

Proposed Redrafted Constitution for this AGM

Hi Norm

After considerable effort I am presenting a redrafted version of the National Constitution for consideration at this forthcoming AGM.

I have circulated this around the members in WA and had the overwhelming YES response from 10 out of our 120 members, with only one main objector, John Rana.

My intention was to keep the substance of the previous constitution but remove the duplication, confusion, repetition (or did I say that already), and reference to other clauses etc.

The two major differences are the removal of any reference to sub-branches and state councils and the deletion of Joske's Rules for the conduct of meetings.

I believe that any group of ex submariners any where in any state have the right to form an association, without detriment to any other ESO and to apply to join subject to the approval of the National Committee of the SAA. This is one item that may need a separate vote on at the AGM, before the redrafted constitution is presented for vote.

I do not believe that we submariners need a rule book to conduct our meetings and as they were included in the By Laws (Annexes) they can be dropped by the National Executive.

Other minor changes detailed in Red in the Draft of the Constitution are as follows:

Clause 1. All references to sub-branches and State Council deleted

Clause 3.11.2. Minor change in process to apply for a Welfare Loan verified at Branch and then passed to Trustees by National Secretary

Clause 4.1.3 Social Members not allowed to hold Office

Clause 5 Financial Members at the AGM are the governing body of the SAA

Clause 5.1,2 Details a list of other non voting National Office Bearers

Clause 5.1.11 Details travel cost re-impbursement for National Executives at the AGM

Clause 5.6.1 Details formation of new branches

Clause 7 Mail out of In Depth by Branch Secretaries (This is what was set at the last AGM but I think that it should be the National Secretary that posts out the hard copy_ as you in fact are doing.

I am aware that there might be other changes brewing for the structure to the organisation but it is important to get the constitution settled and approved and move on from there.

Any how I formally submit the enclosed copy of the redrafted National SAA Constitution for consideration at the 2010 AGM seconded by Andrew Armes, Lloyd Blake, Tim Rubenstein.

Cheers

Paul Meakin

SUBMARINES ASSOCIATION AUSTRALIA

PROPOSED CONSTITUTION CHNGES

DRAFT PAUL MEAKIN 3 Mar 2010

Table of Contents

SUBMARINES ASSOCIATION AUSTRALIA.....	1
CONSTITUTION	1
1. INTRODUCTION	5
2. DEFINITIONS.....	5
3. ORGANISATION	5
3.1 NAME.....	5
3.2 CREST	5
3.3 REGISTERED OFFICE	5
3.4 OBJECTIVES	5
3.5 ATTAINING OBJECTIVES	6
3.6 THE RULES	6
3.7 PROPERTY OF THE SAA	6
3.8 POWERS OF THE SAA	6
3.9 DISSOLUTION	6
3.10 FINANCE	6
3.11 WELFARE FOUNDATION.....	7
3.11.1 NEW TRUSTEE	7
3.11.2 APPLICATIONS FOR ASSISTANCE	7
4. MEMBERSHIP.....	7
4.1 MEMBERSHIP CATEGORIES.....	7
4.1.1 ORDINARY MEMBER	7
4.1.2 ASSOCIATE MEMBER	7
4.1.3 SOCIAL MEMBER.....	8
4.1.4 LIFE MEMBER.....	8
4.1.5 PATRON.....	8
4.1.6 VICE PATRON	8
4.2 SUBSCRIPTIONS.....	8
4.3 TERMINATION OF MEMBERSHIP.....	8
5. GOVERNANCE	8
5.1 NATIONAL EXECUTIVE	9
5.2 NATIONAL COMMITTEE	9

5.3 DUTIES & RESPONSIBILITIES	9
5.4 MEETINGS	9
5.5 QUORUM.....	9
5.6 BRANCHES	10
5.6.1 FORMATION.....	10
5.6.2 BRANCH OBJECTIVES	10
5.6.3 BRANCH CONSTITUTION.....	10
5.6.4 BRANCH MANAGEMENT	10
5.6.5 BRANCH FINANCE.....	10
6. BY LAWS.....	10
7 COMMUNICATIONS	10
7.1 NEWSLETTER	10
7.2 WEB SITE	11
8. MEETINGS	11
8.1 ANNUAL GENERAL MEETING	11
8.2 SPECIAL GENERAL MEETINGS.....	11
9. VOTING	12
9.1 FINANCIAL MEMBERS REGISTER.....	12
9.2 VOTING POWERS	12
9.3 PROXY VOTING.....	12
10 ALTERATIONS TO THE CONSTITUTION.....	12

DRAFT PAU MEAKIN 3 Mar 2010

1. INTRODUCTION

1. The Submarines Association Australia is an Ex Services Organisation formed to unite former and serving submarine personnel for the purpose of mutual benefit. 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". 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). **The Association is a federation of State, Territory and Regional Branches. This Constitution describes 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 8.1

"Annual General Meeting" is the governing body of the Submarines Association Australia;

"By-Laws" are the Regulations of the Submarines Association of Australia. Their purpose is to assist in the day to day management of the Association.

"Financial Year" means a period not exceeding 12 months, commencing 01 April and ending on 31 March in the following year;

"General meeting" means a meeting to which all members are invited;

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;

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 Ex Submariner's welfare and relevant 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 the AGM. Procedures for proposing any such amendment are at Article 10.

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, may

- acquire, hold, deal with, and dispose of any real or personal property; may open and operate bank accounts; may 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.
- 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, internet 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 1st 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.

3.11 WELFARE FOUNDATION

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. The Trust Deeds are at By Law 4

3.11.1 NEW TRUSTEE

The appointment is to be made by the by the SAA National Committee. 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 one of the persons, with whose consent the appointment is or may be made.

3.11.2 APPLICATIONS FOR ASSISTANCE

Applications for assistance from the Foundation shall in the first instance be forwarded to the local Branch Management for verification and forwarding to the National Secretary for the Trustees. Supporting remarks from Branch Committees if appropriate should be included with the application..Only Ordinary Members who are financial are entitled to assistance from the Welfare Foundation.

4. MEMBERSHIP

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.
- Membership Applications forms are enclosed at By Law 2

4.1 MEMBERSHIP CATEGORIES

4.1.1 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 being a financial member of the SAA shall be entitled to hold any office and enjoy the privileges of the SAA.

4.1.2 ASSOCIATE MEMBER

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

- 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.

4.1.3 SOCIAL MEMBER

Persons other than Members or Associates who are interested in promoting the Objectives of the SAA, but who do not otherwise qualify may become a Social Member. Social Members shall have no voting rights and **shall not hold office.**

4.1.4 LIFE MEMBER

Any person qualified for membership 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. A Life Member is not subject to membership fees and is entitled to vote and stand for office

4.1.5 PATRON

Any person qualified for Life Membership and considered to have given distinguished service to the submarine community may be invited by the National Committee to act as Patron of the SAA.

4.1.6 VICE PATRON

4.1.6.1 The Senior Serving Submariner shall be invited to act as Vice Patron of the SAA.

4.1.6.2 The SAA may, at its discretion, elect additional Vice Patrons of the SAA for such period as may be deemed necessary. Such vice patron/s shall not be eligible to vote unless they are current members of the SAA under another category of membership.

4.2 SUBSCRIPTIONS

4.2.1 The joining fee and annual subscription shall be such as the SAA at the Annual General Meeting may from time to time prescribe.

4.2.2 Any member whose current annual subscription has not been received by 31st May, may, after due notice has been sent to him, be debarred from all privileges of membership by the National Committee.

4.2.3 The National **Committee** on subsequent receipt of all arrears may restore those privileges.

NOT THE NATIONAL COMMITTEES DECISION LEAVE AS IS. TREASURER SECRETARY MAKE THE CALL

4.2.4 If three (3) years have lapsed the member may, at the discretion of the National **Committee**, be asked to rejoin the Association.

4.2.5 **The Secretary will notify Branches, on occurrence, of the details of members who have paid the necessary RE-joining fees and annual subscription as well as any lapses or reinstatements.**

4.3 TERMINATION OF MEMBERSHIP

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

- Resignation
- Expulsion
 - 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

The Financial Ordinary Members assembled at the AGM are the Supreme Governing Authority for the Association. They have the responsibility for amendments to the Constitution, election of the National Executive and are responsible for the policy and direction of the Association.

5.1 NATIONAL EXECUTIVE

5.1.1 Management of the SAA shall be vested in the National Executive who is responsible for the organisation, regulation and day to day running of the Association. The Executive is elected by the members of the SAA at the Annual General Meeting and shall consist of;

- President
- Vice President
- Secretary
- Treasurer

5.1.2 Other Office Bearers whose roles support the aims and activities of the SAA may be elected or nominated by the National Committee and endorsed at the AGM

- Health and Welfare Coordinator (non voting).
- Historian (non voting)
- Editor In Depth (non voting)
- Webmaster (non voting)
- Delegate to Naval Association Australia NAA (non voting)
- Delegate to the Australian Veterans and Defence Services Committee Incorporated AVADSC (non voting)

5.1.3 The members of the National Executive must be eligible financial members of the SAA

5.1.4 No person shall usually hold more than one position on the National Executive at any one time. If due to illness or temporary absence, members of the Executive may fill in one other position subject to the approval of the President.

5.1.5 A person shall cease to be a member of the National Executive at the commencement of the Annual General Meeting which follows their election and if nominated will be eligible for re-election.

5.1.6 A quorum of the National Executive shall be half of its voting members plus one.

5.1.8 If the President is unable to attend, the Vice President will assume the chair.

5.1.9 A member of the National Executive may lose his or her seat on the National Executive if found not to be a financial member.

5.1.10 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.

5.1.11 The travelling costs, (bus, train, plane fares, or motor vehicle mileage allowance based on the Public Service non –SES level) and two nights accommodation, for the members of the Executive to attend the AGM will be paid for by the SAA

5.2 NATIONAL COMMITTEE

5.2.1 The National Committee shall be comprised of; the elected Presidents of each Branch of the SAA and the National Executive.

5.2.2 All members of the National Committee shall be financial members of the SAA

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

5.3 DUTIES & RESPONSIBILITIES

The National Committee shall be responsible for;

- Membership approval.
- Decisions that affect more than one Branch.
- Recommendation to Life Membership of the SAA.
- Recommendation of Patron and Vice Patron.
- Recommendation of external Honours and Awards
- Affiliations and associations with Kindred and other Ex Services Organisations

5.4 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 Substitute to be nominated by him to attend and vote in his stead. Such nominated Substitute shall be a Life or financial member. Notice of such substitution shall be provided to the Secretary at the earliest opportunity.

5.5 QUORUM

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.

5.6 BRANCHES

5.6.1 FORMATION

Branches of the SAA may be formed to meet the requirements of local resident members subject to the endorsement of the National Committee. Such Branches shall accept existing Members of the SAA as Branch members.

5.6.2 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 members or visiting members.

To represent the SAA at local Anzac Day and Remembrance Day Services.

5.6.3 BRANCH CONSTITUTION

5.6.3.1 The Branch Constitution shall not in any way conflict with the SAA Constitution, with the exception that Associate Members may have voting rights within the Branch.

5.6.3.2 Any changes or additions to a Branch Constitution shall be forwarded to the National Secretary for consideration by the National Committee prior to adoption.

5.6.3.3 Each Branch shall ensure the SAA National Secretary has a current copy of the Branch By Laws

5.6.4 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

5.6.5 BRANCH FINANCE

5.6.1.5 The National Body of the SAA shall have no responsibility for or jurisdiction over, the internal operation or financial commitments of SAA Branches.

5.6.1.6 Branches may set a joining fee and annual subscription to meet local commitments. Branches shall not impose a “Capitation Fee”.

5.6.1.7 All Branches shall provide the National Executive with a list of Branch Financial Members as at 31st March by 30th April each year.

(Note: All reference to sub branches, State Councils, etc are deleted)

6. BY LAWS

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

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.

6.2 A By-Law must not contravene or be inconsistent with Australian law or this Constitution

7 COMMUNICATIONS

Communications to Members will be through the SAA Newsletter “In Depth” and the SAA web site. The Editor and Web Manager shall be responsible for and report to the National Committee for content.

7.1 NEWSLETTER

The official publication of the SAA shall be known as “In Depth”, the content and frequency of which shall defined in the By Laws of the SAA.

- Shall be available, without charge, to all financial members.
- Shall be available electronically to all financial members.
- Shall be provided by Mail by branch secretaries to those financial members not connected to the Internet who request it.

- The Editor of the newsletter shall provide an annual report to the National Committee for inclusion in the Minutes of the Annual General Meeting

7.2 WEB SITE

The SAA shall provide a WEB SITE. <http://submarinesaustralia.com>. The WEB Site will be maintained by the Web Manager. The form and content of the Web Site will be defined in the By Laws of the SAA. The Web Manager will provide an Annual Report to the National Committee for inclusion in the Annual General Meeting Agenda

8. MEETINGS

8.1 ANNUAL GENERAL MEETING

The Annual General Meeting is the governing authority of the SAA and is normally convened over the (Eastern States) Queen's Birthday long Weekend.

8.1.1 The Annual General Meeting shall be organized and hosted annually and shall be the responsibility of the Branch who is next in rotation. The rotation list is held and agreed by the National Committee. Where the next Host Branch is unable to host the AGM an alternative Branch will be nominated and appointed by the National Committee.

8.1.2 All Life and financial ordinary members shall be entitled to attend the Annual General Meetings of the SAA and to cast a vote.

8.1.3 Other members shall be entitled to attend Annual General Meetings of the SAA as observers.

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

8.1.5 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. Notices of Motion should include the names of the proposer and seconder to the motion.

8.1.6 Nominations for election to the National Executive shall be in the hands of the National Secretary by 1st April of each year. Written nominations should include the names of the proposer and seconder as well as a statement that the nominee is willing to stand for the elected position. In the event no written nominations are received by the 1st of April, nominations will be accepted, from the floor of the Annual General Meeting.

8.1.7 The National Secretary shall ensure that;

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

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

8.1.8 A quorum for an Annual General Meeting shall be fifty (50) Life and eligible members

8.1.9 The Annual General Meeting shall be conducted in accordance with the Agenda detailed in the By Laws of the SAA.

8.1.10 Elections for National Office shall be held in accordance with the By-Laws of the SAA

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

8.2 SPECIAL GENERAL MEETINGS

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

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

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

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

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

8.2.7 A quorum for a Special General Meeting shall be fifty (50) Life and eligible financial members.

9. VOTING

9.1 FINANCIAL MEMBERS REGISTER:

9.1.1 Only financial ordinary members are allowed to vote. The National Treasurer shall produce a financial member's register at each Annual General Meeting or Special General Meeting.

9.1.2 All members in attendance, with voting rights will be cross checked against the register.

9.1.3 This membership check shall be completed prior to the commencement of the Meeting.

9.1.4 The National Treasurer is responsible for the conduct of the member's authenticity, and voting rights

9.2 VOTING POWERS

9.2.1 The President shall chair the Annual General Meeting or Special General Meeting.

9.2.2 The Chairman shall be entitled to a deliberate vote and, in the event of a tied vote; the chairman shall exercise a casting vote.

9.2.3 The Chairman's vote shall maintain the "status quo".

9.2.4 In the event the President is unavailable to chair the Annual General Meeting or Special General Meeting, the Vice President will assume the chair.

9.2.5 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.

9.2.6 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.

9.3 PROXY VOTING

9.3.1 Unless otherwise stated in this Constitution, voting by proxy is allowed at Annual General Meetings and Special General Meetings.

9.3.2 Each Life and eligible financial member is entitled to appoint another Life or eligible financial member 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.

9.3.3 No member may hold more than five proxies.

10 ALTERATIONS TO THE CONSTITUTION

10.1 No alteration, repeal or addition shall be made to the Constitution except by special resolution at the Annual General Meeting. Such Special Resolution must be submitted to the National Secretary no later than 8 weeks prior to the AGM.

10.2 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.

10.3 Publication of; alteration, repeal or addition to the Constitution in the SAA official web site (www.submarinesaustralia.com) within the prescribed period, will be deemed as having given the required notice.

10.4 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.

ANNEXES

By-Laws

1. Standing Agenda for Annual General Meetings
2. Application for Membership & Joining and Subscription Fees
3. Duties of National Office Bearers
4. Welfare Foundation Trust Deed
5. Symbols and Badges of the SAA

DRAFT PAUL MEAKIN 3 Mar 2010