

# SUBMARINES ASSOCIATION AUSTRALIA



## CONSTITUTION





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**1. INTRODUCTION**

1. The Submarines Association Australia is a self help organisation formed to unite former and serving submarine personnel for the purpose of mutual benefit.
2. Its origin was the Sydney Chapter of the Submarine Old Comrades Association (SOCA); this was the first chapter to be formed with the assistance of the SOCA London Branch. Permission having been given the "First Submarine Re-union" was held on Saturday, 13 July 1935. This was where the first executives and committee were elected. It is believed that the first AGM was held around July 1936. The name adopted at the time was the "Submarine Old Comrades Association".
3. Following the formation of the Australian Submarine Squadron in 1967 the Association grew and in 1980 further changes were made to the Constitution involving, amongst other things, a change of name to Submarines Association Australia (SAA).
4. The Association is a federation of State, Territory and Regional Branches, each of which may contain Sub-Branches.
5. This Constitution is the Submarines Association Australia's Rules.

## 2. DEFINITIONS

In these rules, unless the contrary intention appears-

- "Annual General Meeting (AGM)" is the meeting convened under Article 6.1
- "By-Laws" By-laws are one part of the Rules of the Submarine Association of Australia. The other parts are the Constitution, Regulations for each Section and Guidelines for each Sub-section. The purpose of the By-laws is to expand on the Constitution wherever required.
- "The Annual General Meeting" is the governing body of the Submarines Association Australia;
- "Committee meeting" means a meeting referred to in rule 5.2.3;
- "Committee member" means person referred to in Rule 5.2
- "convene" means to call together for a formal meeting;
- "department" means the government department with that administers the Act
- "executive" administers the day to day affairs of the Association nationally;
- "financial year" means a period not exceeding 12 months; being a period commencing on the date of incorporation of the Association and ending on 31 March; and thereafter each period commencing 01 April and ending on 31 March in the following year;
- "general meeting" means a meeting to which all members are invited;
- "member" means member of the Association;
- National Committee means the National Executive and the Branch Presidents or their appointed delegates
- "National Executive" means the National Office Bearers i.e. President, Vice President, Secretary, Treasurer.
- "ordinary resolution" means resolution other than a special resolution;
- "special general meeting" means a general meeting other than the annual general meeting;
- "the Act" means " the State Legislation governing the Incorporation of the Association ;
- "the Association" means the Association referred to in rule 3.1;
- "the Chairperson" means the person presiding at a Conference, Council, Committee or general meeting in accordance with 5.2.1 or
- "the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;
- "the Secretary" means the Secretary referred to in rule 5.1;
- "the Treasurer" means the Treasurer referred to in rule 5.1;
- "the Vice-Chairperson" means the Vice-Chairperson referred to in rule 5.1.

### **3. ORGANISATION**

#### **3.1 NAME**

The name of the association shall be; "Submarines Association Australia" hereinafter referred to as the "Association" or "SAA"

#### **3.2 CREST**

The crest of the SAA shall be an "E" class submarine, on a circle, with the words "Submarines Association Australia" and headed with the Naval Crown.

#### **3.3 REGISTERED OFFICE**

The Registered Address for all SAA correspondence will be that of the National Secretary.

#### **3.4 OBJECTIVES**

The objectives of the SAA are:-

- To maintain the unique "esprit de corps" of the Submarine Service.
- To assist one another as occasions may arise.
- To encourage social activities amongst SAA resident or visiting members
- To pursue all matters pertaining to Submariner's welfare and service related issues with the Department of Defence, Department of Veterans' Affairs and the National Government
- To maintain a network of TIP (Training & Information Program) trained Pension and Welfare Officers in all States to assist Members in all claims with the Department of Veterans' Affairs and to provide welfare assistance.
- To educate members as to their entitlements and to provide access to Department of Veteran Affairs advocates.
- To establish and maintain a charitable trust being a welfare foundation.
- To liaise with kindred organizations both nationally and internationally.

#### **3.5 ATTAINING OBJECTIVES**

The SAA shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objectives of the SAA.

#### **3.6 THE RULES**

- 3.6.1 This Constitution contains the supreme rules of the Association.
- 3.6.2 The Constitution may only be amended by Special Resolution at a National Conference. Procedures for proposing any such amendment are at Article 6.4.
- 3.6.3 Any amendment to this Constitution must not contravene Australian law.

#### **3.7 PROPERTY OF THE SAA**

The income and property of the SAA shall be applied solely towards the promotion of the objects of the SAA and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members or relatives of members of the SAA, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the SAA or any member of the SAA for any service actually rendered to the SAA, or reasonable and proper rental for premises let by any member to the SAA.

#### **3.8 POWERS OF THE SAA**

The Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular,

- To acquire, hold, deal with, and dispose of any real or personal property;
- To open and operate bank accounts;
- To invest its money in any security in which trust moneys may be invested or in any other manner authorised by the rules of the SAA.

- To appoint agents and employees to transact any business of the SAA on its behalf for reward or otherwise.
- Accept donations and gifts in accordance with the objects of the SAA.
- Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the SAA.
- Provide gifts and prizes in accordance with the objects of the SAA.
- Encourage SAA Branches to organise social events for Members and the promotion of the SAA.

### **3.9 DISSOLUTION**

If upon the winding up or dissolution of the SAA there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed among members of the SAA but shall be distributed to the Submarines Association Australia Welfare Foundation which is a charitable trust. In the event the SAA Welfare Foundation is no longer in existence such property will be presented to Legacy for distribution as it sees fit.

### **3.10 FINANCE**

- 3.10.1 All funds of the SAA shall be deposited into the SAA's accounts at such bank or recognised financial institution as the National Committee may determine.
- 3.10.2 All accounts due by the SAA shall be paid after having being passed for payment at a National Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next National Committee Meeting.
- 3.10.3 The Secretary shall not spend more than \$100 without the consent of the National Committee, and shall keep a record of such expenditure in a Petty Cash Book.
- 3.10.4 A statement showing the financial position of the SAA shall be tabled at each National Committee Meeting by the Treasurer.
- 3.10.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 3.10.6 The financial year of the SAA shall commence on 1<sup>st</sup> April each year. The accounts, books and all financial records of the SAA shall be audited each year.
  - The signatories to the SAA's account/s will be Treasurer plus any one of the Executive, or, in the absence of the Treasurer, any two of the Executive.
- 3.10.7 All property and income of the SAA will apply solely to the promotion of the objects of the SAA and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except;
  - in good faith in the promotion of these objects;
  - remuneration for rendering approved service;
  - reimbursement of authorised out of pocket expenses;
  - interest on money lent by a member; or
  - rent for premises let to the Association by a member.

### **3.11 WELFARE FOUNDATION**

- 3.11.1 The SAA Welfare Foundation is a charitable trust managed by appointed Trustees for the benefit of the members in accordance with the Trust Deed. The disbursement of the funds shall be at the sole discretion of the Trustees.
- 3.11.2 **NEW TRUSTEE**

A new Trustee may be so appointed in any of the following cases, namely:

  - where a Trustee is dead,
  - where a Trustee remains out of Australia for more than one year without having properly delegated the execution of the trust,
  - where a Trustee remains out of Australia for more than two years,
  - where a Trustee desires to be discharged from all or any of the trusts or powers reposed in or conferred on the Trustee,

- where a Trustee refuses or is unfit to act in such trusts or powers, or is incapable of acting therein.
- when a Trustee is in a state of Bankruptcy , or is guilty of a criminal offence.
- where a Trustee is removed under a power contained in the instrument creating the trust,
- The person to be appointed as a Trustee may be the person, or one of the persons, by whom or with whose consent the appointment is or may be made.
- The appointment is to be made by the by the SAA National Committee.

3.11.3 APPLICATIONS FOR ASSISTANCE

Applications for assistance from the Foundation shall in the first instance be forwarded to the National Secretary for verification and forwarding to the Trustees. Supporting remarks from State/Territory Committees if appropriate should be included with the application.

## **4. MEMBERSHIP**

### **4.1 MEMBERSHIP OF THE SUBMARINES ASSOCIATION AUSTRALIA (SAA)**

Shall be open to any person who wishes to further the interests of the Association and fulfils one of the Membership Categories specified.

Any person seeking membership shall make application to the National Committee, and the National Committee shall determine whether the application is successful or not.

Each person admitted to membership of the SAA shall be;

- Bound by the Constitution and By-laws of the SAA.
- Come liable for such fees and subscriptions as may be fixed by the SAA.
- Entitled to all advantages and privileges (in accordance with their membership category) of membership of the SAA.

### **4.2 MEMBERSHIP CATEGORIES**

#### **4.2.1 ORDINARY MEMBER**

Ordinary Membership shall be open to any person who can substantiate service in submarines as a qualified submariner of any Nation.

An Ordinary Member shall be a financial member of the SAA and shall be entitled to hold any office and enjoy the privileges of the SAA.

#### **4.2.2 ASSOCIATE MEMBER**

Associate Membership shall be open to any person other than Ordinary Members who can substantiate;

- Service in submarines as a qualified submariner of any other Nation
- Service to submarines in submarine depot ships, bases, dockyards, or private industry.
- As the partner of an Ordinary Member (living or deceased).
- Service in a manner the National Committee may deem appropriate.
- Associate Members shall not hold office.
- Associate Members shall have no voting rights.

#### **4.2.3 SOCIAL MEMBER**

Persons other than Members or Associates who are interested in promoting the SAA, but who do not otherwise qualify may become a Social Member.

Social Members shall have no voting rights.

#### **4.2.4 LIFE MEMBER**

Any person qualified for membership (as defined in 4.2.) of the SAA, who has been a member of the SAA for 15 years and in the opinion of the National Committee, has rendered a minimum of 10 years distinguished service to the SAA, may be appointed to Life Membership. Any such appointment shall be subject to ratification at the following Annual General Meeting of the SAA.

#### **4.2.5 PATRON**

Any person qualified for Life or Membership (as defined in 4.2.4) and considered to have given distinguished service to the community may be invited by the National Committee to act as Patron of the SAA.

#### **4.2.6 VICE PATRON**

4.2.6.1 The Commander of the Submarine Force Element Group shall be invited to act as Vice Patron of the SAA.

4.2.6.2 The SAA may, at its discretion, elect additional Vice Patrons of the SAA for such period as may be deemed necessary.

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Such vice patron/s shall not be eligible to vote unless they are current members of the SAA under another category of membership.

**4.3 SUBSCRIPTIONS**

- 4.3.1 The joining fee and annual subscription shall be such as the SAA in Annual General Meeting may from time to time prescribe.
- 4.3.2 Any member whose current annual subscription has not been received by 31<sup>st</sup> May, may, after due notice has been sent to him, be debarred from all privileges of membership by the National Committee.
- 4.3.3 The National Executive on subsequent receipt of all arrears may restore those privileges.
- 4.3.4 If three (3) years have lapsed the member may, at the discretion of the National Executive, be asked to rejoin the Association.
- 4.3.5 State/Territory Branches will be notified of any such action or reinstatement.

**4.4 TERMINATION OF MEMBERSHIP**

Any person's membership may be terminated by the following events;

- Resignation
- Expulsion
- Any member whose current annual subscription has not been received by 31<sup>st</sup> May, may, after due notice has been sent to him, be debarred from all privileges of membership by the National Committee.
- False or inaccurate statements made in the member's application for membership of the SAA,
- Breach of any rule, regulation or by-law of the SAA
- Any act detrimental to the SAA.
- After having undertaken due inquiry.

Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

## **5. GOVERNANCE**

### **5.1 NATIONAL EXECUTIVE**

Management of the SAA shall be vested in the National Executive elected by the members of the SAA at the Annual General Meeting and shall consist of;

- President
- Vice President
- Secretary
- Treasurer
- Health and Welfare Coordinator (non voting member).

- 5.1.1 The National Executive shall be eligible financial members of the SAA (as defined in Section 4.2.1)
- 5.1.2 No person shall hold more than one position on the National Executive at any one time.
- 5.1.3 A person shall cease to be a member of the National Executive at the conclusion of the Annual General Meeting which follows their election and if nominated will be eligible for re-election.
- 5.1.4 A quorum of the National Executive shall be half of its members plus one.
- 5.1.5 If the President is unable to attend, the Vice President will assume the chair.
- 5.1.6 If both the President and the Vice President are unable to attend then a chairperson nominated by the meeting shall chair that meeting.
- 5.1.7 A member of the National Executive may lose his or her seat on the National Executive if found not to be a financial member.
- 5.1.8 The National Committee may appoint or call for a volunteer to temporarily join the National Executive to replace a person who has resigned, due to illness, injury or death, from an elected position.

### **5.2 NATIONAL COMMITTEE**

- 5.2.1 The National Committee shall be comprised of;
- National Executive
  - The elected Presidents of each State/Territory or Regional Branch of the SAA.
  - The elected President of the State or Territory Council (Where a State or Territory has more than two (2) Branches)

5.2.1.1 The National Committee shall be eligible financial members of the SAA (as defined in Section 4.2.1)

5.2.1.2 No person shall hold more than one position on the National Committee at any one time.

#### **5.2.2 DUTIES & RESPONSIBILITIES**

The National Committee shall be responsible for;

- Membership approval.
- Decisions that affect more than one (1) State or Territory.
- Recommendation to Life Membership of the SAA.
- Recommendation of Patron and Vice Patron.
- Recommendation of external Honours and Awards

All such decisions or recommendation shall be subject to ratification at the following Annual General Meeting of the SAA.

#### **5.2.3 MEETINGS**

The National Committee shall meet at least once in each financial year. In the advent of a member of the National Committee being unable to attend a National Committee meeting provision shall be made for a proxy to be nominated by him to attend and vote in his stead. Such nominated proxy shall be a Life or eligible financial member (as defined in Section 4.2.1).

#### **5.2.4 QUORUM**

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A quorum for the National Committee shall be one half plus one of the National Committee members, two of whom shall be present in person whilst others may be represented by duly nominated proxies.

### **5.3 STATE COUNCIL**

- 5.3.1 Where a State or Territory has more than two (2) Branches the SAA will establish a State Council. The State Council will comprise of
- President
  - Vice President
  - Secretary
  - Treasurer (Secretary/Treasurer)
- 5.3.2 The State Council shall be elected from Life or eligible financial member (as defined in Section 4.2.1) permanently resident within the State or Territory
- 5.3.3 The President of State or Territory Council shall be that State or Territory representative on the National Committee.
- 5.3.4 The State Council will adopt a State/Territory Constitution (as defined in the By Laws of the SAA.)
- 5.3.5 All Branches within the State or Territory will become a Branch of that State or Territory under the jurisdiction of the State Council.

### **5.4 STATE, TERRITORY & REGIONAL BRANCHES**

#### **5.4.1 FORMATION**

- 5.4.1.1 A Branch of the SAA may be formed (as defined in the By-Laws) to meet the requirements of locally resident members.
- 5.4.1.2 Such duly constituted Branches shall accept only Life and Financial Members of the SAA (as defined in Section 4.2) as Branch members.
- 5.4.1.3 Branch members will be subject to the rules and conditions as set by that State/Territory Council with voting rights as defined within that Branch.
- 5.4.1.4 Branches otherwise shall conduct their operations autonomously.

#### **5.4.2 BRANCH OBJECTIVES**

- To maintain the unique "esprit de corps" of the Submarine Service.
- To assist one another as occasions may arise.
- To encourage social activities amongst SAA resident or visiting members

#### **5.4.3 BRANCH MANAGEMENT**

Management of the Branch shall be vested in the Branch Executive elected by the members of the Branch at the Branch Annual General Meeting and shall consist of;

- President
- Vice President
- Secretary (Secretary/Treasurer)
- Treasurer

#### **5.4.4 BRANCH CONSTITUTION**

- 5.4.4.1 The Constitution of a State or Territory Branch shall not in any way conflict with the SAA Constitution, with the exception that Associate Members (as defined in Section 4.2) may have voting rights within the Branch.
- 5.4.4.2 Any changes or additions to a Branch Constitution shall be forwarded to the National Secretary for consideration by the National Committee prior to adoption.
- 5.4.4.3 Each Branch shall ensure the SAA National Secretary has current copy of the Branch Articles and Memoranda.

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**5.4.5 BRANCH FINANCE**

- 5.4.1.5 The National Body of the SAA shall have no responsibility for, or jurisdiction over, the internal operation or financial commitments of SAA Branches.
- 5.4.1.6 Branches or Sub-branches shall not impose a "Capitation Fee".
- 5.4.1.7 All Branches shall provide the National Executive with a list of Branch Financial Members as at 31<sup>st</sup> March by 30<sup>th</sup> April each year.

**5.5 SUB-BRANCH**

- 5.5.1 Each State or Territory shall allow for the formation of Sub-Branches under their constitution.
- 5.5.2 Such duly constituted Sub-Branches shall accept only Life and Financial Members of the SAA (as defined in Section 4.2) as Sub-Branch members.
- 5.5.3 Sub-Branch members will be subject to the rules and conditions as set by that State or Territory committee.
- 5.5.4 A Sub-Branch on meeting the criteria (as defined in the By Laws) shall be able to request Branch status.
- 5.5.5 Such requests shall be in writing to the National Secretary for inclusion as an Agenda item at a National Committee Meeting.
  - 5.5.5.1 The National Committee will make a recommendation for inclusion at the Annual General Meeting or Special General Meeting called for such a purpose.
  - 5.5.5.2 Such request shall be submitted in accordance with the SAA Constitution.

**5.6 BY LAWS**

The National Conference or National Committee may make, amend or repeal By-laws, to elaborate on particular articles of the Constitution as it relates to national administration.

- 5.6.1 A By-law may be made, amended or repealed by Ordinary Resolution of the National Committee. Procedures for proposing such By-law, amendment or repeal must be described in the By-laws.
- 5.6.2 A By-law must not contravene or be inconsistent with Australian law or this Constitution

**5.7 COMMUNICATIONS**

Communications to Members will be through the SAA Newsletter "In Depth" and the SAA web site <http://submarinesaustralia.com>.

The Editor and Web Manager shall be responsible for and report to the National Committee for content.

**5.7.1 NEWSLETTER**

- 5.7.1.1 The official publication of the SAA shall be know as "In Depth"
- 5.7.1.2 The content and frequency of which shall defined in the By Laws of the SAA.
- 5.7.1.3 Shall be available, without charge, to all financial members (as defined in Section 4.2) of the SAA.
- 5.7.1.4 Shall be available electronically to all financial members (as defined in Section 4.2) of the SAA.
- 5.7.1.5 The Editor of the newsletter shall provide an annual report to the National Committee for inclusion in the Minutes of the Annual General Meeting

**5.7.2 WEB SITE**

- 5.7.2.1 The SAA shall maintain a WEB SITE.
- 5.7.2.2 The WEB Site will be maintained by the Web Manager

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- 5.7.2.3 The form and content of the Web Site will be defined in the By Laws of the SAA.
- 5.7.2.4 The Web Manager will provide an Annual Report to the National Committee for inclusion in the Annual General Meeting Agenda

## **6. MEETINGS**

### **6.1 ANNUAL GENERAL MEETING**

The Annual General Meeting is the governing authority of the SAA.

The Annual General Meeting;

6.1.1 Shall be organized and hosted annually and shall be the responsibility of the Branch/Territory who is next in rotation. Where the Host Branch or Territory is unable to host the AGM an alternative State or Territory will be appointed by nomination of the National Committee.

6.1.2 All Life and eligible financial members (as defined in 4.2) shall be entitled to attend Annual General Meetings of the SAA and to cast a vote.

6.1.3 Other members (as defined in 4.2) shall be entitled to attend Annual General Meetings of the SAA as observers.

6.1.4 Notices of Annual General Meetings shall be promulgated no less than sixteen (16) weeks prior to due date to those members entitled to attend.

6.1.5 Notices of motion for inclusion in the agenda of the Annual General Meeting shall be in the hands of the National Secretary not less than nine (9) weeks prior to the due date of that meeting.

6.1.6 Nominations for election to the National Executive shall be in the hands of the National Secretary by 1<sup>st</sup> April of each year.

In the event no written nominations are received by the 1<sup>st</sup> of April, nominations will be accepted, from the floor of the Annual General Meeting.

6.1.7 The National Secretary shall ensure that;

- The Agenda
- Notices of Motion
- Nominations for National Executive

Are forwarded to the National Committee, State and Territory Council and Branch Secretaries and the Web Manager not less than eight (8) weeks prior to the Annual General Meeting.

6.1.8 A quorum for an Annual General Meeting shall be fifty (50) Life and eligible financial members (as defined in 4.2.1 & 4.2.4)

6.1.9 The Annual General Meeting shall be conducted in accordance with the Agenda as defined in the By Laws of the SAA.

6.1.10 Elections for National Office bearers shall be held in accordance with the By Laws of the SAA.

6.1.11 Motions of importance may be made verbally from the floor of the Annual General Meeting.

### **6.2 SPECIAL GENERAL MEETINGS**

6.2.1 Special General Meetings may be called at any time by the National Committee.

6.2.2 The support of a minimum of five (5) National Committee members is required to call a Special General Meeting.

6.2.3 The Special General Meeting must be held within four (4) weeks of the request being received by the National Secretary.

6.2.4 Special General Meetings called for the purpose of alteration, repeal or addition to the constitution must be held no less than eight (8) weeks and no more than ten (10) weeks of the request being received by the National Secretary.

6.2.5 Special General Meetings shall be held in a location decided by the National Executive.

6.2.6 The agenda of a Special General Meeting is restricted to the matter for which it was called.

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- 6.2.7 A quorum for a Special General Meeting shall be fifty (50) Life and eligible financial members (as defined in 4.2 )

**6.3 VOTING**

**6.3.1 FINANCIAL MEMBERS REGISTER:**

- 6.3.1.1 The National Treasurer shall produce a financial members register at each Annual General Meeting or Special General Meeting.
- 6.3.1.2 All members in attendance, with voting rights will be cross checked against the register.
- 6.3.1.3 This membership check shall be completed prior to the commencement of the Meeting.
- 6.3.1.4 The National Treasurer is responsible for the conduct of the members authenticity, and voting rights in accordance with 4.1.1.

**6.3.2 VOTING POWERS**

- 6.3.2.1 The President shall chair the Annual General Meeting or Special General Meeting.
- 6.3.2.2 The Chairman shall be entitled to a deliberate vote and, in the event of a tied vote; the chairman shall exercise a casting vote.
- 6.3.2.3 The Chairman's vote shall maintain the "status quo".
- 6.3.2.4 In the event the President is unavailable to chair the Annual General Meeting or Special General Meeting, the Vice President will assume the chair.

**6.3.3 PROXY VOTING**

- 6.3.3.1 Unless otherwise stated in this Constitution, voting by proxy is allowed at Annual General Meetings and Special General Meetings.
- 6.3.3.2 Each Life and eligible financial member (as defined in 4.2) is entitled to appoint another Life or eligible financial member (as defined in (as defined in 4.2) as proxy by notice given to the National Secretary no later than two (2) weeks before the time of the meeting in respect of which the proxy is appointed.
- 6.3.3.3 No member may hold more than five proxies.
- 6.3.3.4 At any general meeting, a resolution put to vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a motion has been carried or lost, shall, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number of proportions of the vote recorded in favour of, or against, the resolution.
- 6.3.3.5 If a poll is demanded by the chairperson of the meeting or by three or more members present personally, it shall be taken in such a manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except in the case of a special resolution where a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.

**6.4 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS**

- 6.4.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting called for that purpose.
- 6.4.2 Notice of all motions to alter, repeal or add to the Constitution shall be given to members six (6) weeks prior to the Annual General Meeting, or six (6) weeks prior to a General Meeting called for such purpose.
- 6.4.3 Publication of; alteration, repeal or addition to the Constitution in the SAA official web site ([www.submarinesaustralia.com](http://www.submarinesaustralia.com)) within the prescribed period, will be deemed as having given the required notice.

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- 6.4.4 The National Secretary shall forward such notices of motion to each National Committee member at least seven (7) weeks prior to the Annual General Meeting or seven (7) weeks prior to a General Meeting.
- 6.4.5 Alterations to the By-laws can be made only at National Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
- 6.4.6 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or National Committee Meeting, as the case may be.

## **7. ANNEXES**

ANNEX A	Standing Orders for Meetings
ANNEX B	Joining and Subscription Fees
ANNEX C	Duties of National Office Bearers
ANNEX D	By-laws
ANNEX E	Application for Membership
Annex F	Welfare Foundation Trust Deed

**ANNEX A - STANDING ORDERS FOR MEETINGS**

**1.1** The order of business to be considered at any meeting, other than at National Conference or a Branch Conference, shall be in accordance with the following agenda unless otherwise determined by the meeting:

- a. Apologies
- b. Confirm the minutes of the previous meeting as a true record of proceedings with or without correction.
- c. Business arising from the previous meeting.
- d. Election of Officers.
- e. Admission of new members.
- f. Correspondence & associated actions.
- g. Treasurer's statement and accounts for payment.
- h. Reports.
- i. Notices of Motion.
- j. General Business.

**1.2** The following matters shall not be considered unless notice of motion has been given as provided for in these rules:

- a. Alteration of or addition to the Branch or Sub-Branch By-laws and Constitution
- b. Any significant amendment of policy.
- c. The expenditure of any money the amount of which the meeting considers significant.
- d. Any proposal to impose a levy;
- e. Change of meeting dates.
- f. A nomination for the Association's Honours and Awards.
- g. Any matter previously determined by the meeting within three months of such determination provided however that when voting on a motion at Branch council after notice of motion has been given, in accordance with this standing order, each Sub-Branch represented and Branch Executive shall have one vote only.

**1.3** The conduct of meetings, at whatever level of Association, shall be in accordance with the following procedures, provided that, in a situation not covered by these standing orders and where there are cases of doubt or dispute, the procedures set out in "Law and Procedure at Meetings in Australia" by P Joske shall be adopted to the extent that they are consistent with these rules and these standing orders:

- a. No question may be debated unless it is the subject of a motion or amendment duly moved and seconded.

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- b. The Chair may require that any motion or amendment be submitted in writing.
- c. During any debate on a motion or amendment:
  - i) the mover of the motion shall be permitted to speak for ten minutes and any subsequent speaker, including the seconder and the mover of any amendment, for five minutes provided that the meeting may consent to a specified extension of time for any speaker;
  - ii) not more than two speakers, including the mover and the seconder who however may second formally and speak later at any time, shall follow successively on the same side of the question;
  - iii) a speaker shall address the meeting through the chair and shall be standing unless the Chair shall permit a speaker to remain seated;
  - iv) no speaker (except the mover of a motion, who shall reserve the right to a closing argument) shall speak more than once to a motion or once to an amendment unless the meeting gives approval to do so; and
  - v) the Chair shall not participate in any debate unless he or she retires from the chair in favour of an acting Chair for the duration of the debate on the motion or amendment to the motion.
- d. Only one amendment to a motion may be considered at any one time and an amendment which has the effect of being a direct negative of the original motion shall not be considered.
- e. e.. When an amendment is proposed and seconded, the debate shall relate only to the amendment. Any member may speak to the amendment notwithstanding that the member may have spoken to the motion or to a previous amendment.
- f. When an amendment is determined, the debate on the original motion, as amended if the amendment is carried, shall be resumed. Further amendments may be proposed, provided that the proposed amendment does not amend any replacement or additional words that resulted from any previous amendment or, propose the reinstatement of any words, deleted by a previous amendment.
- g. At the conclusion of the debate on any amendment, the mover of the original motion may speak, except where that member has spoken during the debate on the amendment.
- h. After the determination of all amendments and the conclusion of the debate, the original motion or the original motion as amended shall be put to the meeting, provided that before the motion is put, the mover of the original motion may again speak if the motion has not been amended.
- i. Where the first amendment proposed and seconded to an original motion provides that all words after the commencing word "that" be deleted and replaced by other words and that amendment is carried, no further amendment shall be allowed and the amended motion shall be put without further debate.
- j. Unless otherwise provided in these rules, each motion and amendment will be determined by a simple majority of those members present and eligible to vote.
- k. The Chair may exercise a substantive vote on any motion or amendment, except at National Conference or a Branch conference, provided that the Chair's vote is cast before the votes of other members are known.

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- l. The mover and seconded of a motion or amendment may vote against that motion or an amendment to that motion, only if the meeting is advised of such intention before the motion is put.
- m. In the case of an equality of votes on any question the Chair, who shall not have a casting vote, shall declare the question lost.
- n. The following formal motions may be moved and seconded at any stage of a debate after speakers for and against the question have been heard, by a member who has not moved, seconded or spoken to the question:
  - i) a motion "that the question be now put" may be accepted if the Chair is satisfied that the question has been reasonably discussed and that the views of any minority have been heard. The motion **"that the question be now put"** shall be voted upon without debate and, if lost, the suspended debate shall be resumed but, if carried, the debate shall cease. The question which was being debated shall be put immediately after (in the case of an un-amended motion) the mover of the original motion has exercised the right to speak again.
  - ii) a motion **"that the question not now be put"** shall be accepted and debated without reference as to whether or not a member has spoken previously to the question being debated. If the motion "that the question not now be put" is lost the suspended debate shall be resumed but, if carried, the meeting shall proceed to the next item of business without taking a vote on the original or amended motion. Such a motion shall not be proposed during a debate on an amendment.
- o. If during a debate a member rises on a point of order, the debate shall be suspended. The member shall state the point of order clearly and the Chair, who shall allow no debate or discussion, shall decide the matter promptly.
- p. If it is moved and seconded **"that this meeting disagrees with the Chair's ruling"**, the debate on the question before the chair shall be suspended. The Chair shall leave the chair after the appointment of an acting Chair, and the motion "that this meeting disagrees with the Chair's ruling" shall then be debated and determined. The Chair shall then resume the chair, the decision of the meeting shall prevail and the suspended debate resumed.
- q. Any member may ask a question without debating the motion before the chair without forfeiting the right to speak later either for or against the motion.
- r. Any member may, with the consent of the Chair, offer an explanation of any particular expression used previously provided that the explanation is confined to the subject approved by the Chair.
- s. Any member who;
  - i) continues to breach the standing Orders after being called to order by the Chair;  
or
  - ii) refuses to retract any offensive expression or to apologise for any
  - iii) persists in obstructing the business of the meeting after being directed by the Chair to desist;

shall forfeit all rights to participate in any discussion until the order or direction of the Chair is complied with to the satisfaction of the meeting.

**ANNEX B - JOINING AND SUBSCRIPTION FEES**

1. The joining fee and annual subscription for the Association shall be:

Joining Fee	\$ 30:00
1 year – Full Member	\$ 10:00
1 year – Associate Member	\$ 10:00
5 Year Membership	\$ 40:00
25 Year membership	\$175:00

2. Fees and Subscriptions

Branches and Sub-Branches may set a joining fee and annual subscription to meet local commitments.

## **ANNEX C - DUTIES OF NATIONAL OFFICE BEARERS**

### **1. PRESIDENT AND VICE-PRESIDENT**

The President or Vice-President must preside at all general meetings and National Committee meetings.

### **2. SECRETARY**

The Secretary must;

- a. Co-ordinate the correspondence of the Association;
- b. Keep full and correct minutes of the proceedings of the Association;
- c. Comply on behalf of the Association with the Act with respect to the register of members of the Association, as referred to in Article 4.2;  
Keep and maintain in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and,
- d. Maintain a record of;
  - i) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under Article 4.2; and,
  - ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
- e. Have custody of all books, documents, records and registers of the Association, but other than those required to be kept and maintained by, or in the custody of, the Treasurer; and,
- f. Perform such other duties as are imposed by these rules on the Secretary.

### **3. TREASURER**

The Treasurer must-

- a. Be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- b. Pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- c. Make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised member, or by any two others as are authorised by the Council;
- d. Comply on behalf of the Association with sections of the Act with respect to the accounting records of the Association by;
  - i) Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association.
  - ii) Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time.
  - iii) Keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited, and,

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- iv) Submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- e. Whenever directed to do so by the President, submit to the Council a report, balance sheet or financial statement in accordance with that direction.
- f. Unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs d and e.
- g. Perform such other duties as are imposed by these rules on the Treasurer.

**4. WELFARE OFFICER**

**5. EDITOR**

**6. WEB MANAGER**

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**ANNEX D - BY LAWS**

**BL-1 BRANCH.**

State and Territorial Branches – to meet the requirements of local members. If there is more than one Branch in a state or territory the second branch must;

- i) Be at least 500 kilometres from the primary Branch, and,
- ii) Must have a minimum of 25 financial members (as defined 4.2.1. and 4.2.4)

**Sub-Branch** - to meet the requirements of locally resident members

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**ANNEX E – APPLICATION FOR MEMBERSHIP**

I, (Surname) ..... (Given Name/s) .....

Of .....

apply to become a member of the Submarines Association Australia.

If my application is accepted, I agree to be bound by the rules of the Association.

Signature:.....

Date:.....

“A person who wishes to become a member must be proposed by one member and approved by the National Executive.”

Proposed by: Name: ..... Signature: ..... Date:.....

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Preferred Name (or Nickname in the service): .....

Date of Birth: ..... Partners Name: (optional): .....

Email Address: .....

Phone: N<sup>o</sup>. Home ( )..... Bus. ( ) ..... Mobile: .....

Which service (RAN, RANVR, RN, USN), etc: .....

Dated joined Service: ..... Discharge date:.....

Rank/Rating: .....SQ/Category: ..... Service N<sup>o</sup>: .....

**Honours /Awards/Decorations (include M in D if applicable):**

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**Submarines served on:**

**Approximate dates:**

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**Service Highlights/History:** .....



----- Applicants to detach and keep -----  
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**EXTRACT FROM THE CONSTITUTION AND RULES**

**Rule** Error! Reference source not found. – **Membership categories**

There are the following classes of Membership:

- b. **Full Member:**
  - i) This class of Member shall be open to any person who can substantiate service in submarines as a qualified submariner of any Nation.
  - ii) A Full Member may vote at general meetings, represent the member's Branch or Sub-Branch and hold office at any level.
- c. **Life Member:**
  - i) The class of Life Member is reserved for Full Members who have been awarded Life Membership because of those members' contributions to the Association, as prescribed in the By-laws.
- d. **Associate Member :**
  - i) This class of membership shall be open to any person who can;
    - (a) Substantiate service to submarines in submarine depot ships, bases, dockyards, Defence Industry etc.,
    - (b) Officers and sailors that did not complete submarine training for medical or personal reasons beyond their control, and,
    - (c) Partners of Full Members.
  - ii) An Associate Member may not vote at general meetings, represent the member's Branch or Sub-Branch nor hold office at any level.
  - iii) An Associate Member must pay membership fees when due in accordance with Article 4.3.1.
- e. **Social Member:**
  - i) Persons other than Members or Associates who are interested in promoting the SAA, but who do not otherwise qualify may become a Social Member.
  - ii) A Social Member may not vote at general meetings, represent the member's Branch or Sub-Branch nor hold office at any level.
  - iii) A Social Member must pay membership fees when due in accordance with Article 4.3.1.

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**RULE** Error! Reference source not found. – **MEMBERSHIP FEES**

The joining fee and annual subscription shall be such as the Association may from time to time prescribe, but until the Association determines otherwise shall be:

**Standard**

Joining Fee	\$30
Annual subscription	<u>\$10</u>
<b>Total</b>	\$40

**Alternatives**

Joining Fee	\$30	Joining Fee	\$30
5 year subscription	<u>\$40</u>	25 year subscription	<u>\$175</u>
<b>Total</b>	\$70	<b>Total</b>	\$205

If your application is accepted;

- Your name and address, as provided above, must be recorded in a register of members and be made available to other members, upon request, under the Associations Incorporation Act.
- You can contact the Association at the address of the National Secretary.
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.
- You are entitled to inspect and make a copy of the register of members under the Associations Incorporation Act.
- You are entitled to inspect and make a copy of the rules (Constitution) of the Association under the Associations Incorporation Act.

If your application for membership is rejected by the Association: You may give notice of your intention to appeal within 14 days of being advised of the. The Association in a general meeting, no later than the next annual general meeting, must confirm or set aside the decision of the National Executive rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting.