

THE CONSTITUTION
of
THE LEVEN SCUBA CLUB Inc.

1. Name

- 1.1 The name of the Club is **"The Leven Scuba Club Inc."** hereinafter called **"the Club"**

2. Interpretation

In this Constitution unless the context requires otherwise:

- 2.1 **Act** means the *Associations Incorporation Act 1964 (Tas)*;
- 2.2 **Annual General Meeting** means the Annual General Meeting of the Club required to be held by the Club under **rule 16**;
- 2.3 **By-Law** means a By-Law made under **rule 15**;
- 2.4 **Committee** means a committee of management referred to in **rule 11**;
- 2.5 **General Meeting** means a General Meeting of members held by the Club under **rule 16**;
- 2.6 **Member** means a Member of the Club under **rule 8**;
- 2.7 **Public Officer** means a person appointed as public officer under **rule 13**;
- 2.8 **Special General Meeting** means a meeting of the Club, other than an Annual General Meeting, convened under **rule 16**;
- 2.9 **Special Resolution** means a resolution that must be passed by a majority of 75% of votes exercisable by members present and entitled to vote at the relevant general meeting in accordance with this Constitution and/or the Act.

3. Objects and Purposes of the Club

- 3.1 The objectives and purposes of the Club are to promote, advance and foster recreational diving by:
- (1) practising and encouraging safe diving.
 - (2) conservation and enhancement of the marine eco system.

4. The Club's Office

- 4.1 The office of the Club is any place the Committee determines from time to time.

5. Powers and Functions of the Club

The powers and functions of the Club include:

- 5.1 the opening and operating bank accounts;
- 5.2 the investing of the Club's money:
- (1) in any security in which trust moneys may be invested; or
 - (2) in any other manner authorised by the rules of the Club
- 5.3 the borrowing and raising of money in any manner and upon such terms as the Club thinks fit;
- 5.4 providing such security for the discharge of liabilities incurred by the Club as the Club thinks

fit;

- 5.5 the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Club;
- 5.6 the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Club;
- 5.7 the appointing agents to transact any business of the Club on its behalf;
- 5.8 entering into any other contract the Club considers necessary or desirable;
- 5.9 the publication of any newsletter, periodical, book, leaflet or other document the Committee or members of the Club at a General Meeting determine desirable for the promotion of any of the objects or purposes of the Club.

6. Club Dives

- 6.1 A Club Dive is any dive activity involving two (2) or more financial Club members which is held as a result of forward programming, arranged at short notice by Club members or meets any other conditional requirements set by the Committee.
- 6.2 Each person shall supply his or her own personal safety equipment (e.g. life jackets).
- 6.3 Divers shall abide by current recognised safe diving practices applicable to their level of training and experience.
- 6.4 Despite any words to the contrary, the entitlement of a Member of the Leven Scuba Club to dive with the Club is solely at the discretion of the Committee, or any persons appointed to be dive leader or organiser/s for the event.

7. Compressors

- 7.1 Shall only be used by trained personal.
- 7.2 The portable club compressor shall be available to go on all out of area club dives and such other dives as The Club deems fit.
- 7.3 The compressors shall be kept in such a place as The Club decides.

8. Membership

- 8.1 Membership shall be open to any person who wishes to further the interests of the Club and recreational diving;
- 8.2 Nominations
 - 8.2.1 Any person seeking membership shall be nominated to the Committee, and the Committee shall determine whether the application is successful or not. Applicants denied membership shall be advised in writing.
 - 8.2.2 Nominations for membership:
 - (a) Shall be made in writing and signed by one Member of the Club;
 - (b) Shall be accompanied by the written consent of the person nominated (Which may be endorsed on the form of nomination); and
 - (c) As soon as is practicable after receipt of a nomination, the Secretary shall refer the nomination to the Committee.
- 8.3 Each person admitted to membership shall be;
 - 8.3.1 Bound by the Constitution and By-Laws of the Club;

- 8.3.2 Come liable for such fees and subscriptions as may be fixed by the Club;
- 8.3.3 Entitled to all advantages and privileges of membership;
- 8.3.4 Accept that the Club cannot be held responsible for any loss or damage to members equipment or injury to members incurred at any of the Club's functions and will, if called upon to do so by the Secretary, sign an indemnity declaration in whatever form determined by the Club.

8.4 A Member of the Club may, at any time, resign from the Club by serving on the Secretary a written notice of resignation.

8.5 Membership Categories:

- (1) **Full Member** - Any certified diver who is a financial member of the Club is entitled to hold any office and enjoy the privileges of the Club plus free tank fills.
- (2) **Standard Member** - Shall receive all benefits of membership but will have to pay a nominal price for tank fills.
- (3) **Family Member** - May consist of any combination of immediate family.
- (4) **Social Member** - Persons other than ordinary members who are interested in promoting the Club, but who do not wish to participate in the diving activities of the Club may become a Social Member.
- (5) **Life Member** - Any member who has given outstanding service to the Club may be elected by the Committee as a Life Member. Any member may nominate a person to the Committee for consideration for life membership. A Life Member will have full membership rights and will be deemed to be a financial member without having to pay membership fees.
- (6) **Patron** - The Club may, at its discretion elect a Patron or Vice Patron of the Club for such period as may be deemed necessary. Such Patron or Vice Patron shall not be eligible to vote unless they are current members of the Club under another category of membership.

8.6 The Committee shall appoint a member of the Committee to maintain an up to date register of members of the Club.

8.7 A Member may at any reasonable time inspect the records and documents of the Club.

9. Annual Subscriptions

9.1 The annual subscription payable by members of the Club is the amount determined from time to time by the Committee.

9.2 The annual subscription of a Member of the Club is due and payable on or before the first day of each financial year of the Club, or such other time as determined by the Committee.

10. Termination of Membership

10.1 The Committee may terminate any person's membership by any one the following events:

- 10.1.1 Resignation;
- 10.1.2 False or inaccurate statements in the Member's application for membership of the Club;
- 10.1.3 Breach of any rule, regulation or By-Law of the Club;

10.1.4 Committing any act detrimental to the Club; or

10.1.5 Becoming unfinancial.

10.2 The Committee shall have the power to suspend any Member of the Club for any of the events listed in item 10.1 above.

10.3 Any Member who is expelled, suspended or has their membership terminated shall have the right to appeal, within fourteen (14) days in writing to the Secretary, against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

11. Committee

NB (a) committee persons are sometimes referred to as Office Bearers.

(b) the main Office Bearers (i.e. President, Vice President, Secretary and Treasurer) are often referred to as The Executive.

11.1 Management of the Club shall be vested in the Committee elected by the members at the Annual General Meeting and consisting of:

11.1.1 President;

11.1.2 Vice President;

11.1.3 Secretary;

11.1.4 Treasurer;

11.1.5 Equipment Officer;

11.1.6 Three (3) Committee members: and

11.1.7 Editor (optional position).

11.2 No person shall hold more than one position on the Committee at any one time. A person shall cease to be a Member of the Committee at the conclusion of the Annual General Meeting next following his / her election and will be eligible for re-election.

11.3 A quorum of the Committee shall be a half plus one.

11.4 If the President or Vice President is unable to attend, then a Chairperson nominated by the members present shall chair that meeting.

11.5 The term of office of any Executive Member (i.e. President, Secretary and Treasurer) shall not exceed three (3) consecutive terms.

12. Vacation of Office

12.1 For the purposes of these rules, the office of an office bearer becomes vacant if the officer bearer:

(1) Dies;

(2) Becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*;

(3) Resigns office in writing addressed to the Committee;

(4) Ceases to be ordinarily resident in Tasmania;

- (5) Fails, without leave granted by the Committee, to attend three consecutive meetings of the Committee;
- (6) Ceases to be a Member of the Club; or
- (7) Fails to pay all arrears of subscription due within fourteen (14) days after receiving a notice in writing signed by the Secretary stating that the office bearer has ceased to be a financial Member of the Club.

13. Appointment of a Public Officer

- 13.1** There must be a Public Officer who will be appointed by the Committee under the Act.
- 13.2** The Committee shall appoint a Public Officer who shall hold that position until the Committee decides otherwise, or until the position becomes casually vacant under rule 12.1.
- 13.3** The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Committee. Subject to this Constitution the Public Officer is not entitled to remuneration.

14. Powers of the Committee

- 14.1** The Committee shall carry out the day to day running of the Club and shall have the power to:
 - 14.1.1 Administer the finances, appoint bankers and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another and to close any such account;
 - 14.1.2 Fix the manner in which such banking accounts shall be operated upon, providing all payments are passed by the Committee;
 - 14.1.3 Decide such levies, fines and charges as is deemed necessary and advisable and to enforce payment thereof;
 - 14.1.4 Adjudicate on all matters brought before it which in any way may affect the Club;
 - 14.1.5 Cause minutes to be made of all proceedings at meetings of the Committee and general meetings of members;
 - 14.1.6 Make, amend and rescind rulings and By-Laws;
 - 14.1.7 Have the power to form and appoint any sub committee/s as required for specific purposes;
 - 14.1.8 May at their discretion employ a person or persons to carry out certain duties required by the Club at salaries or remunerations for such period of time as may be deemed necessary;
 - 14.1.9 Should a vacancy occur on the Committee during the season, the Committee shall appoint a successor until the next Annual General Meeting;
 - 14.1.10 Appoint officer/s or agent/s of the Committee to have custody of the Club's records, documents and other securities.

15. By-Laws

- 15.1** Making and amending By-Laws

15.1.1 The Committee may from time to time make By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Club and may amend, repeal and replace those By-Laws.

15.1.2 Interpretation of the By-Laws is solely the province of the Committee.

15.2 Effect of By-Laws

15.1.3 A By-Law:

- (1) is subject to this Constitution;
- (2) must be consistent with this Constitution; and
- (3) when in force, is binding on all members and has the same effect as a provision in this Constitution.

15.3 Existing By-Laws

15.1.4 All existing By-Laws of the Club in force at the time of the adoption of this Constitution shall remain in force unless replaced by this Constitution.

16. Meetings

16.1 Annual General Meeting

16.1.1 The Annual General Meeting of the Club must be held within three (3) months of the end of the Club's financial year;

16.1.2 The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to members;

16.1.3 All members may attend the Annual General Meeting but only financial members will have voting rights;

16.1.4 The quorum of the Annual General Meeting shall be a minimum of eight (8) members. If at the end of 30 minutes after the time appointed in the notice for the opening of the meeting there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting;

16.1.5 The agenda for the Annual General Meeting shall be: -

- (1) Opening the meeting
- (2) Apologies
- (3) Confirmation of the minutes of the previous Annual General Meeting
- (4) Presentation of the Annual Report
- (5) Adoption of the Annual Report
- (6) Presentation of the Treasurer's Statement
- (7) Election of the new Executive
- (8) Vote of thanks to the outgoing Executive
- (9) Determination of annual membership fee/s
- (10) Determination of general meetings
- (11) Notice/s of motion

(12) Urgent general business

(13) Closure.

16.2 General Meetings

16.2.1 General meetings shall be held monthly.

16.2.2 Members of all categories shall be entitled to attend, to vote and put forward motions.

16.2.3 A quorum for a General Meeting shall be five (5) members which will include three (3) committee members.

16.3 Special General Meetings

16.3.1 Special General Meetings may be called by the Committee or at the request of the President and Secretary or on the written request of five (5) members of the Club.

16.3.2 The Secretary shall give at least seven (7) days notice in writing, of the date of the special General Meeting to the members. Notice of special general meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that meeting.

16.3.3 A quorum for a Special General Meeting shall be five (5) members which will include three (3) committee members.

17. Voting

17.1 On any question arising at an Annual General Meeting and General Meeting of the Club:

(a) Each Member who is entitled to vote has one (1) vote;

(b) The President shall be entitled to a casting vote only; and

(c) The question must be decided on a majority of votes

17.2 Voting powers at Committee meetings:

(a) Each Member who is entitled to vote has one (1) vote;

(b) The President shall be entitled to a casting vote only; and

(c) The question must be decided on a majority of votes

17.3 If the question is whether to or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

18. Finance

18.1 The financial year of the Club shall commence on the 1st July of each year.

18.2 All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Committee may determine.

18.3 All accounts due by the Club shall be payed after having been passed for payment at a General or Committee meeting and when immediate payment is necessary, account/s shall be payed and the action endorsed at the next General / Committee Meeting.

18.4 The Committee may require that any monies are transacted only by electronic means.

18.5 The Committee may provide a Member with an amount of cash to meet urgent expenditure, subject to any conditions the committee may impose in relation to the

expenditure.

- 18.6** A statement showing the financial position of the Club shall be tabled at each General / Committee Meeting by the Treasurer.
- 18.7** A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting.
- 18.8** The accounts, books and all financial records of the Club do not require annual auditing.
- 18.9** All electronic funds transfers, cheques, drafts, bills of exchange, promissory notes or other negotiable instruments shall be signed or authorised by any two (2) of the following:
- (1) President
 - (2) Vice President
 - (3) Secretary
 - (4) Treasurer
- 18.10** All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

19. Common Seal

(A rubber stamp on which is engraved the Club's name)

- 19.1** The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Management Committee and in the presence of at least the President and two (2) of the Committee, both of whom shall subscribe their name as witnesses.

20. Alterations to the Constitution and By-Laws

- 20.1** No alterations, (repeal or addition), shall be made to the Constitution except at the Annual General Meeting, or a General Meeting called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 20.2** The Secretary shall forward such notices of motion to each Committee Member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 20.3** Alterations to the By-Laws can only be made at Committee Meetings provided notice of the proposed alteration/s have been duly notified to committee members.
- 20.4** Such motions or any part thereof shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to vote at the Annual General Meeting, General Meeting or Committee Meeting, as the case may be.

21. Winding Up

- 21.1** The Club may only be wound up by Special Resolution and/or otherwise in accordance with the Act.
- 21.2** Contributions of Members on winding up
- 21.2.1 Each Member must contribute to the Club's property if the Club is wound up while they are a Member or within one year after their membership ceases.

21.2.2 The contribution is for:

- (1) payment of the Club's debts and liabilities contracted before their membership ceased;
- (2) the costs of winding up; and
- (3) adjustment of the rights of the contributories among themselves;

and the amount is not to exceed \$1.00.

21.2.3 No other Member must contribute to the Club's property if the Club is wound up.

21.3 Excess property on winding up

21.3.1 if on the winding up or dissolution of the Club, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (1) having objects similar to those of the Club; and
- (2) whose Constitution prohibits (or each of whose Constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

21.3.2 That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.