

THE CONSTITUTION OF THE NAUTILUS FEDERATION
UNITING MARITIME & FLUVIAL PROFESSIONALS

Article 1 Name and Head Office

The Federation shall be called THE NAUTILUS FEDERATION (hereinafter "the Federation") and its Head Office shall be situated at 1 & 2 The Shrubberies, George Lane, South Woodford, London, E18 1BD, UK or at any other such place as shall be determined by the Unions. This is the office to which all formal communications and notices shall be addressed and the place for the administration of Federation and where the books of account and records shall be kept.

Article 2 Definitions

- a) **NAUTILUS FEDERATION:** The federation created by the terms of this Constitution between Unions representing maritime and fluvial professionals in protecting, promoting and furtherance of their member's interests and welfare needs and in mutual solidarity.
- b) **FEDERATION Board or Board:** The body responsible for the governance of the Federation and established under Article 4.
- c) **Number and Gender:** Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender.
- e) **Unions:** The unions who are members of the Federation.

Article 3 Objects

The objects of the Federation:

- a) To represent the interests (in the widest sense) of the members of the Unions.
- b) To facilitate closer co-operation between the Unions in the furtherance of the mutual assistance and protection of their respective members.
- c) To improve and make more effective - through cross border representation and cooperation - the voice and influence of maritime and fluvial professionals.
- d) To be open to membership of likeminded trade unions to join, with the agreement of all existing Unions in the Federation.
- e) To promote the interests of members of the Unions as widely as possible.
- f) To foster and preserve the democratic principles of state and society and not be active in the field of religion or party politics.

- g) To enter into collective labour agreements with employers and/or with organisations of employers.
- h) To take all necessary action in regard to national and international legislation, conventions, rules, recommendations and regulations for the furtherance and promotion of the interests of the shipping industry on behalf of the Unions members.
- i) To join and participate in the work and activities of such national and international bodies or conferences that the Board may determine for the purpose of influencing such legislation, conventions, rules, recommendations and regulations as such bodies or conferences may be considering.
- j) To participate financially or otherwise, directly or indirectly, in the establishment or carrying on of any company, business or project whether commercial or otherwise which is considered by the Board to further the interests of the Unions.
- k) To further any action or purpose by the participation, financially or otherwise, directly or indirectly, including the acquisition of any class of shares in any undertaking, commercial or otherwise, which in the opinion of the Board furthers the interests of the Unions.
- l) For the purpose of fulfilling any object there may be established out of the Federations funds or assets as and when the Board determines a separate fund or funds as may be deemed necessary. The accounts of any such fund or funds shall be separate.
- m) To further the interests of the Unions in all legitimate ways and to employ the funds of the Federation, as the Board may deem desirable for all objects and benefits herein before or herein after provided.
- n) For all or any of the above objects the Federation, by the Board, shall have power, inter-alia:
 - i) To utilise income from all sources and monies invested by the Federation.
 - ii) To own, purchase or lease the mortgage or otherwise to deal with lands or property.
 - iii) To erect and furnish such buildings as may be considered necessary or desirable.
 - iv) To raise funds by borrowing money on any real or personal property of the Federation or otherwise.

- v) To invest all of the Federation's monies and funds in such securities, shares, debentures, mortgages and loans including commercial and industrial undertakings that the Board may determine.

Article 4 Governance

- a. The Unions shall be responsible for determining the strategic direction and activities of the Federation.
- b. The working (and for legal purposes the definitive) language of the Federation shall be English with the translation of appropriate documents into the principal language used by member Unions.
- c. The Federation shall be an Equal Opportunities organisation.
- d. The Board will be responsible to the Unions for the organisation and administration of the Federation.
- e. The membership of the Board shall consist of up to four representatives of each of the Unions appointed by the appropriate Union and capable of being suspended or dismissed by that Union. The Unions shall be empowered to alter the number of representatives, to facilitate other Unions joining the Federation, so long as there shall be a minimum of one representative from each Union.
- f. Meetings of the Board shall be held on such days and times and at such locations as decided by the Board but at least once a year. Meetings may be held in person, by telephone conference call or by videoconference.
- g. The Director shall convene all Board meetings in writing or by email with not less than ten working days notice thereof other than in respect of business deemed urgent.
- h. The Board shall be chaired alternately by a representative of each member Union.
- i. A quorum for meetings of the Board shall be a minimum of one Board member from each of the Unions.
- j. The aim shall be that business should be decided by consensus but, in the absence of such, decisions may be taken by the majority of the Board present and voting. The Chair shall not have a second or casting vote.
- k. The representatives on the Board can have any issue referred to the Unions for decision, within one week of the relevant Board Meeting, regardless as to whether or not there was a lack of agreement by the Board on the issue concerned. Any Board decision on an issue referred to the Unions shall not be implemented without the agreement of the Unions.

- l. Minutes in such form as may be decided by the Board shall be kept of all proceedings of the Board and entered into a book or books. Such Minutes, if signed by the Chair of the next succeeding meeting, shall be evidence of the proceedings.
- m. A Director may be appointed by the Unions to supervise the strategic direction and activities of the Federation and shall be responsible to the Board.
- n. A Co-ordinator may be appointed by the Unions to carry out, under the supervision of the Director, the day-to-day activities of the Federation.
- o. Persons appointed (such as the Director and Co-ordinator) shall be employed on the relevant contractual terms (including salary, retirement age, pension, tax, social security arrangements etc) by the relevant Union and seconded to the Federation.
- p. The Director or the Co-ordinator may be suspended from duty at the request of the Board or one of the Unions but removed from post only by agreement between the Unions.

Article 5 Industrial Action

The Federation shall not have the power to give instructions to members of the Unions for industrial action, this power being held by each Union separately.

Article 6 Finance

- a. An annual budget shall be drawn up and agreed by the Unions covering the activities of the Federation including the employment costs of the Director, Co-ordinator and administrative support, appropriate representation costs, relevant insurances and all other related expenses.
- b. The agreed budgeted expenditure of the Federation will be split between the Unions in proportion to each Unions' total number of paid up members (including seagoing, shore based, retired members etc) as at the 1st January each year.
- c. The Federation's accounts will run for each calendar year, be maintained by Nautilus International and be subject to annual external audit. The Federation's accounts will be submitted to the Unions for approval.

Article 7 Activities Report

Regular reviews of progress made towards the achievements of the objectives laid down in Article 3 and the overall progress and development of the Federation shall be carried out by the Board and reports made to the Unions. The Activities Report will include the accounts report referred to in Article 6.

Article 8 Amendments to the Constitution

This Constitution can be amended only by the joint agreement of the Unions, which may follow a recommendation of the Board or be on the initiative of one of the Unions.

Article 9 Withdrawal

A Union may withdraw from the Federation by giving six months written notice to the Unions. Such an event will not trigger Dissolution unless so determined under Article 10. The Union withdrawing will continue to have responsibility for financial and any other matters arising from their period of membership of the Federation and shall not be entitled to any share of the assets of the Federation.

Article 10 Dissolution

The Federation can be dissolved only by a joint decision of the Unions on the recommendation of the Board or one or more of the Unions.

A minimum of six months notice shall be provided to the Unions to consider dissolution and at least a six-month period shall elapse after any decision to dissolve before the decision takes effect.

On dissolution the assets of the Federation shall be divided, after the payment of all relevant liabilities, between and with the agreement of the Unions allowing for the proportion of each Union's total number of paid up members (including seagoing, shore based, retired members etc) as at the 1st January immediately prior to the dissolution. However the division of assets shall also take into account the length of the membership period of each Union in the Federation and other relevant factors relating to the financial input of each Union.

After dissolution the books and documents of the Federation shall be deposited with one of the Unions, as determined by the Unions, for a period of ten years.

This day _____ 2014

Signed by:

etc.