitution or the Law ought to be transacted at an annual general meeting.

93.3 The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Company.

93.4 If the Company's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

MINUTES

94. Minutes to be Kept

94.1 The Council must carry ensure that:

(1) minutes of all proceedings of general meetings and of meetings of its Councillors are entered, within 1 month after the relevant meeting is held, in books kept for that purpose; and

(2) those minutes are signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

94.2 Without limiting rule 94.1(1) the Council must cause minutes to be made of:

(1) all appointments of officers and servants;

(2) the names of the Councillors present at all meetings of Council and the Company; and

(3) of the method by which a meeting of Council was held.

ACCOUNTS, AUDITS AND RECORDS

95. Accounts

95.1 The Council must cause proper accounting and other records to be kept in accordance with the Law.

95.2 The Council must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached to them) as required by the Law.

96. Audit

96.1 A registered company auditor must be appointed.

96.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

97. Rights of Inspection

97.1 Subject to the Law and this constitution, the Council determines whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of members other than Councillors, and a member other than a Councillor does not have the right to inspect any document of the Company except as provided by law or authorised by the Council or by the Company in general meeting.

INADVERTENT OMISSIONS

98. Formalities Omitted

98.1 If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Council that the omission has directly prejudiced any member financially. The decision of the Council is final and binding on all members.

WINDING UP

99. Winding Up

99.1 If upon the winding up or dissolution of the Company any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Company but must be given or transferred to some other institution or institutions determined by the members of the Company at or before the time of dissolution.

99.2 If the members do not make the necessary determination under rule 99, the Company may apply to the Supreme Court of New South Wales in its equitable jurisdiction to determine the institution or institutions.

99.3 No institution is eligible to receive property under this rule 99 unless:

(1) it has objects similar to the objects of the Company;

(2) its constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under rules 5 and 6 and this rule 99; and

(3) its income is exempt under Division 50 of the Income Tax Assessment Act 1997.