



Royal South Australian Yacht Squadron

CONSTITUTION

Including revisions

Up to July 2019

**ROYAL SOUTH AUSTRALIAN YACHT SQUADRON
CONSTITUTION****INDEX**

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ROYAL SOUTH AUSTRALIAN YACHT SQUADRON INCORPORATED

CONSTITUTION

1 TITLE

The Squadron shall be entitled the “Royal South Australian Yacht Squadron Incorporated”.

2 DEFINITIONS

In this Constitution and in these rules and By-laws, unless the contrary appears:

- 2.1 “Squadron” means Royal South Australian Yacht Squadron Incorporated.
- 2.2 “Member” means a duly elected Member of the Royal South Australian Yacht Squadron Incorporated.
- 2.3 “Voting Member” means a Squadron Member who is a Senior Member, an Intermediate Member, a Life Member or an adult who as a Family Member is exercising voting rights in accordance with these rules.
- 2.4 “Club House” means the registered premises of the Squadron.
- 2.5 “Squadron Premises” means that portion of land and water situated at Outer Harbor under the control, jurisdiction and authority of the Squadron.
- 2.6 “Yacht”, “Vessel”, “Boat” means a vessel on the Yacht Register of the Squadron, whether propelled by sail or power, except where the context means a particular type of vessel.
- 2.7 Words in the masculine gender may include the feminine gender. Words in the singular number may include the plural.
- 2.8 “Financial Member” means a Member who has no debt to the Squadron outstanding for more than thirty days.

3 OBJECTS

- 3.1 The objects of the Squadron shall be to facilitate, extend and foster the sport of yachting generally, and to encourage the principle of fellowship amongst its Members.
- 3.2 The Squadron is at all times prohibited from making any distribution, whether in money, property, or otherwise to its Members or relatives of its Members, and such prohibition shall extend to any winding up or liquidation.

4 MEMBERSHIP

- 4.1 The membership of the Squadron is divided into the following categories:

- 4.1.1 Senior Members
 - 4.1.2 Family Members
 - 4.1.3 Intermediate Members
 - 4.1.4 Associate Members
 - 4.1.5 Junior Members
 - 4.1.6 Life Members
 - 4.1.7 Ex Officio Members
 - 4.1.8 Honorary Members
 - 4.1.9 Honorary Associate Members
 - 4.1.10 Absent Members
 - 4.1.11 Crew Members
 - 4.1.12 Corporate Members
 - 4.1.13 Daily Crew Members
- 4.2 Voting Members

The following shall be designated "Voting Members" of the Squadron, namely Senior, Intermediate, Life Members and Family Members over the age of 18 years who are exercising voting rights in accordance with these rules.

- 4.3 Persons who are not less than 18 years of age and who demonstrate active interest and continuing participation in yachting generally are eligible for nomination for Membership of the Squadron as Senior or Associate Members or Intermediate Members or as Family Members if otherwise qualified in accordance with these rules.
- 4.3 **Senior Membership** is an individual membership and entitles the Senior Member to enjoy comprehensively (subject to these rules) all privileges of the Squadron, including the right to speak and vote at meetings; the right to participate in the election of new Members to the Squadron and the election of the Management and Standing Committees, the right to nominate candidates for such elections; the right to be elected as a committee member; the right to become the owner of a boat in the Squadron Pool; and the right to occupy space allocated and/or licensed by the Squadron.
- 4.4 **Family Membership** shall be available to:-
- 4.4.1 Any two adults who cohabit as a family but such membership shall not be available to adults who are related to each other except as spouses.

- 4.4.2 Any person under the age of 18 years who is the child of the person or either of the persons mentioned in paragraph 4.4.1; or who cohabits with the family mentioned in paragraph 4.4.1.
- 4.4.3 The voting rights attaching to family membership shall be exercised by either one of the adults mentioned in paragraph 4.4.1 and nominated by them; in the absence of a nomination (when required) the person whose name first appears upon the alphabetical membership list referred to in Rule 5.5 shall in the event of dispute be deemed to hold the nomination.
- 4.4.4 Except as regards voting rights as hereinbefore mentioned, the membership rights attaching to each of the adults included in a family membership shall be as nearly as possible the same as those attaching to senior membership; the membership rights attaching to the family membership of each person under the age of 18 years shall be as nearly as possible the same as those enjoyed by Junior Members.
- 4.5 Where by reason of altered circumstances the adults comprising a family membership cease to remain so qualified, then such membership shall be dissolved and such persons or the remaining person (together with any persons mentioned in Rule 4.4.2) may elect to transfer with the approval of the Management Committee to some other class of membership for which such person or persons may respectively then be eligible (without any requirement of a further entrance fee, but without any refund of fees already due).
- 4.6 **Intermediate Members** are voting Members and shall be persons aged between 18 and 23 years and who elect to nominate for this category of membership. Upon attaining 23 years of age an Intermediate Member may retain his membership by electing to transfer without further election to another class of membership for which the Member shall then be eligible to nominate.
- 4.7 **Junior Members** are to be under the age of 18 years and are elected by the Management Committee; at the discretion of the Management Committee the persons mentioned in rule 4.4.2 shall also be treated as Junior Members.
- 4.8 The Management Committee shall have power from time to time to make by-laws defining the privileges of Junior Members, which shall not include the power to vote other than as defined herein. The Management Committee may also by by-law define the rights of Family Members under the age of 18 years to vote as part of the Junior Membership.
- 4.9 No Junior Member shall be entitled to any of the privileges of the Squadron except such as shall be defined by this constitution and by rules and by-laws made thereunder.
- 4.10 If, after due inquiry, and in the opinion of the Management Committee, a Junior Member be guilty of a wilful infringement of any of the rules or by-laws of the Squadron, or of conduct derogatory to the character of a Member (whether upon the Squadron premises or elsewhere) or prejudicial to the interests of the

Squadron, the Management Committee may cancel the membership of that Junior Member.

4.11 **Country Members** are Senior, Family or Intermediate Members residing more than one hundred and sixty kilometres from the G.P.O. Adelaide, or other Members at the discretion of the Management Committee.

4.12 **Life Membership** may be conferred on any person who has rendered the Squadron valuable services. A Voting Member wishing to propose a motion for the admission of a person to Life Membership must give notice in writing of such intention to the General Manager, and move such proposal at the next ordinary General Meeting of Members. Notice of such motion shall be given on the notice calling the General Meeting at which it is to be moved, and such honour shall not be conferred unless the motion is carried by a majority of two-thirds of the Voting Members present and voting at such meeting. A Certificate of Life Membership shall then be issued to the Life Member, who shall be entitled to all the privileges of a Voting Member of the Squadron without payment of fees for Membership.

4.13 A fee-paying Member with not less than forty years continuous membership is entitled to be designated a **Long Service Member**.

A fee-paying member with forty years of non-continuous Membership may be designated a Long Service Member at the discretion of the Management Committee.

4.14 The Management Committee shall have power from time to time to make or amend rules and by-laws defining the privileges of Associate, Crew and Daily Crew Members which shall not include the power to vote at a meeting of the Squadron.

4.15 An **Associate Member** shall not be entitled to any of the privileges of the Squadron except such as shall be defined by this constitution and by by-laws made thereunder.

4.15.1 **Crew Membership** is available to persons over the age of eighteen years joining the Squadron for the first time, but it is not available to current members seeking to transfer from the following categories of membership to crew membership: family, senior, associate, country and intermediate.

4.15.1.2 **Daily Crew Membership** is available for guests of Members to participate in Squadron activities on terms specified in by-laws.

4.15.2 Until a General Meeting of Members determines otherwise the Management Committee may admit to Corporate Membership of the Squadron any organisation or corporation. The annual fee payable for Corporate Membership and the privileges attaching to such membership shall be as fixed by the Management Committee. The Management Committee shall be at liberty to revoke or suspend any Corporate Membership at any time without assigning any reason for its action if the Management Committee considers such course to be in the best interests of the Squadron.

Corporate Membership shall not carry any voting rights within the Squadron. The number of Corporate Members at any one time shall not exceed six. Corporate membership in each case shall be for a period not exceeding 12 calendar months.

4.16 The Management Committee may elect **Ex Officio Members**, who are limited to:

4.16.1 A Minister of the Crown;

4.16.2 The Commissioner of Police or a police officer nominated by him;

4.16.3 A Director or other officer of a Government Department, whose name has been submitted with the approval of the Director or Chief Executive Officer of the Department concerned;

4.16.4 A person fulfilling the duties of coxswain of a Government vessel moored within the pool.

Ex Officio Members are not Voting Members of the Squadron.

4.17 The Squadron in General Meeting may limit the number of Ex Officio Members.

4.18 The Management Committee may make by-laws to specify the privileges of Ex Officio Members, which shall not exceed the privileges available to any other class of Member, and which shall not include the power to vote at a meeting of the Squadron or the election of Officers or members of the Management Committees or Standing Committees.

4.19 An **Honorary Member** is a member of a recognised yacht Club or Squadron in non-metropolitan South Australia, interstate or overseas, or any visitor to the State, who is admitted as such for a term not exceeding one month.

An Honorary Member also includes a member of a metropolitan or other yacht Club or Squadron who is admitted as an Honorary Member for the period of a regatta held under the auspices of the Squadron.

Any such visitor is to be proposed as an Honorary Member by a Voting Member of the Squadron and approved by two members of the Management Committee.

Such Honorary Members during the period of membership shall be entitled to access to the Squadron premises, but shall not vote at the meetings thereof.

4.20 A person who possesses qualifications which may in the opinion of the Management Committee be beneficial to the interests of the Squadron may be granted Honorary Membership for a period not exceeding thirty days, having been duly proposed by a Voting Member.

4.21 Any member of the Commercial Travellers' Association of South Australia Inc. or of the Public Schools Club Inc. or of the Game Fishing Club of South

Australia Inc. shall, on production of an introduction from the Secretary of such Association or Club or other documentary evidence of membership thereof to the satisfaction of the General Manager, be entitled, whilst remaining a member of such Association or Club, to be admitted as an **Honorary Associate Member**, and to the right of entry to the Squadron premises on the same conditions as other Members of the Squadron.

- 4.22 The Management Committee shall have power at any time peremptorily to revoke the Membership of an Honorary Member without assigning any reason.
- 4.23 Honorary Members and Honorary Associate Members shall not hold any office in the Squadron nor have any right, title or interest in or to any of the property of the Squadron.
- 4.24 Members leaving South Australia for a period of a year or longer and who wish to defer their membership for the time being, provided that written notification of their intended departure shall have been given to the General Manager, may, at the discretion of the Management Committee, be designated **Absent Members**. Absent Members may be re-admitted as Members of the same category as before without the payment of an entrance fee.
- 4.25 No Member retiring from the Squadron, or ceasing to be a Member for any cause, shall be entitled to or have any claim upon any portion whatever of the property of the Squadron.
- 4.26 The Members shall be held to consent to and be bound by this constitution and rules of the Squadron, and shall not be entitled to appeal to any Court of Law because of anything done under their provisions.
- 4.27 Any Member who has committed a wilful infringement of the rules, or conducted himself in a manner derogatory to the character of a Member, whether upon the Squadron premises or elsewhere, or prejudicial to the interests of the Squadron, shall be liable to **expulsion**.

The allegation against the accused Member must, in the first instance, be submitted in writing to the Management Committee by a Member, and a copy shall be forthwith provided to the Member accused, and if upon due investigation the Management Committee shall be of the opinion that the circumstances require the attention of the Squadron, a Special General Meeting shall be convened.

The opinion of such Special General Meeting shall be obtained by secret ballot, when, if two-thirds of the Voting Members present and voting at the meeting, being not less than twenty in number, shall decide that the accused Member has merited expulsion, the Member immediately shall cease to be a Member of the Squadron, and the same shall be notified to the Member forthwith in writing by the General Manager.

Nothing in this clause shall restrict the summary powers of the Management Committee to deal with Junior Members under Clause 4.10.

4.28 A Voting Member of RSAYS Inc is eligible to apply to become a member of **RSAYS Ltd** without payment of a membership fee, and such membership shall lapse in the event of the Voting Member ceasing to be a member of RSAYS Inc.

4A **POWERS** The Association will have all the powers conferred by Section 25 of the act

5 ELECTIONS AND RESIGNATIONS OF MEMBERS

5.1 A **candidate** for Membership as a Senior, Family, Intermediate Crew or Associate Member must:

5.1.1 Be proposed by one Voting Member and seconded by another Voting Member; and

5.1.2 Provide details of any previous yachting interest, experience and future intentions with regard to yachting.

5.1.3 The proposal for Membership shall be in writing, shall be signed by the candidate, and shall be forwarded to the General Manager in a form approved by the Management Committee.

5.2 A schedule of duly nominated candidates for membership shall be displayed in a conspicuous place in the Club House, and a copy shall be forwarded to all Members whose names appear on the Members Register at least seven days prior to the date on which the election shall take place.

Until a General Meeting of Members determines otherwise it shall be sufficient compliance with Rule 5.2 that the schedule of candidates for membership be forwarded only to those Members on the Members Register who from time to time may notify the General Manager that they require to be supplied with a copy of the schedule (displayed in the Club House in accordance with the Rule).

5.3 Nomination for Membership shall be approved by the Management Committee before being submitted to ballot. The Management Committee shall, before approving a nomination, take into account:

5.3.1 The call upon the Squadron facilities by the existing Membership;

5.3.2 The requirements of existing boat owning Members with respect to the crewing and maintenance of yachts;

5.3.3 The past experience, interest, ability and future intentions demonstrated by the candidate in yachting generally;

5.3.4 The relationship (if any) between the candidate and existing Members; and

5.3.5 Such other matters as the Management Committee considers relevant to the advancement of the Objects of the Squadron.

- 5.4 At a General Meeting a secret ballot shall be taken for the election of adult persons who have been duly nominated for membership not less than fourteen days before the meeting at which the ballot is taken.

One black ball in ten shall exclude a nominee from membership, and such exclusion is to be notified by the Chairman at the time. The General Manager shall keep a record of the number of Members voting in each ballot. The vote of an individual Member shall not be disclosed.

5.4.1 Election of New Members

Until a General Meeting of Members determines otherwise:

- 5.4.1A **Membership Committee** (upon unanimous vote of its members on each occasion) may exercise in the place of a General Meeting the power to elect new Members contained in Rule 5.4.

5.4.2 Before exercising this power the Membership Committee shall declare itself satisfied that the provisions of Rules 5.1, 5.2 and 5.3 have been observed, but shall not exercise power with respect to any candidate if notice in writing has been received by the General Manager that any Voting Member requires that this supplementary rule be not used on any occasion or with respect to any candidate or list of candidates.

5.4.3 The Membership Committee as soon as convenient will table at a General Meeting of Members particulars of men and women so elected.

5.4.4 The Management Committee shall constitute the Membership Committee unless and until a General Meeting shall otherwise decide.

5.4.5 Nothing in this supplementary rule shall prevent a General Meeting from exercising its powers under Rule 5.4 in respect of a candidate for membership whose application is brought before a General Meeting.

- 5.5 The General Manager shall maintain at the Club House a **Members Register** of the names and addresses of all the current Members of the Squadron and showing in each case the Category of membership.

- 5.6 The General Manager shall maintain a separate list of Honorary Members and Honorary Associate Members.

- 5.7 Any Member (other than an Honorary Member or an Honorary Associate Member) wishing to resign from the Squadron shall give notice in writing to the General Manager to that effect on or before the 30th day of April in any year and shall pay all arrears due up to the date of notice.

6 MANAGEMENT COMMITTEE

- 6.1 The management of the Squadron and its affairs shall be vested in a Management Committee of seven (7) Voting Members of the Squadron

comprising three Flag Officers (Commodore, Vice Commodore and Rear Commodore), the Treasurer and three other Voting Members.

- 6.2 The members of the Management Committee shall be elected by secret ballot at the Annual General Meeting of Squadron members to hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election except that no Flag Officer may hold the office of Commodore, Vice-Commodore or Rear-Commodore for more than two consecutive years in each particular office.

Nominations of candidates shall be in writing, signed by the proposer, seconder and nominee, and lodged with the General Manager not later than 28 days prior to the Annual General Meeting. The General Manager shall place the names (and CV's if provided) of all such nominees in a prominent place at the Club House not later than 21 days immediately prior to that meeting. Details of nominations and CV's (if provided) shall be included in the notice convening the Annual General Meeting.

- 6.3 Any period served as an acting Flag Officer shall not be taken into account in determining the term of office of a Flag Officer.
- 6.4 The Management Committee may fill a casual vacancy occurring in the Committee by appointing a person to act in that capacity until an appointment is made at a General or Special General Meeting.
- 6.5 The Commodore is the First Flag Officer. When afloat the Commodore shall control the manoeuvres of the Squadron. The Commodore shall represent the Squadron on official occasions. When present at meetings the Commodore shall take the chair unless the Commodore exercises a discretion to appoint another Voting Member to take the chair at a meeting at which he is present.
- 6.6 The Vice-Commodore is the Second Flag Officer and shall act for the Commodore on such occasions as the latter is absent or unable to act.
- 6.7 The Rear-Commodore is the Third Flag Officer and in the case of absence or inability to act of both the Commodore and Vice-Commodore shall act in their stead.
- 6.8 Each Flag Officer must be a Voting Member and must be the owner of a vessel on the Yacht Register of the Squadron.
- 6.9 At least one Flag Officer should be the owner of a sailing yacht.
- 6.10 Any Flag Officer may during his term of office be temporarily without a vessel.
- 6.11 The **Treasurer** must be a Voting Member, and shall be in charge of all disbursements of the Squadron. The Treasurer shall cause to be kept proper books and records showing the financial affairs of the Squadron according to generally accepted accounting principles and as required by law. The Treasurer should be present at the General Meetings of Members, and shall present thereat a statement showing the financial position of the Squadron, or

shall cause such a statement to be presented by another member of the Management Committee or the General Manager in the Treasurer's absence.

- 6.12 The Management Committee shall meet monthly or more often if necessary to deal with Squadron business. Minutes of all proceedings and resolutions of the committee are to be recorded in books to be kept by the General Manager for that purpose.
- 6.13 A record of attendance by each member at Committee meetings shall be kept and published each year in the Squadron's Annual Report. A member of the Management Committee failing to attend three consecutive meetings without prior written leave of the Committee shall cease to be a member of the Committee.
- 6.14 Any four members of the Management Committee shall form a quorum.
- 6.15 All business coming before the Management Committee shall be decided at meetings of the Committee and a decision of the Committee shall not be valid unless at least four members concur therein. Management Committee meetings may be held by telephone link-up or other contemporaneous audio or audio-visual communication.
- 6.16 The Management Committee may appoint a General Manager and such other employees as it requires for the purpose of carrying out its duties and functions. The terms and conditions of every such appointment shall, subject to any law, be such as the Committee determines and which they shall be entitled to treat as confidential.
- 6.17 The Management Committee may delegate to the General Manager or any other responsible employee any of its powers under this Constitution and may revoke any such delegation.
- 6.18 The Management Committee shall have power to make by-laws for the proper conduct and management of the affairs of the Squadron provided such by-laws be not inconsistent with this Constitution. The power to make by-laws shall include:
 - (1) A power to impose fees and charges for services (including mooring fees) and to provide penalties for breaches of by-laws.
 - (2) A power to define the privileges attaching to any category of membership.
 - (3) A power to regulate any election within the Squadron.

All By Laws in force as at the date of adoption of this clause (namely 1 January 1998) shall remain in force unless repealed or altered at any time by the Management Committee.
- 6.19 The Management Committee may appoint sub-committees and may co-opt Squadron members and other persons to assist with specified tasks and activities.

- 6.20 The Management Committee may appoint a Squadron member to an honorary office to meet a specific need and may terminate any such appointment without giving a reason.
- 6.21 The Management Committee may call a Member, an Honorary Member or an Honorary Associate Member to account for the actions or inactions of that person or of a person introduced to the Squadron by that Member, Honorary Member or Honorary Associate Member.
- 6.22 The General Manager may bring before the Management Committee a Member who has failed to follow a reasonable request or direction by the General Manager or a duly authorised employee of the Squadron on a matter affecting the good conduct and reputation of the Squadron.

7 STANDING COMMITTEES

- 7.1 The responsibility for encouraging and organising activities and functions for members, within the scope of the Squadron's objectives, will rest, unless directed otherwise by the Management Committee, with Standing Committees.

- 7.2 The Standing Committees shall be:

Racing Committee of 8 members
 House and Social Committee of 6 members
 Cruising Committee of 5 members
 Junior Development Committee of 5 members.

All Standing Committee members must be Voting Members of the Squadron except for the Junior Development Committee which shall comprise five (5) adult Squadron members, at least three (3) of whom, including the Chairman, shall be Voting Members.

- 7.3 The Committees shall be elected by secret ballot each year at the Annual General Meeting of Squadron members, except for the Racing Committee, which shall be elected by secret ballot at the annual Racing Skippers and Crews Meeting, upon the vote of Voting Members. This meeting shall be convened before the Annual General Meeting. Half of the members of the Standing Committees shall be elected each year to hold office for two years except where a Committee is of five (5) members when two (2) will stand down one year and three the next.
- 7.4 No Member may be elected to more than one Standing Committee.
- 7.5 A member of a Standing Committee may not be a member of the Management Committee.
- 7.6 Nominations shall be in writing, signed by the proposer, seconder and nominee and lodged with the General Manager not later than 28 days prior to the meeting at which elections are to take place. The General Manager shall place the name of all nominees in a prominent place at the Club House not less than

- 21 days before that meeting. Details shall be included in the notice circulated to Members convening the meeting.
- 7.7 A Member may nominate for more than one Standing Committee but in the event of election, (which at the Annual General Meeting shall be held in the order; House and Social Committee, Cruising Committee, Junior Development Committee) the nomination to any other Standing Committee shall lapse.
- 7.8 The Chairman of each Standing Committee shall be elected by secret ballot each year by the respective committee within one week of the Annual General Meeting. In the event of an equality of voting or the issue not being resolved by a Standing Committee by the expiration of the week allowed for election of its Chairman, the person on the Standing Committee having the longest Voting Membership of the Squadron shall be deemed to be its Chairman.
- 7.9 When an election is held at a General Meeting of Members to fill a vacancy which has occurred within a committee, such election and any necessary ballot shall be held concurrently with any election or ballot then required to fill any other vacancies within that committee; upon such election being completed the Chairman of that general meeting shall determine by lot the person or persons who shall be deemed to have been elected to fill any casual vacancies. A person so elected to fill a casual vacancy shall be deemed to have been elected for the balance of the term of the committee member whom he has then replaced.
- 7.10 A Standing Committee may:
- 7.10.1 Act notwithstanding a vacancy on it;
 - 7.10.2 Fill any casual vacancy by appointing an eligible Member of the Squadron to act in that capacity until the next Annual Meeting of Members at which elections take place for such Committee;
 - 7.10.3 Appoint any of its members to act as an Acting Chairman in the absence or indisposition of the Chairman; and
 - 7.10.4 Co-opt a Member or other person to assist with specified tasks and activities
 - 7.10.5 Appoint a sub-committee.
- 7.11 Members of the Management Committee shall be entitled to attend and speak at meetings of Standing Committees but shall have no power to vote at such meetings.
- 7.12 Standing Committees ordinarily shall meet once each month with such extra meetings as may from time to time be found necessary.
- 7.13 Each Standing Committee shall appoint a member or members as its secretary and its treasurer and shall ensure that proper records and minutes of its proceedings and resolutions are kept. A copy of minutes of each meeting shall

be given to the General Manager as soon as practicable after the meeting for distribution to the Management Committee and to the other Standing Committees.

- 7.14 Each Standing Committee shall carry out the directions of the Management Committee.
- 7.15 Each Standing Committee shall prepare an annual programme and budget for confirmation by the Management Committee and for inclusion of the programme in the Year Book and for notification to Squadron members and other interested parties.
- 7.16 A Standing Committee may recommend to the Management Committee enactment of by-laws required for the proper conduct of affairs within the Standing Committee's area of responsibility.
- 7.17 Standing Committees may request a meeting with the Management Committee for the purpose of presenting matters of concern on which it is considered action by the Management Committee is desirable or necessary.
- 7.18 A Standing Committee may report to the Management Committee any disobedience of rules or the neglect or mismanagement of any yacht or the conduct of any Member or person accompanying or introduced by a Member. The Management Committee shall then conduct such due inquiry as it sees fit. It may, if satisfied that a yacht owner is not complying with or maintaining the general order and discipline of the Squadron, give the said owner twenty-one days' notice to remove the yacht from the Squadron's general premises.
- 7.19 The respective Standing Committees shall each have, unless otherwise directed by the Management Committee, the following general areas of responsibility:
- 7.19.1 the Racing Committee shall be responsible for promoting, organising and conducting yacht racing between Squadron members and with members of other clubs including providing and crewing official boats, appointment of race officials, official measurers, handicappers, safety officers and protest committees and any other matters directly related to the organisation and conduct of racing.
- 7.19.2 the House and Social Committee shall be responsible for promoting and organising social functions and events especially those aimed at encouraging fellowship amongst Squadron members; for advising and assisting the General Manager in overseeing the operations of the dining room and bar; for setting rules for the use of the Squadron's library, recommending acquisitions of publications and for appointing an Honorary Librarian.
- 7.19.3 the Cruising Committee shall encourage and represent the interest of members in cruising.

7.19.4 the Junior Development Committee shall encourage and represent the interests of Junior Members and other young people in yacht racing and related social activities. For this purpose it may appoint a Junior Committee of up to five Junior Members, including a chairman who shall be known as the Junior Captain, for such periods as the Junior Development Committee may determine but not extending beyond the conclusion of the next Annual General Meeting of Squadron members.

8 CONVENTIONS

- 8.1 Conventions will be established within the Squadron to provide a guide to the practices generally to be followed, but it is implicit in this rule that there may be special occasions when it is inconvenient for a convention to be observed.
- 8.2 A General Meeting of Members by resolution may establish as a convention a practice to be observed by Members and may subsequently vary or repeal that convention.
- 8.3 When a convention exists with respect to a practice to be observed at meetings of the Squadron it shall be the duty of the Chairman of a meeting at his discretion to draw the same to the attention of the meeting.
- 8.4 A description of a convention and its relevance may be promulgated to Members through a Squadron Circular, by notices placed in the Club House or by other means, and as determined by the Management Committee.

9 UNIFORMS, FLAGS AND BURGEES

- 9.1 The Male Official Dress (Number 1 Rig) shall be a double breasted navy blue jacket with Squadron buttons, white shirt with black tie, long white trousers with white socks and shoes (not sandshoes or sneakers) and Squadron cap.
- 9.2 The Male Squadron uniform (Number 2 Rig) shall consist of a plain navy blue jacket with Squadron buttons, white shirt and Squadron tie, grey trousers and black shoes.
- 9.3 Whites (Number 3 rig) shall consist of a white shirt with epaulettes with or without Squadron badge, long white trousers with white belt, white socks and white shoes (not sandshoes or sneakers). A navy blue or white Squadron jumper may be worn if desired and a Squadron cap according to direction or circumstances.
- 9.4 The **Squadron cap** shall be a peaked cap with white top and Squadron badge, for both summer and winter.
- 9.5 The **female Squadron uniform** shall consist of a skirt or trousers, blouse and jacket (each of which should be principally white or navy blue), accessories in the colours and style of the Squadron, with scarf and brooch and matching shoes.
- 9.6 The Commodore will determine the Rig of the Day before an official function.

- 9.7 The uniform or official dress may be varied by convention at a General Meeting without the need for formal amendment of this constitution.
- 9.8 Associate Members shall be entitled to wear the uniform and Official Dress of the Club.
- 9.9 Junior Members shall be entitled to wear the uniform and Official Dress of the Club.
- 9.10 The **Squadron Ensign** shall be the blue ensign of Her Majesty's Fleet.
- 9.11 No vessel on the Yacht Register of the Squadron shall fly the blue ensign of Her Majesty's Fleet unless the owner holds a current warrant to do so and is personally present aboard at the time.
- 9.12 Vessels on the Yacht Register of the Squadron not in possession of a warrant to fly the Blue Ensign should while under way and not racing fly the Australian red or blue ensign.
- 9.13 The **Squadron Burgee** shall be a blue pennant with a white cross patee surmounted by the Imperial Crown. The blue ensign must never be worn unaccompanied by the Burgee of the Squadron. The Burgee may be flown alone.
- 9.14 The Burgee of the Squadron may be flown only from vessels on the Yacht Register and when a Member is aboard or in control of the vessel, being only temporarily absent.
- 9.15 The Commodore's Pennant shall be the Squadron Burgee with swallow tail.
- 9.16 The Vice-Commodore's Pennant shall be the Squadron Burgee with swallow tail and with one white ball in the upper inner canton.
- 9.17 The Rear-Commodore's Pennant shall be the Squadron Burgee with swallow tail and two white balls in the upper inner canton.
- 9.18 The Past Commodore's Pennant shall be the Squadron Burgee Rectangular.
- 9.19 The Official Boat Pennant shall be the Squadron Burgee surrounded on the fly by a white border.

10 GENERAL MANAGER AND OTHER EMPLOYEES

- 10.1 The principal salaried employee of the Squadron shall be the General Manager, who shall have unless otherwise directed by the Management Committee, authority over all other persons employed by the Squadron.

The General Manager shall be accountable to the Management Committee and shall be invested with such powers and responsibilities as may be specified by the Management Committee.

- 10.2 The General Manager shall keep suitable records of all matters affecting the Squadron, including minutes of all official meetings. Unless on leave, the General Manager shall attend all meetings of the Management Committee, and the General, Special General and Annual General Meetings of Members. The General Manager shall deal with the correspondence of the Squadron, attend to the management of the Squadron's general premises; and will see that all instructions from the Management Committee are duly carried out.
- 10.3 The General Manager shall maintain financial records according to the directions of the Treasurer.
- 10.4 The General Manager shall ensure that he maintains up-to-date records, with special reference to the Members Register, the Yacht Register and the Register of Racing Yachts, together with such other information as directed by the Management Committee. Such lists may be perused by Members on request.
- 10.5 The General Manager shall post to all Members on the Members Register the Squadron Circular, the Year Book, notices of meetings and the like.
- 10.6 No payment, part payment or gift to the General Manager or other employees of the Squadron shall be made or accepted by way of commission or allowance from or upon the receipts of the Squadron for liquor or any other material or service supplied to the Squadron.
- 10.7 No employee of the Squadron shall accept from a Member a gratuity or gift, including liquor.
- 10.8 No person under eighteen years of age shall be employed by the Squadron in the provision of alcoholic liquor.
- 10.9 A Member who is reimbursed by the Squadron shall not thereby be deemed to be an employee of the Squadron.

11 FINANCIAL AUTHORITIES, SEAL AND PUBLIC OFFICER

- 11.1 There shall be a Seal of the Squadron, of which the Flag Officers for the time being shall be Seal Holders.
- 11.2 The Seal of the Squadron shall be affixed to an instrument only by authority of a resolution of the Management Committee, and in the presence of a Seal Holder and the General Manager, who shall sign every instrument to which the Seal shall be so affixed. In the absence of the General Manager another Seal Holder may sign in his stead.
- 11.3 The General Manager shall be the Public Officer of the Squadron.
- 11.4 Acting on the advice of the Treasurer, the Management Committee shall authorise the opening, operation and closing of accounts with banks and other financial institutions, matters relating to investments and realisation of securities and the like.

- 11.5 No such account shall be operated, and no investment activity undertaken, unless so authorised.
- 11.6 All such accounts and instruments shall require two signatures. Only persons authorised by the Management Committee may be signatories to any financial transaction of the Squadron.
- 11.7 Unless requested otherwise, all moneys received shall be acknowledged by receipt, and shall be paid into the Squadron's banking or other financial account as directed by the Treasurer.
- 11.8 The Management Committee shall appoint an Auditor of the Squadron's financial affairs, who must be duly qualified for the purpose.
- 11.9 The Squadron's **financial year** shall finish on the 30th day of April in each year.
- 11.10 At the conclusion of each financial year, the Treasurer shall be responsible for presentation to Members of audited annual accounts which will be prepared in accordance with currently accepted accounting practices.
- 11.11 Any Annual General, General or Special General Meeting of the Squadron may by resolution authorise the Management Committee to sell, mortgage or otherwise charge any portion of the real and personal property of the Squadron over a value to be determined by a General Meeting in such manner and for such purposes as may by such resolution be determined; provided that not less than seven days' previous notice in writing of the intention to move such resolution shall have been given to each Voting Member whose name is current on the Members Register.
- 11.12 Property having a value less than the value fixed in accordance with the preceding clause may be sold on the authority of the Management Committee.
- 11.13 Trading stock may be bought and sold in the usual course of trading.
- 11.14 When a proposal involving **major capital expenditure** by the Squadron is to be put to a meeting of Members, financial details of that proposal (ie. the costs of the proposal, the method of payment of those costs and the method of recovery of those costs) shall be circulated in writing to each Member whose name is current on the Members Register not less than seven days before the meeting at which the proposal is to be considered.

12 SUBSCRIPTIONS AND FEES

- 12.1 The **entrance fees and annual subscriptions** for all categories of Membership (other than for Life Members, Absent Members, Honorary Members, and Honorary Associate Members) shall be as fixed from time to time by a General Meeting of Members.
- 12.2 The annual subscription of a newly elected Member shall be payable within one calendar month of election.

- 12.3 Annual subscriptions thereafter shall become due and payable in advance on the first day of May in each year.
- 12.4 The Annual Subscriptions for new members shall be calculated on a pro rata basis.
- 12.5 Any Member, who fails to pay the annual subscription within three months after it becomes due, may, at the discretion of the Management Committee, be struck from the Members Register, and thereupon shall cease to be a Member of the Squadron. Any such Member shall nevertheless remain obligated to the Squadron for any unpaid accounts, including subscriptions and fees. Reinstatement to membership may be made on payment of all outstanding fees and subscriptions plus 25% of the annual subscription applicable.
- 12.6 When an Intermediate Member turns 23, the ordinary Membership entrance fee shall be applicable, but such fee shall be reduced by one fifth for every year of continuous financial Intermediate Membership.
- 12.7 A financial Intermediate Member attaining the age of 23 years during a financial year shall, on transfer to another form of Membership, be granted appropriate Membership status, without any further subscription being payable in respect of that financial year.
- 12.8 Any Intermediate or Country Member, who is owner or part owner of a yacht moored in the Squadron basin, allocated dry sailing space, or raced in a senior class, shall pay the full annual subscription fee payable by a Senior Member or the full fee of Family Membership.
- 12.9 A Junior Member on attaining the age of 18 years shall cease to be a Junior Member of the Squadron.

If such a person shall desire to become an adult Member, he or she must be elected in accordance with this constitution, provided that a Junior Member nominated for Membership within one month of reaching the age of 18 years, who has been a Junior Member for at least two years, shall not, if subsequently elected, be called upon to pay any entrance fee to the Squadron.

- 12.10 On the election of each new Member, the General Manager shall notify that person in writing of election, provide a copy of the constitution and by-laws to the new Member, and shall state the amount of the entrance fee and annual subscription (as applicable) which must be paid within one month from the election of the candidate.

On payment of the entrance fee and annual subscription, the new Member shall be enrolled on the Members Register.

No person shall be considered or described as a Member of the Squadron until such fees are paid.

- 12.11 Honorary Members, Honorary Associate Members, Life Members, and Absent Members shall not be liable to pay any annual subscription.
- 12.12 A duly accredited financial member of any Yacht Club or Squadron (which in the opinion of the Management Committee has reciprocal provisions and is of status equivalent to that of the Squadron) may be admitted as a Member without the payment of an entrance fee.
- 12.13 The annual subscription for any Long Service Member having not less than forty years Membership of the Squadron shall be reduced to one half the applicable subscription. For a Long Service Member having not less than fifty years Membership of the Squadron, the annual subscription shall be 10% of the applicable subscription otherwise payable.
- 12.14 The Treasurer, with the approval of the Management Committee, may remit to such extent as he shall think fit the annual subscription payable by any Member (other than a boat owner) who currently holds a Commonwealth Social Security Pensioner Card and who has been a Member of the Squadron for a continuous period in excess of 10 years.
- 12.15 Interest may be charged on accounts of Members overdue beyond 90 days from the due date for payment, at a rate of interest to be determined by the Management Committee.
- 12.16 Where by reason of changed circumstances a Member elects to transfer with the approval of the Management Committee to an alternative class of membership, there will be no refund of any membership fees already paid.

13 VOTING POWERS AND MEETINGS

- 13.1 **Voting Members:** The following membership classifications of the Squadron shall have the power to vote at Squadron meetings and on Squadron issues, namely Senior Members, Intermediate Members, Life Members and Family Members. In order to exercise their voting rights, other than as covered by clause 13.3 below, such Members shall be financial members at the time when they vote.
- 13.2 In the case of Family Membership, only one adult may exercise a vote in accordance with rule 4.4.3. A person included within a Family Membership who is not an adult may not exercise a vote.
- 13.3 A Member who has been granted partial remission of subscriptions or fees or a variation of payments may exercise a vote according to the eligibility applying as if there had been no such remission or variation.
- 13.4 Associate Members, Crew Members, Daily Crew Members, Corporate Members, Absent Members, Ex Officio Members, Honorary Members and Honorary Associate Members do not have the power to vote.
- 13.5 The power to vote at a General Meeting or Special General Meeting shall be confined to **Voting Members present and voting.**

- 13.6 The Annual General Meeting of the Squadron shall be held within five months of the end of the Squadron's financial year.
- 13.7 **General Meetings** of Members shall be held at such time and place as may from time to time be appointed by the Management Committee. They will ordinarily be held quarterly. References in this constitution to "General Meetings" include Annual General Meetings.
- 13.8 The General Manager shall call a **Special General Meeting** when directed by the Commodore, or upon receiving a requisition signed by not less than four members of the Management Committee or twenty Voting Members of the Squadron, specifying the object of the proposed meeting.
- 13.9 A General or Special General Meeting shall have the power of filling a vacancy that may occur in the Management Committee provided that seven days notice in writing of such intended election shall have been given to each Member whose name appears on the Members Register. A person so elected to fill a casual vacancy shall be deemed to have been elected for the balance of the term of the Officer whom he has replaced.
- 13.10 At a Special General Meeting no business shall be transacted other than that specified in the notice convening such meeting.
- 13.11 In any contested election a vote shall not be invalid because a person did not vote for as many candidates as there were vacancies.
- 13.12 The General Manager shall ensure that minutes are kept of all General Meetings and Special General Meetings, which shall be confirmed at the next Annual or General Meeting. The General Manager shall allow Members to peruse minutes of General Meetings and Special General Meetings.
- 13.13 Except in a case of special urgency or when the provisions of clause 21.2 apply at least seven days notice shall be given of the calling of a General Meeting of Members including a Special General Meeting.

14 RULES AND PROCEDURES AT MEETINGS

- 14.1 Motions and amendments may be proposed and seconded only by Voting Members.
- 14.2 No discussion on a matter to be resolved by vote shall take place except on a motion or amendment, moved and seconded, and put in writing if so demanded by the Chairman.
- 14.3 Only one amendment shall be entertained at one time. If an amendment varying the motion be carried, it shall become the substantive motion, and the original motion then lapses. It will be competent, whether the amendment be carried or not, to receive other amendments, one at a time, to be decided in like manner until the subject is finally disposed of.

14.4 No Voting Member shall propose more than one amendment upon a motion, and no person shall speak more than once upon either motion or amendment, except the mover of the motion, who shall be entitled to make a final reply, unless prevented from doing so by passage of a motion “that the question be put”. Thereupon all discussion shall cease, and the question shall be put.

A Voting Member seconding a motion or amendment without remarks shall not be held to have spoken thereon.

14.5 An amendment to the effect “**that the question be now put**” shall be moved only by a Voting Member who has neither proposed nor seconded the motion or amendment and who has not spoken thereon.

Such an amendment shall take precedence over all matters before the meeting, including any attempt to raise points of order. **No discussion shall be allowed thereon**, and the Chairman shall forthwith present that amendment for immediate vote.

If that amendment be passed, the Chairman shall forthwith present the matter before the meeting to immediate vote, and in this situation there is no right of the mover of the prior motion or amendment to final reply.

14.6 Non voting Members and visitors introduced to a meeting by Members may speak only at the discretion of the Chairman.

14.7 The General Manager shall ensure that **ballot papers** for the election of members of the Management and Standing Committees and proposals to be resolved by secret ballot are issued only to Voting Members.

14.8 A Member, with the consent of the Chairman, may offer an explanation of any particular expression used, but must be confined strictly to such.

14.9 Any subject that may once be settled by vote cannot be again entertained at the same meeting.

14.10 Unless otherwise specified in this constitution a matter proceeding to a vote may be resolved by **show of hands**. A meeting may resolve by majority vote to resolve a matter by secret ballot or by formal division. There shall be no record kept of the vote of any individual Member.

14.11 The Chairman shall nominate such persons as he thinks fit to act as **scrutineers**, the minimum number being two. In the case of a disputed return by the scrutineers, the meeting may by majority vote determine to conduct a second vote, the result of which shall be declared by the Chairman to be final.

14.12 On all questions, and during all discussions, the person speaking shall address the meeting through the Chairman, and shall be standing.

14.13 In all cases where a **point of order** is raised, the Member raising the same shall state the point of order clearly and distinctly, and if a Member be speaking at the time that the point of order is raised, that Member shall be seated until the

point of order is decided. The Chairman shall decide the matter promptly. Any discussion on a point of order shall take place only by way of formally and duly moved motion or amendment.

- 14.14 The **interpretation** of these rules and of procedures to be followed at any meeting shall, in the first place, be left to the Chairman. Any Member present may require the Chairman to submit the question of interpretation to the Meeting, by way of formal motion duly proposed and seconded by Voting Members.

If the decision of a majority of two-thirds of the Voting Members present and voting be adverse to the opinion of the Chairman, then the Chairman must submit to such decision. There shall be no power in this situation to amend this constitution other than as provided therein.

- 14.15 In all cases not herein provided a last resort shall be had to the ordinary rules of debate.
- 14.16 At all Meetings the Chairman shall have a casting vote only except at Management Committee Meetings when the Chairman shall have a deliberative vote only.

15 QUORUM

A quorum shall be constituted as follows:

- 15.1 At an Annual General Meeting 15 Members eligible to vote.
- 15.2 At a General or Special General Meeting 10 Members eligible to vote.
- 15.3 At a Special General Meeting to consider the expulsion of a Member 20 Members eligible to vote.
- 15.4 The Association may be would up for in the manner provided for in the act
- 15.5 At Standing Committee Meetings:
- | | |
|--------------------|---|
| Racing | 3 |
| House and Social | 3 |
| Cruising | 3 |
| Junior Development | 3 |

16 GENERAL PREMISES

- 16.1 The general premises includes the grounds, pool and Club House situated at 161 Oliver Rogers Road, Outer Harbor, and shall be under the day-to-day jurisdiction of the General Manager according to policy directions issued by the Management Committee. The General Manager has authority to take such action as he thinks fit concerning the security of the general premises, yachts, property brought to the general premises by Members and by others, and related matters, including appointment of employees to act on his behalf on such matters.

17 CLUB HOUSE AND LICENSED PREMISES

- 17.1 The Management Committee shall take such action as is required to comply with the **Liquor Licensing Act 1985**. All Members, employees and other persons allowed access to the Licensed Premises shall at all times abide by the requirements of that act, including accepting relevant directions from employees.
- 17.2 The **Licensed Premises** shall be as determined by the Liquor Licensing Commissioner, which at his direction does **not** include water under the jurisdiction of the Squadron.
- 17.3 No person under the age of eighteen years shall purchase, consume or serve alcohol on the Licensed Premises.
- 17.4 The Club House shall be open at such times as are directed by the Management Committee.
- 17.5 The Management Committee may direct that part or all of the Club House shall be open only to persons authorised by the Management Committee, and may also direct the General Manager to close all or part of the Club House.
- 17.6 A Member or an Honorary Associate Member may introduce **visitors** to the general premises of the Squadron, for whose conduct he or she will be responsible and accountable.
- 17.7 An Honorary Member may, with the permission of the General Manager, introduce visitors for the day of visit only, for whose conduct he or she will be responsible and accountable.
- 17.8 The **standards of dress** applying in the Club House shall be determined by the House and Social Committee. The General Manager or an employee at his direction may require a person not considered to meet acceptable standards of dress to leave or not to enter that part of the Club House determined by the General Manager.

18 YACHTING RULES

- 18.1 The General Manager shall maintain a **Yacht Register**, in which shall be recorded details of all yachts accepted by the Management Committee as being vessels of the Squadron. To achieve this every Member who owns a yacht shall furnish to the General Manager such information as may be required.
- 18.2 No yacht shall be admitted to any of the privileges of the Squadron until accepted for the Yacht Register.
- 18.3 The owner of a yacht duly entered on the Yacht Register shall, on application to the General Manager, receive the Squadron Certificate in Form D of the schedule hereto, signed by the Commodore and General Manager.

- 18.4 Any yacht, which in the opinion of the Management Committee is unfit, shall be not placed on nor be permitted to remain on the yacht register.
- 18.5 No yacht belonging to **more than one owner** shall be placed on the Yacht Register unless each part-owner is a Senior Member, Intermediate Member, Life Member or a Family Member.
- 18.6 Yachts owned by Junior Members may be placed on the Yacht Register, and enter for and compete in the races of the Squadron notwithstanding the preceding rule.
- 18.7 Junior Members may steer yachts in any of the races of the Squadron.
- 18.8 All Squadron races and all yachts sailing therein shall be under the direction of a Race Officer appointed by the Racing Committee. Decisions of the Racing Officer should be made to not benefit any one boat or enable a boat to win a race by means other than by the Racing Rules of Sailing.
- 18.9 No yacht shall be allowed to participate in any Squadron race, whose owner or owners are not financial members of the Squadron, or for races open to other clubs are not fully financial members of their clubs, unless the Racing Committee has applied to and received dispensation from the appropriate authority for such races or the person has applied for and received dipensation from the Racing Committee for a particular race(s).

19 COMMERCIAL ACTIVITIES

- 19.1 Commercial activities may be undertaken on the Squadron's premises with the approval of the Management Committee.
- 19.2 In approving such activities the Management Committee shall consider: the benefits to the Squadron that are likely to spring from the activity, the likely acceptability of the activity to Members, and the capacity and willingness of the venture to contribute what the Management Committee considers to be a fair share of the Squadron's operating costs.
- 19.3 Should an objection to any existing or planned commercial activity, signed by five Voting Members, be submitted to the General Manager, the Management Committee shall take the matter to a General Meeting, where a majority of Voting Members present shall determine whether the activity is acceptable.

20 THIRD PARTY INSURANCE

- 20.1 The Management Committee may make rules with respect to the establishment, operation and modification of a scheme of Third Party Insurance, and to define the obligations of yacht owners thereunder.
- 20.2 The Management Committee is authorised at its discretion to require each yacht owner to participate in a scheme of Third Party Insurance (involving a recognised Insurance Company or recognised Insurance Companies) in respect of risks relating to the mooring, operation and ownership of vessels, and to

require such yacht owner to pay to the Squadron or otherwise the cost of insurance premiums relating to the vessel for which the owner is responsible.

20.3 Except when the Management Committee otherwise directs, unless a vessel is subject to current Third Party Insurance cover in accordance with such Insurance scheme as may for the time being be in operation in accordance with this rule, no person shall be entitled:

20.3.1 To maintain the vessel on the Yacht Register;

20.3.2 To bring into or keep the vessel in the Squadron general premises;

20.3.3 To make use of the vessel to participate in races of the Squadron;

20.3.4 To enjoy the privileges of a yacht owner within the Squadron with respect to the vessel; or

20.3.5 To make use of the Squadron's slipways and hard-standing areas in respect of the vessel.

21 SQUADRON CIRCULAR

21.1 The Squadron Circular is the formal means of written communication with Members, and includes the Year Book and any document which in the opinion of the Management Committee contains information which needs to be brought to the attention of Members.

21.2 It shall be sufficient for notification to Members to be by way of a Squadron Circular.

No Member may claim disadvantage of being unaware of such information through not having received a Squadron Circular which has been posted to the address provided to the General Manager by the Member not less than seven days before a meeting or other event affecting Members. The onus lies with Members to notify the General Manager of any change in postal address, this includes the use of electronic means of communication.

22 ALTERATION OF CONSTITUTION AND REPEAL OF PREVIOUS CONSTITUTION AND RULES

An alteration to this Constitution shall be made only in accordance with the following:

22.1 A Voting Member wishing to propose any alteration to this constitution shall give notice in writing to the General Manager, stating the nature of such alteration. A motion to accept the proposed alteration shall be moved at the next General Meeting of Members held not less than 5 weeks after the receipt of such notice by the General Manager, when, if seconded, a ballot shall be taken thereon, and to effect the proposed alteration, the number voting for it must be at least three quarters of the votes cast, any smaller number being a negative.

- 22.2 A copy of such notice and proposed motion as described above, must be posted so that it would ordinarily be delivered to every Member resident in South Australia at least 21 days before the General Meeting at which such proposal is to be moved.
- 22.3 Such alteration to the Rules, if agreed upon, to have effect forthwith, unless otherwise specified in the said alteration.
- 22.4 All former rules are repealed, but this repeal shall not prejudice or affect anything already done or commended, or relieve any person from any penalty or forfeiture.