



**THE NAUTICAL INSTITUTE**

**BYLAWS BOOKLET**

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The Nautical Institute is a Registered Charity Number 1002462 VAT Number 547 9635 93

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## **Bylaws Part One GOVERNANCE**

1. The Nautical Institute is an independent, international body promoting the standing of the maritime profession afloat and ashore.
2. The Institute's objects ('Objects') are specifically restricted to the following:  
to advance public education in the study of nautical science and subject thereto nautical studies generally.
3. The Institute has power to do anything which is calculated to further its objects or is conducive or incidental to doing as. In particular, the Institute has power to:
  - (i) **Encourage and promote a high standard of qualification, competence and knowledge among those involved in the control of seagoing craft including non-displacement craft.**
  - (ii) **Facilitate the exchange and publication of information and ideas on nautical science, and to encourage and publish appropriate research.**
  - (iii) **Establish and maintain appropriate educational and professional standards of membership.**
  - (iv) **Liaise with and lobby Government Departments and other bodies concerned with statutory and other qualifications, and with universities and other educational institutes and authorities in the furtherance of education and training in nautical science and practice.**
  - (v) **Encourage the formation of Branches worldwide.**
4. The Institute shall seek to represent the professional views of its members to and within the international, national and local bodies considering the safety and efficiency of shipping operations.
5. The Institute shall not support or impose on its members any regulation, restriction or condition which would make the Institute a Trade Union or Association.
6. There shall be five classes of voting members, namely:  
Fellows (F.N.I.), Honorary Fellows (Hon. F.N.I.), Associate Fellows (A.F.N.I.), Members (M.N.I.), Associate Members (A.M.N.I.).  
Only those stated may use the designator letters indicating the class of membership to which they were elected.
7. Any addition to or variation of the Constitution shall require the consent of the members in General Meeting. Subject to this, the management of the affairs of the Institute shall be vested in an Executive Board of Trustees elected and supported by Council.

## **MEETINGS AND RESOLUTIONS**

8. There shall be an Annual General Meeting of members, held at intervals of not more than fifteen months, for the purpose of receiving the report of the Executive Board, examining the accounts of the Institute, electing officers and Council for the ensuing year, electing auditors and for other business.
9. All General Meetings other than Annual General Meetings shall be called Special General Meetings. No amendment to the ~~By-Law~~Bylaws shall be considered except at an Annual General Meeting or Special General Meeting.
10. The Executive Board may whenever it thinks fit convene a Special General Meeting, and a Special General Meeting shall also be convened on the requisition of members representing not less than ten percent (10%) of the total voting rights of all members having a right to vote at General Meetings of the Institute.
11. The minimum periods of notice required to hold a general meeting of the Institute are:

- 11.1 **one** calendar **month** for the annual general meeting;
- 11.2 **twenty-one** clear **days** for a general meeting called for the passing of a special resolution;
- 11.3 **fourteen** clear **days** for all other general meetings.

- 12. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any member shall not invalidate any resolution passed or proceeding had at any meeting.
- 13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty members personally present and entitled to vote shall be a quorum.
- 14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chair shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present and entitled to vote shall be a quorum.
- 15. General meetings shall be chaired by the President of the Institute or, in their absence, the senior Vice - President. In the absence of the President and all Vice - Presidents, the Chair of the Executive Board shall act as Chair or, in their absence, a Vice - Chair of the Executive Board or Chair of an Institute Committee.
- 16. The adoption of special resolutions at General Meetings shall require a majority of 75% of those present and voting at a quorate meeting and a simple majority for ordinary resolutions when in the case of equality of votes the Chair shall be entitled to a second or casting vote. The Executive Board may make provision for postal voting as appropriate.
- 17. Ordinary Meetings shall be held for the discussion of papers and developments concerning nautical science. The Council and any member may introduce visitors to Ordinary Meetings. No business relating to the conduct of the Institute shall be discussed at an Ordinary Meeting.

## OFFICERS AND COUNCIL

- 18. The Bylaws objectives of the Institute shall be administered by a Council, in accordance with the Governance procedure, consisting of a President, immediate Past President (unless elected to the Executive Board), not more than eight Vice - Presidents, and not more than forty-six ordinary Council members. Not less than forty percent (40%) of the elected Council members shall be actively engaged in a seagoing capacity and not more than ten percent (10%) shall be Associate Members. No person shall be eligible for the Council who is not a Fellow, Honorary Fellow, Associate Fellow, Member or Associate Member.
- 19. The Council may at any time appoint any eligible person either to fill any vacancy on the Council or by way of addition to the Council provided that the prescribed maximum be not thereby exceeded. Any person so appointed shall retain office only until the next Annual General Meeting but shall then be eligible for re-election.
- 20.
  - (a) The immediate Past President, on retiring as President will automatically remain a member of Council for a period of two years unless elected to the Executive Board, thereafter requiring re-election to Council under the standing rules.
  - (b) Vice - Presidents shall be elected for six years and may then be eligible for re-election for a further period of three years. Vice - Presidents normally may not hold office for more than nine consecutive years. One Vice - President shall be recommended by the President and Vice - Presidents to the Nominations Committee and thereafter to Council as Senior Vice - President.

- (c) Ordinary members of the Council shall be elected for three years but may be eligible for re-election. No member may be an ordinary member of Council for more than six consecutive years. At an Annual General Meeting eligible members shall be nominated for election as follows:
- (i) To the Office of President, any Fellow, Honorary Fellow, Associate Fellow or Member of the Institute except that no person shall hold office for more than two consecutive years. The President will be nominated from past or present Council or Executive Board members.
  - (ii) To the Office of Vice-President, past and present ordinary Council members and the retiring Vice-Presidents.
  - (iii) To the Office of ordinary Council member, Fellows, Honorary Fellows, Associate Fellows, Members and Associate Members.
  - (iv) To the Office of Treasurer, any Fellow, Honorary Fellow or other voting member of the Institute. The Treasurer shall become a Trustee and Director of the Institute on the Executive Board.
21. The Council may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless the Council shall otherwise determine, six shall be a quorum. Questions arising at any meeting of Council shall be decided by a majority vote of those present. In the case of an equality of votes the Chair shall have a second or casting vote. Any five or more Council members may at any time and on the request of any five or more Council members the Chief Executive shall summon a meeting of the Council by notice served on members of the Council.
22. The President of the Institute, or in their absence, the senior Vice-President present, or in the absence of any Vice-President, the senior ordinary Council member present shall act as Chair at meetings of the Council.

#### EXECUTIVE BOARD

- 23.
- (a) An Executive Board of Trustees and Company Directors shall be appointed by Council to discharge the Institute's obligations under the provisions of the Companies Acts and the Charities Act and shall consist of not less than eight nor more than fifteen elected Fellows, Honorary Fellows, Associate Fellows, or Members of the Institute, one of whom shall be elected as Chair by Council. Two Vice Chair shall also be elected by Council. The Company Secretary shall normally be the Chief Executive who shall attend meetings of the Executive Board.
  - (b) Council shall nominate for election by members at an Annual General Meeting an Honorary Treasurer who shall be appointed to the Executive Board within the total membership set out in 23.(a) above.
  - (c) Members of the Executive Board shall be elected for a term of office of three years or such lesser term as Council may decide and may be re-elected to a further term of three years. No ordinary member of the Executive Board may serve for more than six consecutive years.
  - (d) The Chair and Vice-Chair of the Executive Board shall be appointed for a term of three years or such lesser term as Council may decide and may be eligible for re-election for a further period of three years. In exceptional circumstances the appointments may be extended at the discretion of Council, provided that their total terms of office on the Executive Board does not exceed twelve years.
24. The Executive Board may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless the Executive Board shall otherwise determine, four shall be a quorum. Questions arising at any meeting of the Executive Board shall be decided by a majority vote of those present in person or electronically or contributing in writing. In the case of an equality of votes the Chair shall have a second or casting vote. Any three or more Executive Board members may at any time and on the request of any three or more Executive Board members the Chief Executive shall summon a meeting of the Executive Board by notice served on members of the Executive Board.

25. The Chair of the Board, or in their absence, the Vice Chair, or in their absence, the senior ordinary Board member present shall act as Chair at meetings of the Executive Board.
26. The Executive Board may delegate powers to committees consisting of such members of the Institute as they think fit. Any Committee so formed shall, unless otherwise directed, conform to the regulations prescribed for the conduct of business by the Executive Board to whom all decisions shall be reported.
27. The Executive Board shall cause proper minutes to be made of all proceedings of the Institute and of the Council and of committees. The minutes of any meeting shall be signed by the Chair with the approval of members present at the next succeeding meeting, and be sufficient evidence without any further proof of the facts therein stated.

### **NOTIFICATION OF VACANCIES**

28. Up to three months before the Annual General Meeting the Council shall send to each member entitled to vote at the meeting through publication in Seaways a list of the vacancies about to occur in the offices of President, Vice-President, and ordinary Council member at the conclusion of the Annual General Meeting.
29. Not later than two months before the Annual General Meeting or such later date as Council may approve any two members entitled to vote may nominate eligible persons to fill vacancies about to occur in the offices of ordinary Council members by delivering such nomination in writing to the Chief Executive, together with the consent of such persons to accept office if elected, but each such nominator shall be debarred from nominating any other person for the same election.

### **FINANCE**

30. The income and property of the Institute shall be applied solely towards the promotion of the objects of the Institute, and no part of it shall be paid or transferred, directly or indirectly, by way of dividends, bonus or otherwise by way of profits to members of the Institute.
31. The Executive Board shall cause proper books of account to be kept which once in every year shall be examined and the correctness of the accounts and balance sheet ascertained by a properly appointed auditor before it is laid before members at the next Annual General Meeting. The financial year of the Institute shall end on the thirty-first day of December in each year.

### **CHIEF EXECUTIVE**

32. The Chief Executive shall be appointed by the Executive Board for such time, at such remuneration and upon such conditions as they may think fit, and any Chief Executive so appointed may be removed by them. The Executive Board may from time to time appoint Department Directors as may be required, and any person so appointed may act in place of the Chief Executive.
33. Subject to the directions of the Executive Board it shall be the duty of the Chief Executive to conduct the correspondence of the Institute, to attend meetings of the Executive Board and Council and of Committees, to take minutes of proceedings of such meetings, to read all minutes and communications that may be needed to be read, to superintend the publication of such papers and publications as the Executive Board may direct, to have charge of the library, to direct the collection of subscriptions and other amounts due to the Institute and the preparation of the accounts on the expenditure of the funds and to present all accounts to the Executive Board for inspection and approval. The Chief Executive shall engage, subject to the approval of the Executive Board, and be responsible for all persons employed by the Institute and shall generally conduct the ordinary business of the Institute under the direction of the Executive Board.

## **BRANCHES**

34. The Executive Board may establish Branches of the Institute in areas where in their opinion a sufficient number of members are resident to ensure that local activities can be carried out satisfactorily.
35. The Executive Board shall approve Bylaws for the conduct of such branches and make such provision, subject to the approval of the Executive Board, for the expenses of a branch. Should the activities of any branch be, in the opinion of the Executive Board, not conducted in the interests of the Institute the Executive Board may close down the branch concerned.

## **COPYRIGHT**

36. Every paper presented to the Institute, and accepted for reading, or for publication in full or in abstract, and every paper read at a meeting of the Institute or any part thereof, and the copyright therein, shall be the property of the Institute. The right of publishing all such papers and the reports of the proceedings and discussion at meetings of the Institute or any part shall be reserved to the Executive Board who may, as they think fit, give their consent to publication in approved cases. The Executive Board, in such cases as they may think fit, shall have power to release or surrender the rights of the Institute in respect of any such paper or the copyright therein provided always that the Institute is duly acknowledged in any publication.

## **REGISTRATION**

- 37.
- (a) The Nautical Institute is a Company Limited by Guarantee and a Charity registered separately in the United Kingdom. No addition, alteration, or amendment shall be made to or in the provisions of the Articles of Association for the time being in force either (a) which would have the effect that the Institute shall cease to be a company to which section 60 and 62 of the Companies Act 2006 applies; or (b) which would cause the Institute to lose its charitable status.
  - (b) The Nautical Institute is a registered charity in the United Kingdom number 1002462. The Nautical Institute is a registered Company Limited by Guarantee in the United Kingdom number 2570030. A full copy of the Articles of Association, which embrace the provisions of these Bylaws, can be obtained from the Chief Executive or Companies House website.
  - (c) The liability of the members is limited.
  - (d) Every member of the Institute undertakes to contribute such amount as may be required (not exceeding £1) to the assets of the Institute, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Institute contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

## **Bylaws Part Two**

### **MEMBERSHIP**

1. To be elected a FELLOW (F.N.I.) the Candidate must satisfy the Council that they:
  - 1.1 Have been a member of the Institute for at least five years continuously prior to nomination, and
  - 1.2 Have in the opinion of the Council made significant contribution to the advancement of nautical science, the maritime profession, or the objectives of the Institute; and
  - 1.3 Have held a position or positions of superior professional responsibility for an aggregate of at least three years.
2. To be elected an HONORARY FELLOW (Hon. F.N.I.) the Candidate must be a person whom the Institute wishes to honour for their services to nautical science, to the maritime profession or to the Institute, or whose acceptance of the election reflects honour upon the Institute. The number of Honorary Fellows shall not exceed twenty-five at any one time and not more than two Honorary Fellows shall be elected in any one year. Honorary Fellows over the age of 75 are designated as Senior Fellows and are not included in the limit of 25 Honorary Fellows.
3. To be elected an ASSOCIATE FELLOW (A.F.N.I.) the Candidate must satisfy the Council as to their qualifications, professional development and experience, and that they:
  - 3.1 Have held command of a commercial or naval sea-going vessel; or
  - 3.2 Have held other senior positions at sea; or
  - 3.3 Have held senior management positions ashore of equivalent standing to command at sea; or
  - 3.4 Have other qualifications or experience accepted by Council for this purpose.
4. To be elected a MEMBER (M.N.I.) the Candidate must satisfy the Council as to their professional qualifications or experience and that they:
  - 4.1 Have been issued a Certificate of Competency by an IMO 'White List' Marine Administration under STCW '78/'95 as amended; or
  - 4.2 Held an equivalent pre-STCW 1978 Certificate of Competency issued by a Marine Administration on the basis of examination; or
  - 4.3 Have been issued other acceptable maritime qualifications, including:
    - 4.3.1 A license as a maritime Pilot of sea-going vessels; or
    - 4.3.2 A Naval qualification equivalent to 4.1 above; or
    - 4.3.3 The Nautical Institute's Dynamic Positioning Operator Certificate or Square Rig Certificate or Harbourmaster Certificate or Command Diploma; or
    - 4.3.4 Approved qualifications as a Harbourmaster, VTS Supervisor or Operator on the basis of accredited IALA model courses, Marine Surveyor, Designated Person, professional Yachtmaster or Officer of the Watch issued by a national Marine Administration, maritime lawyer, or maritime health and welfare professional; or
    - 4.3.5 The Council may accept a minimum of 3 years experience in lieu of formal qualifications from management level maritime professionals; or
  - 4.4 Have other qualifications or experience accepted by the Council for this purpose.
5. To be elected as an ASSOCIATE MEMBER (A.M.N.I.) the Candidate must satisfy the Council that they are either:
  - 5.1 Undertaking a course of initial maritime training or education approved by the Council; or
  - 5.2 Have other qualifications or experience accepted by the Council for this purpose, including Rating or Boatmaster qualifications and non-management level maritime appointments.
6. *Notwithstanding the criteria set out above, the Council reserves the right in the maintenance of professional standards to consider all applications for membership on their merits and its decision shall be final.*



## **ELECTION**

7. The election of candidates for membership of the Institute in any class shall be by the Council who may require candidates to attend for interview in order to satisfy the Council that they have the requisite professional knowledge and experience. See Bylaw 17.
8. Candidates for election may either be nominated by the Council or shall be proposed and supported as provided hereunder, from personal knowledge and in writing, according to a form approved by the Council.
  - (i) Any person desirous of election as a Fellow shall be proposed by two Fellows of The Nautical Institute. Where a Member does not know two Fellows to provide this support, the Council may accept Testimonial support from two Members of standing.
  - (ii) Proposals for election shall be delivered to the Chief Executive, who shall lay before the Council such as are duly completed. The Council shall cause the names of those candidates nominated for election as Fellow, Associate Fellow, Member, and Associate Member whom they approve to be published in the Journal of the Institute. The Council may without assigning any reason withhold or withdraw their approval from any candidate.
  - (iii) A candidate elected shall be admitted on payment of such entrance or transfer fee and annual subscription as the Bylaws may prescribe. Until thus admitted a candidate shall not be entitled to any of the rights or privileges of membership.

## **TRANSFER FROM ONE CLASS TO ANOTHER**

9. The transfer of a member from one class to another shall be by the Council. Every candidate for transfer from one class to another shall be proposed and supported in the manner prescribed in Bylaw 8 for election to the class to which they are desirous of being transferred.

## **ENTRANCE FEES, TRANSFER FEES, AND ANNUAL SUBSCRIPTIONS**

10.
  - (a) Entrance fees, transfer fees and annual subscriptions shall be set from time to time by the Executive Board.
  - (b) The subscription of retired members shall be reduced as set by the Executive Board.
  - (c) Retired members should apply to the Institute for the retired rate to be implemented for them.
11. Subscriptions shall be in respect of a calendar year and shall be due and payable in advance on 1st January, April, July, or October. Any member of any class whose annual subscription remains unpaid after six months shall not be entitled to attend or to take part at any meeting of the Institute that may be held, or to receive any notice or publication of the Institute that may be issued before they have paid a subscription in full or, until such payment, to exercise any of the rights or privileges of membership.

## **MEMBERSHIP PROCESSES**

12. Any member may by notice in writing at any time resign their membership. Any such notice shall be signed by the member concerned and shall be either deposited at the office or sent through the post and shall take effect immediately or at a specified later date.

13. The Council shall have power, subject to a two-thirds majority, to remove from membership any member who is guilty of any unprofessional conduct or who has wilfully contravened any of the rules, regulations or ~~By-Laws~~<sup>Bylaws</sup> of the Institute or whose continued membership is in the opinion of the Council not in the interests of the Institute. Any member whose removal from membership is under consideration shall, if they so desire, have reasonable opportunity of being legally represented and stating their case at a meeting of the Council.
14. The Council may cause examinations to be held for approved candidates for election as Associate Fellows or Members or for admission as Associate Members. The times and the place or places at which such examinations shall be held, the subjects which they shall comprise, the fees to be paid or deposited by candidates in respect of such examinations, and the conditions under which candidates may be admitted thereto shall be prescribed by the Council.
15. The examinations shall be directed by the Council who shall obtain such assistance as may be necessary from qualified persons to be appointed as examiners. The remuneration of such examiners shall be fixed by the Council. The Council may in their discretion permit persons who are not at the time candidates for election to present themselves for examination, and if they pass such examination the Council may exempt them (wholly or partially) from further examination if they subsequently apply for election. After each examination held under their direction the Council shall receive the report of the examiners and shall determine which candidates shall be deemed to have passed.
16. The Council shall have power to recognise the degrees awarded by universities and other bodies or Certificates of Competency and other qualifications as after scrutiny they may deem to prove a sufficient standard of attainment and may exempt such graduates or holders of such certificates from passing in full or in part any examination that may be required.
17. The Council may arrange for any particular candidate for election as Fellow, Associate Fellow, Member or Associate Member to be interviewed on their behalf in order that they may be satisfied that such candidate has acquired such adequate knowledge and experience of nautical science or the maritime profession, as they deem necessary. The Council shall order the conduct of such interviews and shall arrange the times and places at which they shall take place and determine the fees to be paid or deposited by the candidate in respect thereof. The Council shall appoint such qualified person or persons as they think fit to interview the candidate and shall fix the remuneration to be paid to them.

## PROFESSIONAL CONDUCT

18. **All members are required to order their conduct so as to uphold the dignity, standing and reputation of the maritime profession and the Institute.**

Note: This provision was expanded in an authoritative monograph on 'Ethics for the nautical profession' (1993) which has been updated and reproduced in the last section of this booklet as Appendix I 'Code of Conduct'.

## **Bylaws Part Three BRANCHES**

### **FORMATION OF BRANCHES**

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

### **APPLICATION TO FORM A BRANCH**

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

### **AIMS AND CONDUCT OF BRANCHES**

3. The aims of Branches shall be to promote the activities and increase the membership of The Nautical Institute in the area. The Branch shall conduct its activities in accordance with applicable national law and the Institute's Bylaws, Bylaws and Branch Bylaws of the Institute. The Executive Board shall approve any local Branch Bylaws considered necessary before becoming operative. Branch Committees may at their discretion form Sections of a Branch in particular locations if this will facilitate Branch activities.

### **MEMBERSHIP OF BRANCHES**

4. Membership of a Branch shall be open to any member of The Nautical Institute of any grade resident in the area. Members may change or cancel their affiliation to a Branch by notice in writing to the Institute who will transmit such information to the Branch Secretary.

### **OFFICERS AND COMMITTEE**

5.
  - (i) The business of the Branch shall be managed by a Branch Committee elected by Branch members and shall consist of the following Officers:  
Chair, Vice-Chair (where applicable), Honorary Secretary, Honorary Treasurer.  
Any member of Council or the Executive Board resident in the area shall be a member of the Branch Committee ex officio.  
In addition to the above Officers and members of Council, the Branch Committee shall consist of not less than four or more than sixteen elected members.
  - (ii) Election and retirement of Branch Officers and Committee.  
Nominations for Officers of a Branch must be members of The Nautical Institute and resident in the branch area. Nomination of a candidate for the Committee of the Branch should be delivered in writing to the Branch Secretary by the proposer and seconder both of whom should be members of the Branch. The written consent of a Nominee to serve in the appropriate capacity should accompany a

Nomination. Such nomination will be considered for the next election if received before the Branch Annual General Meeting. The Branch Committee may set a longer notice period for such nominations.

The maximum term of office for a Branch officer in each post shall be three years, at the end of which they may be nominated for re-election to that post for a further maximum term of three years. After six years in office in that post, the Branch officer shall stand down from that position. However, in the event that there are no new volunteers to be elected as a Branch Officer in that position, the Branch committee may apply to the Executive Board for dispensation to waive this clause and such application shall be renewed annually as necessary.

Branch committee members shall be elected for a maximum term of three years and may then offer themselves for re-election to further terms of up to three years. There shall be no limit to a member's length of service on a Branch Committee.

The Branch Committee may at their discretion fill any casual vacancy which may arise between one Branch Annual General Meeting and the next and may co-opt additional sea-going members at any time.

- (iv) **Quorum**  
Four members of the Branch Committee shall constitute a quorum.
- (v) **Representation on Council**  
Any properly constituted and approved Branch which does not have at least one member of the Committee elected to serve on Council, may send a representative to Council meetings, but such representative shall not be entitled to vote.

## **BRANCH FINANCE**

- 6.
  - (i) Such expenses in administering the Branch as are approved by the Executive Board shall be paid from the Institute's funds. The Branch Committee shall submit to the Executive Board or its designated committee for approval an annual budget of estimated expenditure (before 31st October). The authority of the Executive Board shall be obtained in respect of any additional expenditure not appearing in the budget for which subvention is required.
  - (ii) In the event of a Branch being closed for any reason all funds and property of the Branch will become the property of the Institute. However, in the event that national laws prevent the transfer of such property or funds outside the country, they shall be donated to a suitable charity approved by the Executive Board.
  - (iii) The Branch Committee shall manage the financial affairs of the Branch and cause proper accounts to be kept with respect to all sums received and expended.
  - (iv) The Branch Honorary Treasurer shall, after approval by the Committee, submit a statement of financial affairs at the Branch Annual General Meeting and to the Executive Board.
  - (v) In the event of a Branch wishing to hold a special event such as a seminar, conference, exhibition or major social activity, the Branch Committee shall submit to the Executive Board or its designated committee for approval a business plan and budget for the event whether Institute finance is required to underwrite the event or not. The Executive Board may require regular reports of the planning for the event to be submitted so as to ensure that the Institute is not being exposed to the risk of its professional and/or financial failure. The Executive Board may advise and require the cancellation of the event if its risk assessment becomes adverse but will seek at all times to work with the organising Branch to maximise the success of the event.

## **BRANCH MEETINGS**

- 7.
  - (i) Meetings shall be held at such times and places as may be decided by the Committee.

- (ii) The Branch Annual General Meeting shall be held at intervals of not more than fifteen months when the Committee shall present a report and for any other business of which appropriate notice has been given. The appointment of Officers and members of the Committee to fill vacancies shall, if more are nominated than there are vacancies, be decided on results from ballot papers received up to and including the day prior to the Branch Annual General Meeting plus the votes of eligible members at the meeting. The Committee's report and the Minutes of the Annual General Meeting shall be submitted to the Executive Board.
- (iii) The newly elected and non-retiring members of the Committee for the ensuing year shall take office at the conclusion of the Branch Annual General Meeting.
- (iv) Voting shall be by members of the Branch. If nominations to fill vacancies exceed the numbers to be filled a ballot paper for the election of members to the Committee shall be despatched to all Members affiliated to the Branch not less than forty-two days preceding the Branch Annual General Meeting. The result of the ballot shall be announced at the Branch Annual General Meeting.
- (v) An Extraordinary General Meeting may be convened at any time by the Committee or by not less than ten voting members or twenty-five percent (25%) of the Branch members whichever is the lesser number.
- (vi) Ten voting members or twenty-five percent (25%) of the Branch members whichever is the lesser number shall constitute a quorum for the purpose of any Annual General Meeting or Extraordinary General Meeting. Should a quorum not be present within half an hour of the appointed time the meeting shall be adjourned until such time as may be agreed by the members present. In the absence of the Branch Chair and Vice-Chair, the Chair will be taken by a member elected by those present at the meeting.
- (vii) Prior to a Session of meetings in each year, the Branch Committee shall submit to the Executive Board or its designated committee for approval, details of the programmes of lectures and other activities intended to be held in the area on behalf of the Institute. The Executive Board may require a lecture or other activity to be amended or cancelled if it is deemed to be unsuitable.
- (viii) The Branch Committee may delegate the organisation of a particular meeting to a section or sub Committee of members residing in the district where it may be desired to hold the meeting.
- (ix) The proceedings of any meeting shall not be made public without the consent of the Branch Committee.

8. No local variation of these ~~By-Law~~Bylaws shall be made except with the consent of members at the Branch General Meeting and with the approval of the Executive Board.

## **APPENDIX I CODE OF CONDUCT**

The maritime professions, which include merchant and naval officers, pilots, harbourmasters, surveyors, ship managers, trainers and those associated with other marine services, have evolved over centuries. These professions are worldwide, but despite differences in language, national and commercial interests, maritime professionals share the same purpose, which is the safe and efficient operation of seagoing craft.

Shipowners and their sea staff are becoming subject to the same basic and internationally recognised conventions and guidelines. These in turn are reflected into national legislation and are subject to port State, as well as flag State, control. However, in reality there are three influences affecting commercial shipping, and to a large extent, naval forces. They are, first the market, with its emphasis on rates, supply and demand; secondly, the availability of resources involving people, finance and ships; and thirdly, the legal framework, both statutory and commercial.

All professionals are faced with a dilemma when they are tempted by a reward to engage in activities which might be dishonest, against the public interest or likely to put lives or other people's property at risk. There are also many situations which arise where a number of choices can be made and where guidance is needed. Ultimately the viability of an industry and service to society must provide the orientation for good conduct because that is the only way of preserving its future.

The code is voluntary and sets standards which should be followed in normal circumstances. It identifies those areas of shipping activity where safety takes precedence over commercial considerations.

It is with these introductory remarks in mind that the following Code of Conduct for maritime professionals has been developed. The code is divided into seven sections. The Executive Board and Council of The Nautical Institute asks that this Code of Conduct is promulgated to employers, employees and new entrants to the shipping industry.

### **SECTION 1 - Service and conflict of interest**

#### **Maritime professionals should:**

- 1.1 Carry out their responsibilities with integrity in a conscientious and diligent manner.**
- 1.2 Carry out their duties safely and efficiently in support of the marine venture in the public's interest.**
- 1.3 Operate and maintain their ship(s) effectively and in good order.**
- 1.4 Not take personal benefit contrary to the interests of their professional duties.**
- 1.5 Safeguard the security of confidential information.**
- 1.6 Comply with regulations and in particular the provisions of international legislation and codes.**

#### **NOTES**

- (i) All individuals in positions of responsibility who make decisions which affect the safety and performance of other people must be expected to act in good faith and at least to a level of competence appropriate to the required industry standards.
- (ii) Shipowners, managers and those responsible for the employment of seafarers have a duty to provide reasonable conditions of employment as laid down in current ILO Conventions.
- (iii) Seafarers have a duty to serve their employers and ensure that the ship is operated efficiently and to high standards in accordance with the good practice of a Seafarer. The activities on board any ship cannot be monitored directly from the shore those on board have a duty to prevent loss, avoid waste and manage resources efficiently.
- (iv) Defects or requirements for repair must be reported to the owner, charterer or ship manager and appropriate steps taken at the first available opportunity to make such good and, where such affects the safety of the ship, prior to proceeding on a further voyage or passage.
- (v) The maritime professional owes duties of service, competence and integrity to their employer(s), fellow professionals including those serving under them, and to the public. The public includes all those who may be affected or injured or suffer loss through their lack of professional conduct.

- (vi) It is a fundamental breach of employment law to take an undisclosed benefit from a third party in the course of one's employment. If, in the course of one's duties, one may gain a benefit from someone else without breaching one's professional responsibilities, there is an obligation to disclose such benefit to the employer first and, if in any doubt, reject it.

## **SECTION 2 - General - Navigation, safety, protection of the marine environment and emergency response**

**Maritime professionals should:**

- 2.1 Navigate and operate the ship safely in all regards as the safety of life is paramount.**
- 2.2 Take all reasonable care to ensure that working areas and living quarters are safe and healthy.**
- 2.3 Ensure that safe working practices and safety of personnel are followed.**
- 2.4 Take all reasonable care to protect the marine environment from discharges of polluting substances and to dispose of waste materials in an environmentally friendly way.**
- 2.5 Prepare emergency response plans and carry out appropriate practices to ensure that the safeguards will work when needed.**
- 2.6 Ensure that in an emergency the saving of life takes precedence.**

### **NOTES**

- (i) Safe navigation implies that voyages are properly planned, that nautical publications are up to date and equipment is operational. The bridge organisation is such that an error or omission by one person will not lead to a collision or stranding and the ship will not be put into a situation of uncontrollable risk.
- (ii) Safe working practices must be encouraged at all times to avoid accidents and injury. They need to be supported by management and implemented by example. Hazardous incidents or near accidents should be reported and discussed with the purpose of preventing a recurrence.
- (iii) There is a general and increasing awareness that the sea and the life it supports, can be irreversibly damaged by pollution. All reasonable precautions should be taken to avoid discharges of pollutants. It is essential to have an effective system on board for monitoring compliance with the provisions of the Marpol Convention and a properly prepared contingency plan to mitigate the effects of a polluting accident.
- (iv) Contingency planning for the unexpected is an effective response to potential danger. Time has to be set aside at regular intervals so that everybody on board knows what is expected of them in an emergency.
- (v) Where choices have to be made about protecting the ship, cargo, property and the marine environment, the preservation of human life must take precedence.

## **SECTION 3 - Distress and lifesaving**

**Maritime professionals should:**

- 3.1 Keep a proper watch for distress and emergency messages and situations and take appropriate action to render assistance.**
- 3.2 Regularly exercise equipment amid procedures for lifesaving, be it man overboard, personal injury, or assistance to others.**

### **NOTES**

- (i) In spite of new technology and of aircraft for search and rescue, assistance to those in distress at sea can usually only be provided by other vessels. Although helicopters, of course, can be used in coastal areas they do have a limited range and payload. It is, therefore, essential that a proper response is given to any distress call. This is a requirement in international law and no private agreement can release a maritime professional from this public duty.
- (ii) Because of this requirement it is essential that all reasonable steps are taken to keep distress alerting equipment in good condition. Every care should be taken to prevent false alarms. If a false alarm is



made, the Master of the ship concerned must inform the appropriate rescue co-ordination centre for the area without delay.

## **SECTION 4 – Seaworthiness**

**Maritime professionals should:**

### **4.1 Ensure the ship is seaworthy and cargo worthy for each stage of the voyage.**

#### **NOTES**

- (i) Seaworthiness, although dependent upon circumstances, is an absolute requirement in law as a condition of carriage. It means that the ship should be fit for the intended voyage, properly manned, with appropriate equipment in working order, and able to withstand the sea conditions that may be encountered.
- (ii) Seaworthiness applies to the ship's equipment as it does to the ship itself, and the maritime professional should ensure the ship is fitted with the appropriate equipment including, but without limitation, the navigational, safety, firefighting, lifesaving and emergency equipment, and that it is in operational order. Coincidentally, the maritime professional should ensure that the hull, tackle and machinery are in good repair, that the ship is manned by an efficient crew and supplied with adequate fuel, stores, and as necessary, ballast.
- (iii) The ship should be cargo worthy, sufficiently strong and with the necessary equipment and securing measures to ensure the safe carriage of the cargo in such a way that it does not deteriorate during the voyage. Vessels carrying liquid cargoes should be able to segregate, pump and preserve the cargo in a fit condition during the voyage.

## **SECTION 5 - Cargo care and security**

**Maritime professionals should:**

### **5.1 Take all reasonable steps to ensure the cargo is loaded, transported and delivered in good condition.**

### **5.2 Take all reasonable precautions to preserve and safeguard the ship, its equipment and fittings.**

### **5.3 Take all reasonable precautions to prevent unlawful acts from taking place on board.**

#### **NOTES**

- (i) The cargo owner or passenger has a right to expect that those on board will care for the cargo or passenger during loading, transport and discharge. Those on board have a right to expect that the ship can load at a safe port and that the loading sequence will not adversely affect the stability or inherent strength of the vessel. Similarly, the cargo must be properly stowed and secured prior to sailing.
- (ii) For vessels carrying liquid and hazardous cargoes the master and officers should take all reasonable steps to avoid and minimise accidental spills and discharges, to ensure that all tanks are in a fit condition for the cargo, that contamination is avoided, that proper safety precautions are followed and that the tank atmospheres are safe. Plans, equipment and procedures should be ready to contain accidental spills or discharges.
- (iii) The shipowner or manager has a right to expect that the crew will safeguard the ship against theft and unlawful acts, by keeping a deck watch in port and maintaining reasonable security at all times. The master, supported by the officers and crew, must ensure that the provisions of the Ship Security Plan under the ISPS Code are complied with.
- (iv) It is the duty of the master, supported by the officers, to preserve good order on board and to take all reasonable precautions to inhibit and prevent acts of violence and breaches of the law, both relating to the flag and port State.
- (v) In particular, masters and officers should aim to prevent drug trafficking, breach of immigration laws, smuggling and contraband. A diligent search for stowaways should be carried out prior to sailing.



- (vi) Adequate records of the ship's or shipowner's property should be maintained, including all equipment and stores, to ensure a proper accounting for the property and its use or expenditure. Adequate records of cargo, including particularly special or valuable cargo, and of its loading and discharge should also be kept.

## **SECTION 6 – Competence**

**Maritime professionals should:**

- 6.1 Take all reasonable measures to become competent by qualification and experience to perform the services to which they are appointed to undertake.**
- 6.2 Take all reasonable measures to maintain, upgrade and update qualifications and competence.**
- 6.3 Encourage and support the training of subordinates and ensure their competence for the duties and responsibilities assigned or delegated to them.**
- 6.4 Seek to keep up to date with new developments.**
- 6.5 Co-operate with other professionals and individuals to ensure the best outcome of the marine venture or commission.**

### **NOTES**

- (i) Ships are not inherently safe places of work. Consideration of stability, strength, safe stowage, hazardous substances, power applications, sea conditions and other risks means that professional mariners of all denominations owe a duty of care to fellow members to be competent.
- (ii) Unlike factories, which do not move, ships — when under way — are at risk from other ships, the weather conditions and their proximity to land. Maritime professionals should be competent to ensure that no ship is put at risk through ignorance or inadequate training.
- (iii) Those in responsible positions on board have a professional obligation to ensure that subordinates have the opportunity to become further qualified, competent and trained.
- (iv) Industry and naval practices continually evolve in response to competitive influences. Similarly, work patterns change and new methods of operation have to be introduced. It is therefore essential for those in responsible positions to keep up to date with new developments, including changes in the law and technological innovation.
- (v) Shipping enterprise involves the work of many different professionals such as naval architects, marine engineers, shipbrokers, accountants, computer specialists and personnel managers. On board there may also be a variety of disciplines. Increasingly, for effective management, professionals should co-operate to ensure that the specialist skills are applied appropriately in pursuit of the aim of the marine venture.
- (vi) Competence involves not only the understanding of theory and principles but the adequate knowledge of up-to-date practice and procedures. It also involves such nautical knowledge and procedures as may have to be relied upon in the event of technological or equipment failure, breakdown, accident or emergency.

## **SECTION 7 - Professional development**

**Maritime professionals should:**

- 7.1 At all times so order their conduct so as to uphold the dignity, reputation and standards of the profession and to safeguard matters of safety, health and environmental protection in the public interest.**
- 7.2 Contribute actively to the development of professional standards and to the development and training of subordinates.**
- 7.3 Uphold the reputation of The Nautical Institute by observing the provisions of the bylaws and code of conduct.**

## NOTES

- (i) It is the responsibility of masters and commanding officers to exercise command and set the highest personal and professional standards.
- (ii) It is the responsibility of shipowners, managers, charterers and naval commanders to ensure that proper professional standards are upheld within the shore administrations in support of sea staff, and to issue instructions for safe and seafarerlike operation of their ships to masters and commanding officers.
- (iii) The opinion held by the public of the maritime profession is influenced by the media, personal contact, performance and reliability, trustworthiness and a variety of subjective assessments. These attach both on duty and off duty and require individuals to conduct themselves with integrity at all times.
- (iv) Professional standards need to be developed in response to new working practices and professionals should also take a lead in promoting sound working practices. This can best be achieved through discussion and involvement. Society benefits from professional standards and professional organisations should contribute to the development of both national and international regulations.
- (v) Shipowners, charterers, managers, masters and commanding officers should also ensure that the necessary plans, equipment and procedures for emergency duties in the event of equipment breakdown or accidental spill of pollutants or other harmful substances are in place and regularly exercised.
- (vi) Duties or responsibilities delegated by authority or assumed by personnel under the master or commanding officer, remain the responsibility of the master or commanding officer who should ensure that those to whom duties and responsibilities are delegated are qualified and competent to carry them out.
- (vii) The aim and objectives of The Nautical Institute have been designed to meet the requirements for the maritime profession. By joining, supporting and complying with the provisions of the Bylaws, individuals can contribute effectively to the development of their profession.