

UNDERWATER EXPLORERS' CLUB OF SOUTH AUSTRALIA (Inc)

CONSTITUTION

4 August 2021



Founded 30th September 1955

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1. NAME

- 1.1 The name of the incorporated association shall be the "Underwater Explorers' Club of South Australia Inc" and is hereinafter in this constitution referred to as "the Club".

2. INTERPRETATION

- 2.1 In this constitution "the Act" means the Associations Incorporation Act 1985 (South Australia).
2.2 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of the Legislation Act 1984 and the Act as in force from time to time.

3. OFFICE

- 3.1 The Office of the Club shall be the residential address of the Public Officer or at such other place as the Committee shall determine and publish to the Members.
3.2 The postal address of the Club shall be as the Committee may from time to time determine.

4. OBJECTIVES

The objectives of the Club are as follows –

- 4.1 To foster recreational scuba diving in all its aspects.
4.2 To advance the sport of recreational scuba diving both in this Club and in clubs of a similar nature.
4.3 To protect the environment and uphold any legislative requirements.

5. POWERS

The powers of the Club are as follows –

- 5.1 To establish a set of By- Laws regarding the operation and management of the Club.
5.2 To collect and raise funds for the objectives listed above, in accordance with the Constitution and By-Laws of the Club.
5.3 To produce such publications as are deemed to be needed to achieve the Club's objectives, in accordance with the Constitution and By-Laws of the Club.
5.4 To plan and organise conferences, seminars and other activities as are needed to achieve the Club's objectives.
5.5 To subscribe to, become a member of and co-operate with any other association and/or organisation, whether incorporated or not, whose objectives are altogether or in part similar to those of the Club, provided that it is a club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Clause 6.
5.6 In furtherance of the Objectives of the Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid for the members of the Club or persons frequenting the Club's premises.
5.7 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of or capable of being conveniently used in connection with any of the Objectives of the Club, provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
5.8 To enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the Objectives and the exercise of Powers of the Club; to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
5.9 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Club.
5.10 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Incorporated Club, or in or about the Incorporated Club or promotion of the Incorporated Club or in the furtherance of its Objectives.
5.11 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

- 5.12 To invest and deal with the money of the Club not immediately required in such a manner as may from time to time be thought fit.
- 5.13 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 5.14 In furtherance of the Objectives of the Club to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of moneys or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 5.15 To borrow or raise money either alone or jointly with any person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Incorporated Club's property or assets present or future and to purchase, redeem or pay off any such securities.
- 5.16 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments as determined by the committee from time to time.
- 5.17 In furtherance of the Objectives of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- 5.18 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Club, or be money due to the Club from purchasers and others.
- 5.19 To take any gift of property whether subject to any special trust or not for anyone or more of the Objectives of the Club.
- 5.20 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise.
- 5.21 In furtherance of the Objectives of the Club, to amalgamate with any one or more Incorporated Associations having Objectives altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 6.
- 5.22 In furtherance of the Objectives of the Club, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the Incorporated Associations with which the Club is authorised to amalgamate.
- 5.23 In furtherance of the Objectives of the Club, transfer all or part of the property, assets, liabilities and engagements of the Club to any one or more of the Incorporated Associations with which the Club is authorised to amalgamate.
- 5.24 Subject to the provisions of this constitution, the Committee shall have the power, subject to confirmation of Members at a General meeting from, time to time to make, alter or repeal all such By Laws as they may deem necessary or convenient for the proper conduct and management of the Club.
- 5.25 The Committee may from time to time by resolution appoint or remove or delegate any of its powers to any sub-committee consisting of three or more Members as it may determine and regulate the duties and procedure of all such sub-committees.
- 5.26 Any Committee person may at any time be removed from office by resolution passed at a duly constituted meeting of the Members of the Club where twenty percent of Members entitled to vote shall form a quorum.
- 5.27 Any two Committee members will be authorised to sign cheques or conduct electronic banking transactions. Any two of the authorised signatories must sign such cheques or authorise such transactions.
- 5.28 The Committee may appoint a representative to officiate at non diving activities of the Club.
- 5.29 The Committee shall have the right to enter into, make or complete any contract or expend money for or on behalf of the Club to an amount of 50 percent of total Club funds held without the consent and authority of a General Meeting.

6. FINANCES AND PROPERTY

- 6.1 Persons who by authority accept or incur any pecuniary liability on behalf of the club shall be held indemnified against any personal loss in respect of such liability.
- 6.2 The assets and income of the club shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to members of the club except in bona fide compensation for services rendered or expenses incurred on behalf of the club, in accordance with the Constitution and By- Laws of the club.

7. MEMBERSHIP

- 7.1 Membership shall comprise Full Members, Social Members and Life Members.
- 7.2 The club has the power to grant Life membership to members who have made a major contribution to the club. Life Membership confers permanent membership rights to the recipient. The Committee shall determine the procedure for conferring Life membership in accordance with the Constitution and By-Laws of the Club. Life Members shall be deemed to be financial Members.
- 7.3 The number of members shall be unlimited.
- 7.4 Every person seeking to become a financial Member of the club shall carry out the following procedure:
 - (a) Make application in writing to the Committee on the prescribed form or in such a manner as the Committee may from time to time decide indicating the type of membership desired, and
 - (b) Pay the relevant annual subscription, and
 - (c) Be accepted for Membership by the Committee at a meeting of the Committee
- 7.5 Full Membership applies to all persons over the age of eighteen years who are actively engaged in the sport of recreational scuba diving and have paid the full membership subscription.
- 7.6 Social Membership is available to persons over the age of eighteen years who have a social interest in the club and have paid the social membership subscription.
- 7.7 Any Member in arrears for greater than two calendar months of the prescribed due date with their annual subscription shall immediately cease to be a member and shall be required to re-apply for membership in accordance with Clause 7.4.
- 7.8 All financial Members shall be entitled to a single vote to be cast in person on any matter at General Meetings, Special General Meetings and Annual General Meetings.
- 7.9 Any financial Member of the Club shall be entitled to nominate for any position on the Committee, with full voting rights.
- 7.10 Every Member shall comply with the Constitution and By - Laws of the Club.
- 7.11 No Member, without the sanction of the Committee shall be authorised to represent the Club in any way, or affix their name to any document (including any letter) relating to the affairs of the Club.
- 7.12 At all times Members shall act in a manner that would bring credit to the Club.

8. MEMBERSHIP SUBSCRIPTION

- 8.1 Membership subscriptions shall be determined at the Annual General Meeting of the Club and incorporated in the By - Laws of the Club.
- 8.2 The annual membership subscription shall become due on the first day of July in each year.
- 8.3 Any Member who joins after the first day of March shall be financial from the time of joining until the first day of July in the following year. Any Member who pays their membership subscription after the first day of July but before the first day of March in the following year shall only be financial for the current financial year.

9. VISITORS

- 9.1 Visitors over the age of eighteen years may attend and participate in Club activities provided they are invited to attend the said activity by a Member of the Club. Visitors at these activities shall be bound by the Constitution and By - Laws of the Club.

10. COMMITTEE

- 10.1 Subject to the provisions of the Act and of any resolution of the Members at a General Meeting, the management of the Club shall be vested in the Committee.
- 10.2 The Committee shall meet no less than 5 times per year.
- 10.3.1 The Committee shall consist of a minimum of four Committee Members, who shall determine responsibility for roles to deal with all matters, including, but not limited to, chairing of meetings, secretarial and financial matters.
- 10.3.2 The Committee may at its discretion appoint up to a maximum of 3 financial members to any other position deemed necessary or appropriate to properly manage the clubs affairs in accordance with the By-Laws of the Club, who shall remain as committee members for such period as determined by this constitution or the committee but in any event only until the next Annual General Meeting following the appointment.
- 10.4 The Committee shall be elected annually at the Annual General Meeting and a retiring Committee Member shall be eligible for re-election.
- 10.5 Any candidate for the Committee shall be nominated and seconded in writing by two financial Members of the Club prior to the Annual General Meeting or be present and nominated and seconded at that meeting. If there shall be a greater number of candidates than are required, an election shall be held and decided by secret ballot.

- 10.6 Any Club Member who is eligible to serve as a Committee member may give notice in writing to the Committee before an election is to take place of their willingness to accept nomination for any or all Committee positions.
- 10.7 Three Members of the Committee shall form a quorum at any Committee meeting.
- 10.8 Committee Members present shall appoint one of their number to be Chairperson of the Committee meeting.
- 10.9 The Club, at any general meeting at which a Committee Member retires, may fill the vacated office.
- 10.10 Committee vacancies unfilled or arising may be filled by the Committee by co-opting members for the unexpired remainder of the term.
- 10.11 The position of any Member of the Committee who is absent from four consecutive committee meetings without leave or in the opinion of the majority of the Committee, without a reasonable excuse shall become vacant.
- 10.12 (a) The Committee shall appoint one of its number as Chairperson to chair meetings.
 (b) The Chairperson shall authorise all statements for publication or general release to the public as agreed upon by the Committee and
 (c) The Chairperson shall call Special General Meetings of the Club.
 (d) The Committee may arrange for the presentation of an annual report of the activities of the Club.
 (e) At any meeting all motions shall be passed by a majority to succeed.
- 10.13 Left blank intentionally
- 10.14 The Committee shall,
 (a) Cause records to be kept of the Club including the Constitution and By-Laws and policies, records of members, a register of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Club.
 (b) Be responsible for the notification and organisation of the meetings of the Committee and of the Club, for recording the minutes of the proceedings of the Committee and of the Club.
 (c) Attend to all correspondence of the Club.
 (d) Be responsible for arranging or monitoring the booking of accommodation requirements and other venues as required for club activities from time to time.
- 10.15 The Committee shall arrange for one of its number to be responsible for the receipt of all monies of the Club and for the payment of all accounts of the Club as directed by the Committee.
- 10.15.1 The selected Committee member shall,
 (a) cause monies received to be paid into an account authorised by the Committee in the name of the Club and
 (b) Keep accurate records of all receipts and expenditure in a manner acceptable to the Club and
 (c) Present a statement of account to each meeting of the Committee and a statement audited during the month preceding the Annual General Meeting for presentation at that meeting and
 (d) Arrange an audit of all books and records of the Club and
 (e) Keep a list of Members and ensure that they are advised of any fees or monies due to the Club and
 (f) Advise the committee and nominated dive officers as and when memberships cease, who is financial and who has provided the necessary annual waiver.
- 10.16 A Committee Person shall be responsible for any matters as requested and directed by the Committee.

11. GENERAL MEETINGS

- 11.1 General meetings of the Members of the Club shall be held no less than four times each year, and may be held in person or other means, including video conferencing or via conference calls.
- 11.2 At any General meeting of the Club, twenty percent of Members entitled to vote shall form a quorum.
- 11.3 A Special General Meeting shall be called within 28 days of receipt of a directive of the Committee or a written request by not less than 6 Members entitled to vote specifying the business to be conducted at the meeting.
- 11.4 Voting shall be by show of hands except that,
 (a) Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.
 (b) At any meeting if three Members request a secret ballot, it must be held.
- 11.5 Left blank intentionally
- 11.6 Any Member may submit a resolution of special business in writing to any General Meeting provided that not less than fourteen days' notice is given.
- 11.7 All discussions at General Meetings or Committee Meetings shall be governed by the usual rules of debate and subject to Committee Clause 10.12(e)
- 11.8 Every Member entitled to vote shall have one vote.
- 11.9 Votes must be given in person and no proxy votes shall be accepted.
- 11.10 Only financial members shall be entitled to vote.

12. THE ANNUAL GENERAL MEETING

- 12.1 Unless otherwise determined by the Members of the Club in a General Meeting, the Annual General Meeting of the Club shall be held in the month of June of each year.
- 12.2 The Members present shall appoint a Chairperson who shall undertake the responsibilities and duties with respect to controlling the Annual General Meeting.
- 12.3 At the Annual General Meeting the yearly reports and the balance sheets of the Club shall be presented by the outgoing Committee.
- 12.4 At the Annual General Meeting the new Committee for the following year shall be elected. (Clause 10.3.1 shall apply).
- 12.5 The election of officers of the Committee shall be held in such a manner as the Chairperson directs.
- 12.6 Votes must be given in person and no proxy votes shall be accepted.
- 12.7 Only financial members shall be entitled to vote.

13. CUSTODY OF RECORDS

- 13.1 Except as otherwise provided in this constitution, the Committee shall keep and control all books, documents and securities of the Club.
- 13.2 All such books, documents and securities shall be available for inspection by Members of the Club upon reasonable notice to the committee.

14. PUBLIC OFFICER

- 14.1 The Committee shall appoint a Public Officer.
- 14.2 The Public Officer shall exercise and observe all powers, rights and obligations conferred or imposed upon the Public Officer under the provisions of the Act.
- 14.3 The Public Officer may at any time be removed from office by the Committee and another appointee appointed in their stead, without any reason being assigned therefore.

15. SERVICE OF NOTICES

- 15.1 For the purpose of these conditions and rules, a notice may be served by or on behalf of the Club upon any Member either personally or emailed to the Members email address shown in the register of members or by sending it by post to the Member at the last known Member's address shown in the register of members.
- 15.2 Where a document is properly addressed, emailed or, pre-paid posted to a person as a letter, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

16. AMENDMENT OF CONSTITUTION

- 16.1 This constitution may be repealed, altered or amended by resolution of three quarters of Members present and entitled to vote at a General Meeting of which not less than twenty-eight days written notice of the proposed repeal, alteration or amendment has been distributed to all Members.

17. INDEMNITY

- 17.1 Every Committee Member for the time being of the Club shall be indemnified out of the assets of the Club in respect of all acts and things done or omitted by them in good faith and without negligence, wilful default or misconduct in connection with the management of the Club in pursuance of its purpose and with respect to any act or thing done, omitted or neglected under the direction of or with the approval of the Committee.

18. DISSOLUTION

- 18.1 In the event of the Club being wound up any assets remaining after the payment of all debts and liabilities of the Club will only be transferred to such funds, authorities or institutions which have similar objectives.
- 18.2 The Club shall not be dissolved except by approval of not less than three quarters of the Members present and entitled to vote at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all Members.

19. RESIGNATION AND EXPULSION OF MEMBERS

- 19.1 An individual shall immediately cease to be a Member of the Club if:
- (a) the individual fails to pay the prescribed membership subscription by the prescribed date.
 - (b) acts in ways which are deemed by the Committee to be inconsistent with or prejudicial to the interest of the Club and are notified as such in writing by a Committee member on behalf of the Committee.
- 19.2 In such circumstances, Members have a right of appeal:
- (a) Any Member who feels aggrieved by any decision of the Committee under Clause 19.1, may give notice in writing within one calendar month from the date thereof, to appeal against any such decision to a Committee Meeting.
 - (b) Such notice shall state the ground of the appeal and such appeal shall be heard at a Special General Meeting to be held not later than two months from the giving of such notice to the Committee
 - (c) On hearing of any such appeal the Member who feels aggrieved shall be afforded a full opportunity of being heard.
 - (d) Until the hearing of any such appeal the decision of the Committee shall have full force and effect.
 - (e) The decision of the Special General Meeting shall be final.

20. PATRON

- 20.1 Members may at a General Meeting, appoint a Patron.
- 20.2 The Patron will remain in this position unless otherwise determined by the Patron or the Club.
- 20.3 The Patron at the discretion of the Committee will be re-invited to retain their position within one calendar month of the Annual General Meeting.

21. PUBLIC RELATIONS OFFICER

- 21.1 A person may be appointed by the Committee from among the Members of the Committee to perform the Public Relations role.

22. AUDITOR

- 22.1 At each Annual General Meeting, the members shall appoint a person to be Auditor of the Club.
- 22.2 The Auditor shall hold office until the next Annual General Meeting and be eligible for re-appointment.
- 22.3 If an appointment is not made at the Annual General Meeting, the Committee shall appoint an auditor for the current financial year.

23. CLUB DIVING ACTIVITIES

- 23.1 All dives of the Club shall be officiated by a Dive Safety Officer and a Dive Leader.
- 23.2 The following officers who shall be appointed by the Committee before the dive :-
- (a) Dive Safety Officer who shall have absolute control over the dive and shall make the decision on whether an individual or the Club shall dive when they consider there to be a risk to the safety of the individual or the Club.
 - (b) Dive Leader who shall be responsible for the safe, efficient conduct of the dive and shall appoint buddy pairs and boat crews .
- 23.3 If a Member appointed to officiate at a dive, does not arrive to perform their duties the remaining officers shall appoint a replacement from the Members of the Club present at the dive.
- 23.4 No Member or visitor may take part in a Club dive unless they have the experience deemed necessary by the Dive Safety Officer and the Dive Leader and have the appropriate equipment and qualifications deemed by the By-Laws of the Club as necessary for the Club dive.
- 23.5 Every person participating in a club dive shall either;
- (a) Be a full financial member of the Club, or
 - (b) In the case of a member who has not provided the necessary annual waiver, be required to sign a waiver as a visitor, or
 - (c) In the case of a visitor, sign a diving waiver as a visitor, before taking part in any dive of the Club.

24. APPLICATION OF THE ACT.

- 24.1 Every Member shall be deemed to join the Club and continue as a Member upon the basis that they hereby agree to be bound by all the provisions of this Constitution and the provisions of the Act in so far as the same apply to the Club.

- 24.2 The provisions of the Act shall be deemed to be incorporated into this Constitution and shall apply to the Club except that where it is permissible for the constitution to differ from the Act and to the extent that the constitution does so differ the same shall prevail.