



NAUTILUS INTERNATIONAL – RULE BOOK

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NOTE:

REGULATIONS

The Rules are supplemented by Regulations approved by the Council under Rule 2.20 and which have the same force as if they were in the Rules. Regulations are available on the Nautilus website.

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Rule 1: Name of the Union, the Head Office and other Offices

1.1

The Union shall be called Nautilus International.

1.2

Its Head Office shall be at such place in the United Kingdom as shall be determined by the Council and as published in the Regulations.

1.3

An office shall be provided in the Netherlands, Switzerland and other offices may be provided, in locations as determined by the Council.

Rule 2: Objects

2.1

To promote the highest possible level of safety and security within the maritime industry for both members and the travelling public alike;

2.2

to advise on all commercial, scientific, educational and technical matters relating to maritime transport;

2.3

to advance the technical knowledge of members and potential members and the maritime industry as a whole and to provide training and learning opportunities;

2.4

to uphold the interests of members, improve their terms and conditions, regulate relations with their employers and generally to assist them;

2.5

to promote equality for all, including through:

2.5.1

collective bargaining, publicity material and campaigning, representation, Union organisation and structures, education and training, organising and recruitment, the provision of all other services and benefits and all other activities;

2.5.2

the Union's own employment practices;

2.5.3

actively opposing all forms of harassment, prejudice and unfair discrimination;

2.6

to establish for members superannuation or benefit schemes, contributory or otherwise, in conjunction with employers or otherwise;

2.7

to take all necessary action in the furtherance and observance of such national and international legislation, conventions, rules, recommendations and regulations, as the Council may determine is in the interests of the maritime industry and those engaged therein; to include joining or participating in the work or activities of such national and international bodies or conferences as the Council may determine, for the purpose of influencing the development of such legislation conventions rules recommendations and regulations;

2.8

to promote, and participate in, the work of any body, national or international, charged with or considering the selection control of entry and training of officers and apprentices for the maritime

industry and for the regulation of their conditions generally;

2.9

to provide such legal advice and assistance for members, other than those referred to in Rule 3.2.2 and Rule 3.2.3 at the discretion of, and on such terms as may be considered appropriate, by the Council;

2.10

to seek to regulate the relations between non-domiciled seafarers and ship owners operating vessels registered or owned or controlled in any of the countries where the Union has a national presence on such terms as the Council may from time to time determine

2.11

to provide such advice and assistance (including legal advice and assistance) and benefits (excluding benefits available under Rule 6) to those persons subject to any union collective agreement with an employer under which such benefits are to be made available to non-domiciled seafarers of those employers at the discretion of, and on such terms as may be considered appropriate, by the Council

2.12

to bring into the Union all persons eligible for membership.

2.13

to participate in such commercial activity whether through the holding of shares in limited liability companies, including but not limited to majority shareholdings, or otherwise as the Council may consider appropriate and for the benefit of the Union or its membership;

2.14

to administer or manage trusts pension funds and residential establishments for the benefit of members, serving or retired seafarers, and others connected with the sea or their dependants;

2.15

to make available such financial, personal legal and other services, as the Council may determine, to members and such classes of dependants of members as the Council may from time to time determine;

2.16

to indemnify the officers and employees of the Union against losses, damages, costs and demands made against them in respect of any authorised acts or omissions done by them in the course of their official duties for the Union, to the extent that such indemnity is not prohibited by law.

2.17

to do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them as the Council consider to be in the interests of the members or likely directly or

indirectly to benefit the Union or any member of it;

2.18

for all or any of the above objects the Union by its Council shall have amongst its powers:

2.18.1

To use, in such manner as the Council may determine, the funds of the Union (including subscriptions, entrance fees, and income from all sources), in furtherance of the objects and in the provision of benefits as provided for in these Rules and the Regulations made hereunder;

2.18.2

to own purchase or lease mortgage or otherwise deal with land or property;

2.18.3

to erect and furnish maintain such buildings as may be considered necessary or desirable;

2.18.4

to raise funds by borrowing money on any real or personal property of the Union or otherwise;

2.18.5

to establish superannuation or benefit schemes, contributory or otherwise for employees of the Union;

2.18.6

to invest in the names of the Trustee all Union monies and funds in such securities, shares, debentures, mortgages and loans including commercial and industrial undertakings as the Council may determine;

2.19

For the purpose of fulfilling any object the Council may establish such separate fund or funds as may be deemed necessary. When such funds are established the accounts of such funds shall be separate;

2.20

The Council shall have the power to issue Regulations and amend these from time to time, to give effect to the detailed implementation of general powers under the Rules and to regulate such other matters as the Council shall from time to time determine, and any such Regulations shall have the same force as if they were in the Rules.

Rule 3: Membership

3.1

Those eligible for Full membership shall be those persons regularly engaged or employed as:

3.1.1

maritime professionals by employers operating exclusively or mainly in the maritime and shipping industry, including shipmasters, officers, ratings, other seafarers and other staffs engaged in or supporting the maritime and shipping transportation of goods and passengers or other forms of maritime and shipping activity, including inland navigation;

3.1.2

Senior staff (other than the General Secretary) as defined by the Council, employed by the Union;

3.1.3

the General Secretary;

3.1.4

such other descriptions of persons, including persons engaged in non — maritime activity, as the Council may from time to time decide to be eligible.

3.2

There shall be four classes of member:

3.2.1

Full member;

3.2.2

Associate member;

3.2.3

Affiliate member;

3.2.4

Honorary member

3.3

Full membership shall be open to those persons eligible for membership under Rule 3.1.

3.4

A Full member who becomes unemployed may continue as a Full member for a period not exceeding 12 months from the date they first become unemployed (or until they retire, if earlier) and shall on the expiry of that period, or on retirement, cease to be a Full member and as a consequence lose all voting rights and eligibility to stand for or hold elected office. They shall be eligible to become either an Associate or Affiliate member as appropriate.

3.5

Associate membership shall be available only to individuals who have been eligible to be Full

members but have ceased to qualify for Full membership. Admission to Associate membership shall be at the discretion of the Council.

3.6

Affiliate membership shall be available to individuals who have ceased to qualify for Full membership having retired from regular employment. Admission to Affiliate membership shall be at the discretion of the Council.

3.7

Neither Associate nor Affiliate members shall have any say in the affairs of the Union whatsoever, other than in the administration of welfare trust funds, or any Residual Legal Entity or as determined by Regulations under Rule 2.20. They shall not therefore have the right to attend or speak at any General Meeting and are both classes all of whom are excluded from standing as candidates, nominating candidates, or voting in, any elections. They shall only receive benefits at the discretion of the Council.

3.8

Honorary membership may at the discretion of the Council be conferred on such persons that the Council may regard as having rendered outstanding service in the furtherance of the interests of the Union or its members.

3.9

Honorary members shall not in that capacity have any say in the affairs of the Union whatsoever. They shall not therefore have the right to attend or speak at any General Meeting and are a class all of whom are excluded from standing as candidates, nominating candidates or voting in any elections. They shall only receive benefits at the discretion of the Council.

3.10

The Council may, under Rule 2.20 make detailed Regulations setting out the benefits available to each class of member.

3.11

It shall be the duty of every member to provide the General Secretary with details of changes of circumstances affecting which membership class is appropriate to that member.

3.12

All members shall be allocated from time to time to a National Branch. This allocation shall be determined by the General Secretary, or other nominated staff acting on behalf of the General Secretary, on the basis of the country of main residence of the member or, where this is a country not having a National Branch, by reference to which Branch is responsible for conducting negotiations with the member's employer and other relevant factors.

3.13

The Union shall not be liable to a member for any loss, howsoever arising as a consequence of:

3.13.1

any advice or information given by the union to that member, or;

3.13.2

any act or omission to act by the Union unless that advice, information, act or omission follows a written request for such advice, information or assistance made by the member on the appropriate form available from any office of the Union. Any advice or information to a member shall be given on such terms and conditions as the Council may from time to time determine.

Rule 4: Admission of Members

4.1

Any application for admission (or re-admission) for membership shall be considered by the General Secretary or by other nominated staff acting on behalf of the General Secretary;

4.1.1

If approved, then upon payment of the appropriate subscription and/or entrance fee, the applicant shall be admitted to membership.

4.1.2

If an application for admission is rejected the General Secretary shall give notice to the applicant of rejection and of the right of appeal.

4.2

The General Secretary shall be entitled to reject any application for membership on the grounds of the conduct of the applicant or because of the applicant's membership of or activities for any political party determined by the Council, to the extent permitted by law, to have objects contrary to the objects of the Union. For the avoidance of doubt this Rule shall not apply to members who transfer from one category of membership to another.

4.3

On admission a member shall be sent evidence of membership (in such form as the Council shall from time to time determine) and a member may be required to produce such evidence of membership or agree to membership being confirmed if called upon to do so by a duly authorised member of staff or lay representative or when requesting a benefit or service.

4.4

A member may request a copy of the Rules from Head Office, which shall be provided free of charge.

4.5

Every person upon being admitted a member of the Union shall be deemed to have agreed to abide by the Rules of the Union and Regulations made under those Rules.

4.6

Any person whose application for membership has been rejected may appeal against the decision. The appeal shall be in writing and must reach the General Secretary not more than 90 days from the date of the notice of rejection. The Council may at its discretion either confirm the rejection or decide that the applicant shall be admitted to membership.

4.7

It shall be the duty of every member to provide the General Secretary with their name and address, email address as well as such other information as the Council may determine necessary and of any changes to that information.

Rule 5: Termination of Membership by a Member

5.1

A member of the Union may terminate membership at any time by giving notice in writing to the General Secretary.

5.2

Membership shall terminate three months after the date on which the notice is received by the Union and the member shall pay all arrears of subscriptions up to that date.

5.3

On the termination of membership the member shall forthwith forfeit all rights, benefits and offices, paid or otherwise.

Rule 6: Professional Protection

6.1

The Union, subject to the discretion of the Council in every case, may, subject to such terms and conditions as the Council may from time to time determine; arrange for legal representation or advice for a member and pay their reasonable legal costs not covered by the State, employer or other person in connection therewith, provided always that such legal costs shall not exceed an amount determined by the Council by Regulation under Rule 2.20, without the authority of the General Secretary; should that member:

6.1.1

be ordered to attend as a party or witness at an official inquiry into a maritime incident in the United Kingdom, the Netherlands, Switzerland or such other country as determined by the Council, and/or;

6.1.2

be ordered to attend as a party a naval court or other court of inquiry in respect of a maritime incident held outside the United Kingdom or the Netherlands or Switzerland or such as determined by the Council.

6.2

At the discretion of the Council, a member may be reimbursed all or any part of the loss of salary directly arising from the cancellation or suspension of any certificate or licence issued to them by a competent or recognised authority, provided that no payment shall be made in the event that the Council determine that in their view the cancellation or suspension was as a consequence of a deliberate wilful act by that member.

6.3

No payments shall be made under Rule 6.1 in the event that, and from the time that, the Council determine in their discretion that any cancellation or suspension of a Certificate or Licence is likely to be as a consequence of a deliberate wilful act by that member.

6.4

Where the Union has agreed to fund the legal defence costs payable under Rule 6.1:

6.4.1

they shall be paid for by the Union irrespective of the findings of any Court of Inquiry,

6.4.2

such funding shall not be taken as an express or implied agreement on the part of the Union to indemnify the member in respect of any adverse costs orders made against the member howsoever arising,

6.4.3

the terms under which Union agrees to pay a member's legal costs may be on such terms as to allow the union to seek recovery of those costs from any third party in appropriate circumstances.

6.5

For the purposes of Rule 6 the word "member" means a Full member as defined in Rule 3.3 at the time of the incident, and the definition of a "deliberate wilful act" shall be at the discretion of the Council in every case.

6.6

The Council shall, under Rule 2.20 determine detailed Regulations for the operation of this Rule but without limiting the discretion of the Council in each individual case.

Rule 7: Provident Benefits

7.1

The Council shall be entitled to provide such provident benefits as it may decide by assuring to any person a sum not exceeding £4,000 by way of a gross sum or £825 a year by way of annuity or such higher levels as may from time to time be authorised under Section 467 of the Income and Corporation Taxes Act 1988 as amended or under any successor legislation.

Rule 8: Subscriptions

8.1

Each member of the Union shall pay a subscription at such time and of such amount and currency as the Council may, from time to time, in its absolute discretion determine.

8.2

The Council may impose, for new members, an entrance fee and, for those persons rejoining the Union, a re-entrance fee, in both cases of such amount as the Council may from time to time determine.

8.3

On cessation of membership, a member shall not be entitled to a refund of any part of the subscription or entrance or re-entrance fee except that, if requested by the member at the same time as giving the notice of termination of membership under Rule 5, the General Secretary shall after the effective date of termination refund the balance of any subscription which has been paid in respect of the period after the effective date of termination of membership.

8.4

A member shall cease to be a member in the event of non-payment of subscription on the expiry of 3 months:

8.4.1

if the member's subscription has ordinarily been paid by bank transfer, the cancellation of authority for such transfer; or otherwise

8.4.2

the due date for receipt by the General Secretary of any periodic payment.

8.5

In the event of a member falling into arrears all payments subsequently received shall be used first to offset arrears. In the event of an ex-member applying to rejoin, it shall, unless the Council otherwise determine, be a condition of rejoining that all arrears, not exceeding a sum equal to six months' subscription be paid.

8.6

On cessation of membership, a member shall unless the Council otherwise determines cease forthwith to be entitled to any of the benefits or rights due as a member of the Union, save that the member may access benefits under Rule 6 (and such other benefits as the Council may determine) in respect of any incident that may have occurred during their membership.

Rule 9: Trustee

9.1

A corporate body with up to four Directors appointed by the Council shall be established to act as Trustee for the Union. The Directors of such body shall be entitled to attend and speak in an advisory capacity only at any Committee of the Council, may submit a report to the Council in their role as Director and shall at the behest of the Council attend at any Council Meeting to report on the same. For these purposes they shall be provided, upon their request, notices of meetings, agendas and supporting papers of any meetings of the Council and its committees as if they were members of the Council and its committees. No salaried employee of the Union shall act as such Director.

9.2

The corporate body shall, act in accordance with any lawful directions given them by the Council and shall hold or control and take reasonable measures for the preservation and safe custody of all deeds documents of title securities and property of the Union and may use the services of a nominee company or companies for these purposes. The Directors of such corporate body shall produce such deeds documents of title securities and property of the Union when required for inspection by the Auditors or General Secretary or by Resolution of the Council or Executive Committee.

9.3

Any three such Directors shall together form any Appeals Committee established under Regulation for the purpose of Rule 25 and in that capacity shall have the power and authority in their absolute discretion to confirm, reverse or amend the decisions of the Council.

9.4

A Director or any of them in signing any cheque or otherwise authorising or delivering or producing or handing over any deeds documents of title securities or property of the Union authorised and required by these Rules shall be fully indemnified and held harmless. A Director shall be reimbursed for any expenditure incurred under these Rules.

9.5

A Director in fulfilling any duty under the aforesaid Rule may call upon the General Secretary for any explanation or information.

9.6

No person may hold office as a director of the corporate body established to act as Trustee for the Union for longer than Ten Years

Rule 10: Funds

10.1

The funds of the Union shall be paid into such banks or financial institutions as the Council may from time to time authorise.

10.2

The General Secretary shall cause proper accounting records to be maintained.

10.3

Transfers between accounts and holdings held in the name of the Union may for such amounts and in such manner as the Council may determine be authorised by the General Secretary or such other staff as specified by the General Secretary or by a Director:

10.4

Any payments (by cheque or otherwise) or transfer from an account or holdings held in the name of the Union shall be authorised:

10.4.1

below such figure as decided by the Council, by any two of the General Secretary and such other staff as specified by the Council and;

10.4.2

subject to sub paragraph 10.4.3 below, in any other case by the General Secretary and an elected member of the Council;

10.4.3

except that if it exceeds a higher figure specified by the Council it shall additionally be authorised by a Director of the Trustee Company referred to in Rule 9.

10.5

Any financial amounts quoted in these Rules or under Regulations adopted under Rule 2.20 in a particular currency will be converted to other relevant currencies at exchange rates determined by the General Secretary but based on commercial rates used by major banks.

Rule 11: Auditor and Assurer

11.1

The accounts of the Union shall be audited each year by a firm of chartered accountants, qualified to do so in accordance with statutory requirements, to whom the General Secretary shall cause to be produced all books and papers necessary for the proper examination of the Union accounts. Auditors shall be appointed by the Council on such terms and for such period as the Council shall determine but may be removed from office only by a resolution adopted by a General Meeting.

11.2

The Council shall appoint an appropriately qualified person or body to act as an Assurer in accordance with statutory requirements on such terms and for such a period as the Council shall determine. Any Assurer so appointed may be removed from office only by a resolution adopted by a General Meeting.

Rule 12: Powers and Composition of the Council

12.1

The absolute control and administration of the affairs and property of the Union and the furtherance of the objects of the Union and the provision of all the benefits together with the necessary power to utilise Union funds and monies shall be vested in the Council subject only to any direction of the Union given by its members at a General Meeting convened in accordance with these Rules. The Council may delegate any of its powers to an Executive Committee that shall be composed solely of members of the Council and be of such number as the Council shall determine.

12.2

The Council shall consist of the General Secretary and a maximum of 26 and a minimum of 18 places to be filled by elected Full members of the Union or such smaller numbers as the General Meeting shall from time to time decide.

12.3

At the first meeting following each election of the Council, there shall be elected by and from members of the Council, other than the General Secretary, a Chair of the Council, a Vice-Chair and a Deputy Vice-Chair.

12.4

The term of office of members of the Council shall be up to a maximum of five years, or as provided for under Rule 14.1 or 14.2 or 22.4.

12.5

The composition of the Council shall be decided from time to time by the Council with a view to providing appropriate representation between branches, for each category of Full members, and for Full membership levels in the National Branches.

12.6

Prior to the commencement of each Council election under Rule 14 the Council shall determine the number and composition of the Council under Rules 12.2 and 12.4.

12.7

The Council shall have power and authority to construe the Rules and to determine on all matters where the Rules are silent. Any such construction or determination by the Council shall be binding upon all members and shall remain in operation unless reversed by the Council or by the members in General Meeting.

12.8

The Council may, under Rule 2.20 determine detailed Regulations for the operation of this Rule.

Rule 13: Submission of Questions to Members

13.1

Without prejudice to the powers vested in the Council under these Rules, the Council may submit any matter or question to the vote of the members of the Union.

13.2

Any such vote of the members shall be taken in such manner and of such members as the Council shall determine.

Rule 14: Election of the Council

14.1

Elections shall be held at least every five years with a Declaration Date determined by the Council.

14.2

To provide for such a change in composition or numbers the Council may reduce the term of office of a Member or Members in any category providing that the Member or Members so selected to leave office as a consequence shall be the successful candidate or candidates receiving the lowest number of votes in the relevant category in the previous election. In the event that a ballot had not been required in the previous election the selection shall be undertaken using objective criteria laid down by Regulations made by the Council under Rule 2.20.

14.3

A Scrutineer shall be appointed at each General Meeting and shall hold office until the next General Meeting. Casual vacancies in the office of Scrutineer shall be filled by the Council.

14.4

Nothing in these Rules will prevent the Council determining Regulations for the Council and General Secretary elections permitting electronic voting conducted in accordance with statutory requirements.

14.5

The Council shall, under Rule 2.20 determine detailed Regulations for the operation of this Rule.

14.6

For the purposes of Rule 14 and any Regulation made under Rule 2.20 an 'eligible member' is a member who is in Full membership as defined in Rule 3.3 and in financial benefit. A 'nominee' must be an 'eligible member' but shall not be an employee of the Union.

Rule 15: Cessation of Membership of the Council

15.1

Should a member of the Council be suspended, that member's membership of the Council will be suspended concurrently.

15.2

Should a member of the Council either resign from membership of the Union or be expelled from membership of the Union, that member's membership of the Council shall terminate forthwith.

15.3

Should a member of the Council fail to attend any meetings of the Council for a period of 12 months without giving the Council a satisfactory explanation, the Council may terminate the membership thereof after previously notifying the member at the address appearing in the records of the Union of its intention to terminate the membership.

Rule 16: Meetings of the Council

16.1

Meetings of the Council shall be held as required and may be called by either:

16.1.1

resolution of the Council or;

16.1.2

the General Secretary when deemed by the General Secretary expedient to do so, or;

16.1.3

on a notice in writing to the General Secretary signed by not less than eight members of the Council stating the business to be considered.

16.2

The General Secretary shall convene all Council Meetings by giving, except for business deemed urgent by the General Secretary, not less than seven days' prior written notice thereof to the members of the Council.

16.3

The business shall be decided by a majority of the Council attending the meeting and voting. The Chair of any Council meeting shall upon equality of votes have a second and casting vote.

16.4

The Council shall not have power to determine on any business unless there be attending the meeting:

16.4.1

a quorum of one-quarter of the elected members plus;

16.4.2

either the Chair, Vice-Chair or Deputy Vice- Chair of the Council, plus;

16.4.3

the General Secretary, or in a non-voting, non-advisory capacity during their unavoidable absence, their appointee as a recorder of the meeting or in the event that the General Secretary has not made such an appointment, the Deputy General Secretary, if any, or an Assistant General Secretary appointed by those members of the Council present for this purpose.

16.5

Voting shall be by a show of hands by those present and by asking those attending by phone or other media orally to indicate their vote but the Chair of any Council meeting may decide that a vote be taken by ballot and by asking those attending by phone or other media to vote by appropriate means and shall do so if a majority of the members at the meeting so request.

16.6

A member of the Council may attend a meeting of the Council in person, by telephone or through other media.

Rule 17: National Branches and National Committees

17.1

There shall be National Branches to which all members shall be assigned in accordance with Rule 3. Each Branch shall have a National Committee accountable to the Council.

17.2

The Council shall delegate to each National Committee the authority to deal with policy issues relevant only to the specific Country.

17.3

Further provision regarding the National Committees, including the power to determine their membership and establish further such Committees, their Standing Orders and the quorum for meetings shall be provided for in Regulations determined by the Council under Rule 2.20.

Rule 18: National Branches outside of the UK

18.1

All members of a National Branch outside the UK shall also be members, unless the Council otherwise determines, of any Residual Legal Entity for that country on such terms as may from time to time be determined by the Council.

Rule 19: General Meetings

19.1

Any General Meeting shall consist of a maximum of 200 Full members or such smaller number, as the Council shall (subject to approval of the General Meeting) from time to time decide.

19.2

The composition of any General Meeting shall be determined from time to time by the Council in such a manner as to provide appropriate representation between National Branches and for each category of members.

19.3

Prior to notice being given of a General Meeting under Rule 19.4 or a Special General Meeting under Rule 20.2 or a Rules General Meeting under Rule 27.2 the Council shall determine the composition and numbers in each category including by reference to membership levels in the National Branches.

19.4

A General Meeting shall be held every fourth year at such time and place as the Council may determine and to which only Full members shall be eligible to attend.

19.5

Any resolution carried at a General Meeting shall be binding on the Council.

19.6

The Council shall, under Rule 2.20 determine detailed Regulations for the operation of this Rule.

Rule 20: Special General Meetings

20.1

A Special General Meeting may be called for the purpose of considering any specified recommendation either by resolution of the Council or at the request in writing of not less than 200 Full members of the Union setting forth the terms of the recommendation for consideration.

20.2

Notice of a Special General Meeting shall be given at least 30 days beforehand by circular sent to the Full members or by publication in the Telegraph or any other official journal of the Union and circulated to Full members. Such notice shall state the nature of the business to be transacted thereat.

Rule 21: Procedure at Meetings

21.1

The Chair of the Council, or in their absence the Vice-Chair, or in the absence of both Chair and Vice-Chair the Deputy Vice-Chair; shall take the Chair at every General Meeting of the Union or the Council or Executive Committee meetings. Every member attending may be called upon to produce such evidence of membership as the Council may determine and as notified to members in the notice of the General Meeting and failure to produce such evidence may at the discretion of the Chair cause the member to forfeit the right to vote.

21.2

Minutes, in such form as may from time to time be decided by the Council, of all proceedings of General Meetings of the Union and of meetings of the Council and its Committees and the results of all ballots shall be kept. Minutes when signed by or otherwise shown as approved by the Chair of the next succeeding meeting shall be evidence of the proceedings.

21.3

The declaration made by the Chair at any General Meeting that a resolution proposed at the meeting has been carried or lost shall be conclusive.

Rule 22: General Secretary

22.1

The General Secretary shall be elected by Full members in accordance with Regulations determined by the Council under Rule 2.20.

22.2

Candidates for election as General Secretary must be Full members provided that Full members under Rule 3 may only stand for election as General Secretary if nominated by the Council under Regulations determined under Rule 2.20.

22.3

Any Full member elected General Secretary shall for their period of office as General Secretary be a Full member under Rule 3.

22.4

The General Secretary shall, subject to the following provisions of this rule, be subject to re-election at such time as the Council may determine, and hold office:

22.4.1

for a period of up to five years;

22.4.2

if earlier, at such time after the publication of the result of the next following election for General Secretary as Council may determine;

22.4.3

if earlier, until the date of retirement;

22.4.4

if the employment is terminated for whatever reason in accordance with the contract of employment, until the date of termination of the employment.

22.5

The terms and conditions of employment of the General Secretary as an employee of the Union shall be determined by the Council.

22.6

The General Secretary shall be the Chief Executive of the Union under the direction of the Council and in that capacity shall attend regularly at the Head Office of the Union and shall be responsible to the Council for the general administration of the Union, the conduct of negotiations and the supervision of other offices. The General Secretary shall also cause to be kept proper accounting records and shall when called upon to do so give the Council such financial statements and explanations as it may require.

22.7

The General Secretary shall be responsible for the giving of such notices as may be required by these

Rules; shall prepare the agenda for and attend the Council and General Meetings; and shall cause to be kept Minutes of proceedings of such meetings.

22.8

In the event that the General Secretary is absent from the duties of the post through illness or any other cause for a period of 12 consecutive months, the Council may terminate the General Secretary's tenure of the office and if so shall proceed in accordance with the provisions of Regulations determined by the Council under Rule 2.20.

22.9

In the event of either the death of the General Secretary while in office or circumstances in which the General Secretary is unable to delegate authority, the duties and responsibilities of Chief Executive of the Union shall devolve upon the Deputy General Secretary, if any, or upon one of the Assistant General Secretaries appointed by the Council who shall exercise all the powers conferred upon the Chief Executive in Rule 22.5 until a successor is elected. The duties of the General Secretary, set out in Rules 16.2 and 22.6, shall for the same period devolve jointly upon the Vice-Chair and Deputy Vice-Chair of the Council.

22.10

In the event of any serious breach of the Rules or an act of gross misconduct, the General Secretary may be removed from Office if so determined by at least 75% present and voting of the whole Council.

22.11

The Council shall, under Rule 2.20 determine detailed Regulations for the operation of this Rule.

Rule 23: Officers of the Union, Officials and Employees

23.1

The Officers of the Union shall be the Chair, Vice-Chair, Deputy Vice-Chair of the Council and the General Secretary. They shall be elected and removed from office in accordance with the provisions of these Rules and their powers and duties shall be as specified therein.

23.2

Subject to any general directions from the Council, the General Secretary shall appoint other employees and determine their terms, conditions and duties (to include whether they be an official of the Union for statutory purposes).

Rule 24: Industrial Action

24.1

The General Secretary, any Deputy General Secretary or any Assistant General Secretary shall have the power to give instructions to members of the Union to take industrial action.

24.2

No other employees of the Union, nor members of the Council, nor members themselves shall have the power to give instructions to members of the Union to take industrial action.

Rule 25: Discipline of Members

25.1

If the Council determines that any member of the Union has acted in breach of these Rules; acted prejudicially to the interests and objects of the Union; behaved in such a manner as to render their further membership detrimental to the interests of the Union or its members; participated in the activities of a political party determined by the Council, to the extent permitted by law, under Regulations to have objects contrary to the objects of the Union. The Council (or the Executive Committee if so authorised by the Council) may either;

25.1.1

expel the member from the Union;

25.1.2

bar the member from holding any office in the Union for a period of up to 5 years; or

25.1.3

issue the member with a reprimand.

25.2

If the Council or Executive Committee decides to expel a member, or bar the member from holding office, such expulsion or bar shall be operative from the time notice of the expulsion or bar is posted in a manner providing objective record of the date of dispatch to the member concerned.

25.3

Any member expelled from the Union shall forthwith forfeit all rights, benefits and offices, paid or otherwise, and, notwithstanding Rule 8.3, shall have no right to the return of any subscriptions and/or entrance fee. The Council may, or if directed by the Appeals Committee, shall reinstate such rights.

25.4

A member under investigation under Rule 25 may be suspended by the General Secretary for a period not exceeding three months or until a decision is made under Rule 25.1 (whichever is the earlier).

25.5

A member on suspension under Rule 25.4 shall not be entitled for the period of suspension to undertake the duties of any office in the Union or participate in any meeting of the Union but shall otherwise remain entitled to the benefits of membership.

25.6

The Council shall, under Rule 2.20 determine detailed Regulations for the operation of this Rule, to include provisions governing the procedure to be followed and the right of appeal against any decision to expel, bar from holding office or reprimand.

Rule 26: Complaints by Members

26.1

Any member of the Union who wishes to complain that there has been a breach of the Rules may make a complaint. The provisions of this Rule shall not apply to members who are employees of the Union in respect of any actions taken under any Disciplinary or Grievance Procedures of the Union.

26.2

The Council shall, under Rule 2.20, determine detailed Regulations for the operation of this Rule.

Rule 27: Rule Changes

27.1

The power to make, alter or revoke any Rule of the Union shall be vested only in a Rules General Meeting, which shall be convened in accordance with the following provisions.

27.2

A Rules General Meeting shall be held concurrent with the General Meeting in every fourth year.

27.3

A Rules General Meeting may be called at other times by:

27.3.1

resolution of the Council for the purpose only of considering a Rule amendment or amendments proposed by the Council or;

27.3.2

by notice in writing to the General Secretary signed by not less than 200 Full members and setting forth the proposed Rule change(s), in which case a Rules General Meeting shall be called within 6 months of the receipt of such notice by the General Secretary. The Council may also submit amendments to the Rule change(s) proposed by members and also submit other Rule Change(s).

27.4

Any proposals for change adopted by a Rules General Meeting shall come into effect at midnight UK time on the Sunday following the date of the Rules General Meeting, unless otherwise specified in the proposal.

27.5

The Council shall, under Rule 2.20, determine detailed Regulations for the operation of this Rule.

Rule 28: Notices

28.1

Notwithstanding anything to the contrary herein contained, any notice required to be given under these Rules shall be deemed to have been duly given if such notice be set out in an official journal of the Union, or sent by email to the last known email address of the member or posted on the website of the Union provided always that:

28.1.1

every ballot paper required by the Rules or Regulations thereunder to be sent to any member shall be sent to the member by prepaid letter in the ordinary course of post addressed to the member at the address appearing in the records of the Union;

28.1.2

any accidental or inadvertent omission to send or any failure to receive any ballot paper circular or notice shall not invalidate any ballot or meeting.

Rule 29: Dissolution

29.1

Notwithstanding the provisions of Rule 20, the Union may be dissolved only by the consent of five sixths of the Full members present and voting at a Special General Meeting duly convened by the Council for the purpose.

29.2

Upon the dissolution of the Union, its assets shall be realised and its debts and liabilities satisfied and any balance available shall be divided equally amongst the Full members in benefit at the date of the resolution for dissolution.

Rule 30: Definitions

30.1

'Officials' of the Union shall include any member elected as a lay representative by a group of members to represent them under arrangements expressly approved by the Council or contained within these Rules.

30.2

Words importing the singular include the plural and vice versa. In these Rules the expressions 'member', 'officer', 'applicant for admission' and 'person' are understood to refer equally, irrespective of gender.

30.3

In these Rules the expressions 'maritime industry' and 'maritime transport' and similar are understood to include reference to Inland Navigation.

30.4

'Residual Legal Entity' means a body registered in a country, other than the UK, for the purpose of facilitating, in the law of that country and also in compliance with UK law, a merger with, or transfer into Nautilus International and for any continuing legal requirements in that country.

Rule 31: Jurisdiction

31.1

The Rules of the Union shall be interpreted in accordance with, and be governed by, the laws of England.

Rule 32: Transitional Rule

32.1

The Protocol entered into on 2 October 2007 between Nautilus UK and Nautilus NL shall have effect until determined otherwise or amended by the Council under the terms of the Protocol.

Rule 33: Code of Conduct

33.1

There shall be a Code of Conduct (including a Policy on Mutual Respect) which shall apply to the General Secretary, all members, and Staff.

33.2

The Council shall, under Rule 2.20, determine detailed Regulations for the operation of this Rule.