

**BRISBANE WATER
AQUALUNG CLUB INC**

CONSTITUTION

VERSION 2

Approved:

Steven Lamb. President

Date: ___/___/2008

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1. Definitions/Interpretation

1.1 Definitions

1.1.1 The Club

The club shall be known as the Brisbane Water Aqualung Club Inc., also known as BWAC Inc.

1.1.2 Public Officer

The position of Public Officer may be held by either the President or the Secretary unless agreed otherwise at the Annual General Meeting.

1.1.3 The Act

Clubs Incorporation Regulation, 1985.

1.1.4 The Rules

The Rules are referred to in the constitution but do not form part of the constitution.

1.2 Interpretation

The provisions of the Interpretation Act, 1987, apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Aims and Objectives

2.1 Objectives

The objectives of the club are to:

- a. . organise SCUBA Diving and social functions for the benefit of the members;
- b. . foster and encourage safety consciousness in sports diving;
- c. . recognise the autonomy of fellow dive clubs and encourage participation in inter-club activities;
- d. . encourage the conservation and protection of marine and fresh water environments.

2.2 Non Objectives

The club objectives do not include:

- a. . provision of training services or facilities to members or other persons;
- b. . offering any service to members or other persons that could be interpreted as “professional” or “commercial” in their provision or execution;

3. Membership Qualifications

Membership of the club shall be graded as follows:

3.1 Diving Member

A person who holds a valid 'C' card or equivalent as recognised by the committee

3.2 Social Member

A non diver.

3.3 Probationary Member

A new member during the first 90 days of membership.

3.4 Life Member

A person granted the privilege of Life Membership by the club has all the privileges and rights of a diving member. Life members may only participate in diving activities organised by the club if they hold a valid 'C' card recognised by the committee.

4. Nomination for Membership

4.1 Single and Family Membership

A nomination of a person/family for membership of the club shall be made on the approved Membership Application and shall advise of all past and current memberships of other dive clubs, both amateur and dive shop affiliated, in addition to the other information required. The completed form and the membership fee (as prescribed in The Rules) is to be lodged with the Secretary of the club.

As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the committee. All new applications shall be considered for full membership at the bi monthly committee meeting before being accepted or rejected as a probationary member.

Where the committee determines to approve a nomination for membership, the Secretary shall notify the nominee of that approval.

The Secretary shall have the nominee's name entered in the register of members and, upon the name being so entered, the nominee becomes a probationary member for 90 days and unless cancelled by the committee becomes a member of the club thereafter in that category.

If the committee cancels a probationary membership, the Secretary will advise the person in writing and return in full all membership fees paid to the club.

The applicant shall have full diving rights from the date of receipt of the membership application until acceptance/rejection by the committee.

4.2 Life Membership

A person is granted the privilege of Life Membership by the club in recognition of exceptional service to the club over an extended period.

4.2.1 Nominating a Life Member

Nomination and deliberation of the nomination are confidential and are not to be discussed outside the committee and the nominators. Failure to respect the privacy could be embarrassing to the club should the nomination be unsuccessful.

Members of the committee are not eligible for consideration as life members during their term of office.

The nomination must be in writing and signed by a Proposer and 4 diving members of the club of which 2 are not members of the committee . The nomination must be sent to the Secretary at least 3 months prior to the date of the Annual General Meeting. The nomination will include a detailed synopsis as to what service/s the person has been to the club that should qualify them to be granted Life Membership. The nomination will be reviewed by the committee at a committee meeting, the proposer may be invited to support the nomination.

4.2.2 Bestowing Life Membership

If the nomination is successful the person will be granted Life Membership . The presentation of life membership will be made at the next Annual General Meeting.

5. Fees and Subscriptions

A member of the club shall, upon admission to membership, pay to the club a joining fee as described in The Rules.

Only one joining fee may be payable by the member provided the membership renewal is paid in full within 90 days of the renewal falling due.

5.1 Family Membership

At the discretion of the committee, family membership is open to spouses, defacto and dependant children of members.

Family membership fee shall be not less than 150% of the single membership fee.

5.2 Renewals

Membership renewal becomes due 30 days prior to the start of the Membership Year which shall be from 01 November to 30 October in the following year.

5.3 Life Member

Life members are not required to pay annual membership fees.

5.4 Limit of Member Numbers

The committee may from time to time set a limit of registered members by category or total members as it sees fit.

6. Non-transferable Membership

A right, privilege or obligation which a person has by reason of being a member of the club:

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon cessation of the person's membership.

7. Register of Members

The public officer, Secretary or other approved member of the committee of the club shall establish and maintain a register of members of the club. The register shall:

- a. specify the name and address of each member of the club together with the date on which the person became a member;
- b. distinguish between different member classifications; and
- c. be open for inspection, free of charge, by any member of the club by arrangement at any reasonable hour.

8. Cessation of Membership

A person ceases to be a member of the club if the person:

- a. dies;
- b. resigns that membership;
- c. is expelled from the club; or
- d. fails to pay the prescribed membership renewal fee.

9. Resignation of Membership

A member of the club is not entitled to resign that membership except in accordance with this section, as follows:

- a. A member of the club who has paid all amounts payable by the member to the club in respect of the member's membership may resign from membership of the club by giving notice (not less than 1 month or not less than such other period as the committee may determine) in writing to the Secretary of the member's intention to resign. Upon the expiration of the period of notice, the member ceases to be a member.
- b. Where a member of the club ceases to be a member, the Secretary shall make an appropriate entry in the register of members and record (in the register) the date on which the member ceased to be a member.
- c. On resignation the member is not entitled to any refund of any fees or dues.

10. Members' Liabilities

The liability of a member of the club to contribute towards the payment of the debts and liabilities of the club or the cost, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club.

Disputes between members (in their capacity as members) of the club, and disputes between members and the club, are to be referred to a community justice center for mediation in accordance with the Community Justice Centers Act, 1983.

11. Disciplining of Members

The committee may, by resolution, expel the member from the club, or suspend the member from membership of the club for a specified period, where the committee is of the opinion that the member has persistently:

- a. refused or neglected to comply with provision(s) of this constitution, or
- b. wilfully acted in a manner prejudicial to the interests of the club.

Where the committee passes such a resolution, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- a. setting out the resolution of the committee and the grounds on which it is based;
- b. stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 30 days after service of the notice:
- c. stating the date, place and time of that meeting; and
- d. informing the member that the member may do either or both of the following:
 - e. attend and speak at that meeting; or
 - f. submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

At a meeting of the committee held as referred to the paragraph above, the committee shall:

- a. give to the member an opportunity to make oral representations,
- b. give due consideration to any written representations submitted to the committee by the member at or prior to the meeting, and
- c. by resolution determine whether to confirm or to revoke the resolution.

Where the committee confirms the resolution under the above paragraph, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under section 12.

A resolution confirmed by the committee as per this section does not take effect:

- a. until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- b. where within that period the member exercises the right of appeal, unless and until the club confirms the resolution.

12. Right of Appeal

A member may appeal to the club at a general meeting against a resolution of the committee, within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.

Upon receipt of a notice from a member under the above paragraph, the Secretary shall notify the committee. The committee shall convene an Extraordinary General Meeting of the club at the same time and place as the next general meeting but no later than 60 days after the date on which the Secretary received the notice.

At an Extraordinary General Meeting of the club convened under the above paragraph:

- a. no business other than the question of the appeal shall be transacted,
- b. the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both, and
- c. the voting members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

If at the Extraordinary General Meeting the club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

13. The Committees

13.1 Executive Committee

The Executive members of the committee shall be:

President
Secretary
Treasurer

No person may hold the same position on the Executive committee for more than three consecutive years, unless there are no other nominations for the position and that person is willing to continue in the position.

13.2 Committee Members

Vice President
Boat Master
Safety Officer
Dive Planning Officer
Magazine Editor
Webmaster

13.3 Directors. Six directors are to be nominated from the combined executive and committee members.

Others may be promulgated by the Executive Committee from time to time.

14. Powers of the Committee

The committee shall be called the Committee of Management of the club and, subject to the Act, the Regulation and this constitution and to any resolution passed by the club in general meeting:

- a. shall control and manage the affairs of the club;
- b. may exercise all such functions as may be exercised by the club other than those functions that are required by this constitution to be exercised by a general meeting of members of the club; and

c. . has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the club.

. The Rules of the club outline the roles and duties of members of the committee.

15. Election of Committee Members

Nominations of candidates for election as committee members of the club shall be:

- a. . made in writing, signed by a diving member of the club and the candidate; and
- b. . delivered or faxed to the Secretary of the club not less than 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

If insufficient nominations are received to fill all vacancies, any vacant positions remaining on the committee are open for nomination on the night of the election.

If the number of nominations received is equal to the number of vacancies to be filled, the member nominated shall be deemed to be elected.

If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

The ballot for the election of members of the committee shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.

A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

Any positions on the committee not filled at the time of the Annual General Meeting shall be treated as casual vacancies in accordance with paragraph 16 Casual Vacancies. Probationary members are not entitled to stand for office.

16. Casual Vacancies

For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- a. . dies;
- b. . ceases to be a member of the club;
- c. . becomes an insolvent under administration within the meaning of Corporations Law;
- d. . resigns office by notice in writing given to the Secretary or President;
- e. . is removed from office; or
- f. . is absent without the consent of the committee for four (4) consecutive meetings.

Any unfilled positions at the close of the Annual General Meeting are also deemed to be casual vacancies. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a Diving member of the club to fill the vacancy.

The member so appointed shall hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

17. Removal of Member of the Committee

The club at a general meeting may by resolution:

- a. remove any member of the committee from office before the expiration of the member's term of office; and
- b. appoint another member to hold office until the expiration of the term of office of the member so removed.

Notice of the decision of the General Meeting must be sent in writing to the Committee member/s involved.

Where a member of the committee to whom such a proposed resolution relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the club, the Secretary or the President may send a copy of the representations to each member of the club. If the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered. If the committee member chooses to appeal, the decision to remove the committee member must be confirmed or revoked by a special resolution at an Extraordinary General Meeting.

18. Delegation by Committee to Sub-Committee

The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the club as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- a. this power of delegation; and
- b. a function which is a duty imposed on the committee by the Act or by any other law.

A function the exercise of which has been delegated to a sub-committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

Notwithstanding any delegation under this section, the committee may continue to exercise any function delegated.

Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.

The committee may, by instrument in writing, revoke wholly or in part any delegation under this section. A sub-committee is required to submit a report of its activities to the committee at such interval as deemed necessary by the committee. A sub-committee may meet and adjourn as it thinks proper.

19. Meetings and Quorum

19.1 Holding Annual General Meetings

The Annual General Meeting of the club shall, subject to the Act, be convened on such date and at such place and time as the committee thinks fit. This shall normally be in the month of July of each year but no later than August 31st.

The Secretary shall, at least 21 days before the date fixed for the holding of the meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting.

Advice of the meeting in the club magazine is acceptable.

A quorum shall be the same as for a general meeting. No item of business shall be transacted unless a quorum of members is present during the time of the meeting .

19.1.1 Business at Annual General Meetings

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be to:

- a. . confirm the minutes of the last preceding Annual General Meeting and of any Extraordinary General Meeting held since that meeting;
- b. . receive from the committee reports upon the activities of the club during the last preceding financial year;
- c. . elect committee members of the club; and
- d. . receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- e. . bestow life membership on any person granted the privilege in accordance with paragraph 4.1, Life Membership.

An Annual General Meeting shall be specified as such in the notice convening it.

19.2 Extraordinary General Meetings

The committee may, whenever it thinks fit, convene an Extraordinary General Meeting of the club. The committee shall, on the requisition in writing of not less than 5 diving members, convene an Extraordinary General Meeting of the club.

A requisition of diving members for an Extraordinary General Meeting:

- a. . shall state the purpose or purposes of the meeting;
- b. . shall be signed by the members making the requisitions;
- c. . shall be lodged with the Secretary; and
- d. . may consist of several documents in a similar form, each signed by one or more of the members making the requisitions.

An Extraordinary General Meeting convened by a diving member or members as referred to above shall be convened as nearly as is practicable in the same manner and time as the regular general meetings.

The Secretary shall, at least 21 days before the date fixed for the holding of the meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting. Advice of the meeting in the club Newsletter is acceptable.

No business other than that specified in the notice convening an Extraordinary General Meeting shall be transacted at the meeting.
A quorum shall be the same as for a general meeting. No item of business shall be transacted unless a quorum of members is present during the time of the meeting .

19.3 General Meetings

The club shall hold general meetings at least 6 times in each period of 12 months at such place and time as the committee may determine.

The Secretary shall, at least 7 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting. Advice of the meeting in the club magazine is acceptable.

19.3.1 Quorum at a General Meeting

The lesser of six (6) or one fifth (1/5) of members entitled to vote, present in person or by proxy, including at least one member of the Executive Committee constitute a quorum for the transaction of the business of a general meeting.

No item of business shall be transacted at a general meeting unless a quorum of members is present.

19.4 Committee Meetings

At least four (4) committee meetings will be held each year.

Oral or written notice of a meeting of the committee shall be given by the Secretary or nominated representative to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

Attendance at a committee meeting is open to committee members only. Club members or other parties may attend, on invitation of the committee.

19.4.1 Quorum at a Committee Meeting

Any 4 members of the committee which must include 1 (one) executive member constitute a quorum for the transaction of the business of a meeting of the committee. No business shall be transacted by the committee unless a quorum is present.

19.5 Presiding Member

At any general or committee meeting of the club:

- a. the President or, in the President's absence, the Secretary, shall preside; or
- b. if the President and the Secretary are absent or unwilling to act as such, one of the remaining members of the committee as may be chosen by the diving members present at the meeting shall preside.

19.6 Special Resolution

A resolution of the club is a special resolution if:

- a. it is passed at an Extraordinary General Meeting by no fewer than 75% of votes cast by those members eligible to do so; or
- b. where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified above, the resolution is passed in a manner specified by the Commission.

19.7 Adjournment

The chairman of a meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

Where a general meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjourned meeting in the manner described in section 19.3.

20. Voting

20.1 Entitlement to Vote

Life members and diving members are the only persons entitled to vote at any general or extraordinary meeting. A voting member or proxy is not entitled to vote unless all money due and payable by the voting member or proxy to the club, has been paid.

Probationary members are not entitled to vote.

20.2 Casting Vote

Each life member or diving member present at a meeting (including the member presiding at the meeting) is entitled to one vote. However, in the event of an equality of votes on any question, the presiding member may:

- a. exercise a second or casting vote, or
- b. defer the decision for resolution at the next meeting.

20.3 Standing of a Vote

Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

20.4 Appointment of Proxies

Each voting member shall be entitled to appoint a diving member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

An appointment of proxy shall contain the name of the member, the name of the agent, the date of the meeting which it shall apply and the nature of the business for which the agent has the proxy vote.

20.5 Proxy Votes

All votes shall be given personally or by proxy but no diving member may hold more than five (5) proxies.

21. Making Decisions

Questions arising at a general or committee meeting or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members present at the meeting.

A question arising at a general meeting of the club shall be determined on a show of hands. Unless before or on the declaration of the show of hands of voting members a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands of voting members, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

At a general meeting of the club, a poll may be demanded by the chairman or not less than three (3) diving members present in person or by proxy at the meeting. Where a poll is demanded at a general meeting, the poll shall be taken:

- a. . immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment; or
- b. . in any other case, in such manner and at such time before the close of the meeting as the chairman directs, and the resolution of the poll on the matter shall be deemed to the resolution of the meeting on that matter.

22. Insurance

The club shall effect and maintain insurance pursuant to section 44 of the Act.

23. Source of Funds

The funds of the club shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the club in general meeting, such other sources as the committee determines.

All money received by the club shall be deposited as soon as practicable and without deduction to the credit of the club's bank account.

The club shall, as soon as practicable after receiving any money, issue an appropriate receipt.

24. Funds Management

Subject to any resolution passed by the club in general meeting, the funds of the club shall be used in pursuance of the objects of the club in such manner as the committee determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 diving members of the committee, being members authorised to do so by the committee.

The Treasurer, Secretary and President normally are the signatories.

24.1 Disbursement of Funds

In the event of the club being wound up or dissolved, any funds or assets remaining will be disbursed to an organisation with similar objectives to the club.

The means of disbursement will be by special resolution.

25. Alteration of this Constitution

The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the club. They are a statement of the conditions under which the club will operate.

A Master copy of the Constitution shall be kept by the Secretary, a second certified copy shall be kept by the Public Officer.

26. Alteration of The Rules

The Rules are decisions of general and committee meetings. They are able to be added, changed or deleted without need for a special resolution. It is intended as a dynamic document of procedures and rules which the club has adopted.

The Rules should be updated by the outgoing Secretary prior to the Annual General Meeting.

A Master copy of The Rules shall be kept by the Secretary, a second certified copy shall be kept by the Public Officer.

27. Common Seal

The common seal of the club shall be kept in the custody of the public officer or Secretary.

The common seal shall not be affixed to any instrument except by the authority of the committee. The affixing of the common seal shall be attested by the signatures either of 2 members of the executive or 1 member of the executive and the public officer.

28. Custody of Books

Except as otherwise provided by this constitution, the public officer or Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the club. Financial records may be held in the custody of the Treasurer.

29. Inspection of Books

The records, books and other documents of the club shall be open to inspections, free of charge, by a member of the club, by arrangement at any reasonable hour.

30. Service of Notices

For the purpose of this constitution, a notice may be served by or on behalf of the club upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

31. Minutes of Meetings

The Secretary will record and maintain minutes of all Committee, General, Annual and Extraordinary General meetings. These minutes will be read and approved at the next meeting.

In the absence of the Secretary another member may stand in and pass the recorded minutes to the Secretary.

All Sub-Committees shall maintain records of their meeting and present copies of the same to the Secretary.