

M.L.A.A - 4th Annual Meeting - 1977

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ARTICLES OF ASSOCIATION

OF

THE MARITIME LAW

ASSOCIATION OF AUSTRALIA

AND NEW ZEALAND

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"THE MARITIME LAW ASSOCIATION OF AUSTRALIA AND NEW ZEALAND"

1. NAME

The name of the Association shall be THE MARITIME LAW ASSOCIATION OF AUSTRALIA AND NEW ZEALAND.

2. OBJECTS

The objects of the Association shall be to advance reforms in the Maritime Law, to facilitate justice in its administration, to furnish a forum for the discussion and consideration of problems affecting the Maritime Law and its administration and to act with foreign and other associations in efforts to bring about the unification of maritime and commercial law, maritime customs, usages and practices, and a greater harmony in the shipping laws, regulations and practices of different nations.

3. MEMBERSHIP

(a) There shall be three classes of members, namely full members, associate members and honorary members.

(b) The following shall be eligible to be full members:

(i) any citizen or resident of Australia, New Zealand, Papua New Guinea or Oceania (being those islands of the Pacific which are closely related geographically to Australia and New Zealand), who is interested in the objects of the Association ("individual members");

(ii) firms or bodies corporate who either are involved in maritime and commercial activities or are specialists in maritime and commercial law ("corporate members").

- (c) No applicant other than a lawyer or firm of lawyers shall be admitted to full membership at any time when non lawyers comprise 30% or more of the number of full members of the Association.
- (d) Admission to full membership of the Association of persons eligible shall be at the discretion of the Executive Committee but the Executive Committee shall be guided by any recommendation which may be received from a Branch in regard to any applicant for membership.
- (e) The Executive Committee may admit to associate membership any person or corporation it thinks fit.
- (f) The Executive Committee may elect as an Honorary Member any person who has rendered distinguished service to the advancement of the maritime law or its administration.

4. SUBSCRIPTIONS AND VOTING

- (a) The annual subscriptions payable by members for each calendar year (differentiating between individual, corporate and associate members respectively) shall be as determined from time to time by the Executive Committee. Honorary members shall pay no subscriptions.
- (b) Any member whose subscription has not been paid by the end of the calendar year to which it relates may be removed from membership by the Executive Committee.
- (c) Only full members of the Association in good financial standing shall be entitled to vote at meetings, but all

classes of members shall be entitled to speak and express opinions on all matters coming before meetings.

- (d) Corporate members shall be entitled to no more than (3) votes (or such other number as the Executive Committee may at the time of any alteration in rates of subscription determine) to be exercised by representatives nominated by them. Save as aforesaid there shall be no limit upon the number of persons who may be nominated by a corporate member to attend and take part in meetings and other activities of the Association.
- (e) Members of the Association of all classes shall automatically be entitled to membership of one Branch of the Association without payment of any further fee or subscription and the rights and privileges herein set out as applying to their membership of the Association shall apply to their membership of that Branch.

5. DUTIES OF THE PRESIDENT

- (a) The President shall be the chief executive officer of the Association and as such, subject to the Articles of Association, shall supervise its affairs, and shall report at meetings as to its condition, activities and progress. He shall have the power to call special meetings of the Association, of the Executive Committee and of the Council.
- (b) The President, with the advice and approval of the Executive Committee, may authorize any committee or individual to represent the Association before any Federal or State Legislative Committee or Parliamentary Select or other Committee or

before any Federal or State Department or Department of State, Bureau, Commission, Board or other governmental agency, or before any national or international convention conference or committee relating to matters of maritime interest. Such representatives, in the course of their representation, shall not express any views on behalf of the Association unless instructed by the President with the authority of the Executive Committee as herein provided, but, if uninstructed, may express their personal views subject to subsequent ratification by the Executive Committee. The Executive Committee shall not authorize the President to instruct such representatives to express any views on behalf of the Association and shall not ratify any personal views expressed by such representatives in the course of their representation unless approved by two-thirds of the members of the Executive Committee present at a meeting called to consider the views of the Association, after due notice of the object of such meeting, or in the absence of such approval, the subject-matter shall have been considered at a meeting of the Association, after due notice, and a majority of those present at the meeting shall have authorized the Executive Committee to do so.

- (c) The President shall have authority to appoint such committees as he may deem necessary to facilitate the business of the Association. Such committees shall report in writing to the President and their terms of office shall expire at the next annual meeting of the Association following their appointment. The President shall be an ex officio member of all committees.
- (d) In case of the death, absence or inability to act of the President, the Vice-President or another member of the

Executive Committee appointed by that Committee shall discharge the duties of the President.

6. DUTIES OF THE SECRETARY

- (a) The Secretary shall keep a record of the proceedings of all meetings of the Association and of all other matters of which a record shall be ordered by the Association.
- (b) He shall notify the officers and all members of Committees of their election or appointment, shall issue notice of all meetings, and, in case of special meetings, shall add a brief notice of the object of the meeting.
- (c) He shall perform such other duties as may from time to time be assigned to him by the Executive Committee.
- (d) The Assistant Secretary shall assist generally the other members of the Executive Committee and may perform the duties of the Secretary in his absence.

7. DUTIES OF THE TREASURER

- (a) The Treasurer shall, as required by the Executive Committee, collect and disburse all funds of the Association and shall keep regular accounts in books belonging to the Association, which accounts shall be audited annually.
- (b) At the annual meeting of the Association and at meetings of the Executive Committee he shall report in writing the balance of money on hand and any existing appropriations which may affect the same. He shall perform such other duties as may from time to time be assigned to him by the Executive Committee.

8. MEETINGS OF MEMBERS

- (a) The Annual Meeting of the Association shall be held in each year on a day or days fixed by the Executive Committee.
- (b) A further meeting of the Association shall be held in each year, unless the President, with the concurrence of the Executive Committee, shall decide otherwise.
- (c) Ten members present in person shall constitute a quorum at any meeting of the Association, including any adjournment thereof.
- (d) Written notice shall be sent to members by the President or Secretary by post at least 21 days before any meeting stating the time and place of the meeting and the matters to be dealt with thereat.

9. EXECUTIVE COMMITTEE

- (a) There shall be an Executive Committee consisting of a President, a Vice-President, a Treasurer, a Secretary and an Assistant Secretary.
- (b) The members of the Executive Committee other than the Vice-President shall be elected at each Annual Meeting. All members of the Executive Committee (other than the Vice-President) shall retire at each Annual Meeting but shall be eligible for re-election. Candidates for election other than retiring members shall give written notice to the Secretary of their candidature at least 14 days before the date of an Annual Meeting and the Secretary shall forward to members attending the meeting a list of those persons

offering themselves for election at each Annual Meeting.

- (c) The Executive Committee shall hold at least two meetings in each year and shall make an annual report to the Association of their activities during the year.
- (d) Two members voting either in person or by mail, telex or telegraph shall constitute a quorum at any meeting of the Executive Committee. Members of the Executive Committee absent from the place of meeting may vote on any matter coming before the committee by mail, telex or telegraph.
- (e) All appropriations of funds of the Association must be made or approved by the Executive Committee.
- (f) Vacancies occurring on the Executive Committee shall be filled by the members of the Executive Committee and the persons so appointed shall hold office until the next annual meeting.
- (g) The Executive Committee may authorise any of its members at any time to inspect the accounts and records of any branch and may have the accounts of branches audited by its honorary auditor.

10. BRANCHES

- (a) The Executive Committee may from time to time establish anywhere in Australia, New Zealand, Papua New Guinea and Oceania local branches of members of the Association. Such local branches shall, subject to the other provisions of these Articles, be at liberty to formulate their own rules

and procedures for meeting and acting in furtherance of the objects of the Association. Such rules shall provide for not less than one meeting in each year of the branch at which an election shall be held of such officers as are deemed necessary for the efficient operation of the branch.

- (b) The expenses of the branches shall be met from one or more of the following sources:
 - (i) from moneys provided by the Executive Committee out of Association funds;
 - (ii) from donations by members of the branch;
 - (iii) from contributions by members attending functions organized by the branch to defray their individual shares of the costs of those functions;
- (c)
 - (i) all moneys received by a branch shall be held by it on behalf of the Association;
 - (ii) each branch shall open a bank account in the name of the Association and these Articles shall constitute a sufficient authority for the opening of such account;
 - (iii) each branch shall keep proper books of account in respect of all moneys received and disbursed by the branch;
 - (iv) each branch shall have its accounts audited each year and shall forward to the Treasurer within 21 days prior to each Annual Meeting a certificate of audit of

its accounts to a date not earlier than six (6) weeks prior to the date of the Annual Meeting.

(It is not intended that branches should have power to raise money other than as above by way of subscription or otherwise. In general, each branch should seek from the Executive Committee the funds required by it to meet the normal recurrent expenses of its operation).

- (d) It shall be a function of each branch:
 - (i) to initiate the discussion and consideration of problems affecting the maritime law;
 - (ii) to discuss and consider matters affecting the maritime law referred to it by the Executive Committee and the Council;
 - (iii) to report to each meeting of the Council on its activities since the last previous meeting;
 - (iv) to nominate a representative to attend each meeting of the Council;
 - (v) to make recommendations to the Executive Committee as to the admission of new members;
 - (vi) to make recommendations to the Executive Committee and to the Council as to matters of interest to members affecting the maritime law for consideration and discussion by the Branches as a whole and by meetings of the Association;

(vii) to encourage the growth of membership of the Association and the support by its members of the meetings and activities of the Association;

(viii) generally to co-operate as part of the Association to further its objects.

11. COUNCIL

- (a) The Council shall consist of the members of the Executive Committee together with a representative of each of the branches (which representatives may in turn appoint proxies to represent them at the place where the Council is to meet if unable to attend personally).
- (b) The Council shall meet at times and places appointed by the President with the approval of the Executive Committee, it being the desired intention that the Council should meet about four times in each calendar year.
- (c) The Council shall hear reports by the representatives of the local committees and shall plan the activities and meetings of the Association.
- (d) The Council may consider from time to time, either on its own motion or at the suggestion of any member in writing, such matters affecting the objects of the Association as in the judgement of the Council should be the subject of investigation, consideration, discussion and action.
- (e) The Council shall study ways and means, and take such measures as it may deem appropriate, to increase the general usefulness of the Association.

- (f) The representatives of the branches on the Council shall elect annually one of their number to be the Vice-President of the Association to hold office for one year.

12. AMENDMENTS

These Articles may be amended by resolution of two-thirds of the members present at any meeting of the Association. Notice of any proposed resolution shall be submitted to the Executive Committee at least fifteen (15) days prior to the meeting at which the proposed resolution is to be considered. The Executive Committee shall send a copy of the proposed resolution to the members of the Association together with the Executive Committee's recommendation regarding the proposed amendment.

13. PROXY VOTING

- (a) Any member entitled to vote may deliver to the Secretary, not less than twenty-four hours before the date appointed for the meeting at which the vote is to be taken or within such later time as the Secretary may fix, but in no event later than the time appointed for the opening of the meeting, a written instrument in substantially the form described below, authorizing another member entitled to vote to cast the vote of the absent member on all questions which may come before the meeting and any proposed resolutions including amendments, substitutions, or variations of the resolutions.
- (b) A proxy may cast his own vote in a manner contrary to the vote cast on behalf of an absent member. The instrument authorizing a member to vote on behalf of another member shall be substantially in the following form:
- "The undersigned member of The Maritime Law Association of

Australia and New Zealand entitled to vote at the meeting of the Association to be held on (insert date of meeting) hereby appoints (name of proxy) who is also a member of the Association entitled to vote at the meeting as his proxy to vote on behalf of the undersigned on any matters which may come before the meeting and any continuation or adjournment thereof, including any proposed resolution or resolutions or amendments, substitutions, or variations thereof."

- (c) The document shall be subscribed by the member, whose signature shall be witnessed by a person other than the proxy designated.

14. NON PROFIT ORGANISATION - DISSOLUTION

- (a) The Association shall not be carried on for the purposes of financial profit or gain to its individual members and shall not make any distribution of its assets, whether in money, property or otherwise, to its members.
- (b) The Association may be dissolved or wound up by resolution of two thirds of the members present at a meeting of the Association of which notice has been given in accordance with Articles 8 and 12.
- (c) If upon the dissolution or winding up of the Association there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other institution or institutions, having objects similar in whole or in part to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members, or

to some charitable object or objects, which insitutions or objects shall be determined by the members before the time of dissolution or winding up but in default thereof or if and insofar as effect cannot be given to any such determination, then the institutions or objects shall be determined by a Judge of the Supreme Court of Victoria.