

UNDERWATER EXPLORERS CLUB OF WESTERN AUSTRALIA (INC.)

CONSTITUTION AND RULES



UNDERWATER EXPLORERS CLUB OF WESTERN AUSTRALIA

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CONSTITUTION AND RULES

SIXTH EDITION JULY 2015

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RULES OF CLUB

1. Name of the Club

The name of the club is the Underwater Explorers Club of Western Australia (Inc.), hereinafter referred to as 'the Club'.

2. Definitions

In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under sub-rule 17.(1).(c);

"Committee meeting" means a meeting referred to in rule 16;

"Committee member" means person referred to in sub-rule 10.(1).(a) to 10.(1).(f);

"convene" means to call together for a formal meeting;

"department" means the department of the Public Service principally assisting in the administration of the *Associations Incorporation Act 1987*

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Club and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

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

"member" means member of the Club;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Club who are entitled under the rules of the Club to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Club by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Club or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Club present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Chairperson" means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the president presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the President as referred to in sub-rule 10.(1).(a) or, if that person is unable to perform his or her functions, the Vice President as referred to in sub-rule 10.(1).(b);

"the Club" means the Club referred to in rule 1;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Committee" means the Committee of Management of the Club referred to in sub-rule 10.(1);

"the President" means the President referred to in sub-rule 10.(1).(a);

"the Vice-President" means the Vice-President referred to in sub-rule 10.(1).(b).

"the Secretary" means the Secretary referred to in sub-rule 10.(1).(c);

"the Treasurer" means the Treasurer referred to in sub-rule 10.(1).(d);

"the Membership Secretary" means the Membership Secretary referred to in sub-rule 10.(1).(e);

3. The objects of the Club

- (1) To promote and participate in diving and its allied activities with or without the use of self contained breathing equipment or other suitable apparatus.
- (2) To promote and participate in general recreational and social boating activities
- (3) To encourage safety methods and to acquaint both Club Members and the public with the facts on safety and the use of safe, reliable equipment and procedures.
- (4) To organise social events and meetings, promoting fellowship, instruction and exchange of ideas among members.
- (5) To provide meeting and boating facilities for members and their guests.
- (6) To ensure the property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4. Powers of the Club

The powers conferred on the Club are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Club

- (1) may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts
 - (c) invest its money
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Club;
 - (d) borrow money upon such terms and conditions as the Club thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
 - (f) appoint agents to transact any business of the Club on its behalf;

- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the club.

5. Qualifications for Membership of the Club

- (1) Membership of the Club is open to persons by invitation or request and two-thirds majority of a Committee of Management ballot.
- (2) A person who wishes to become a member must
 - (a) nominate for membership to the Committee in writing,
 - (i) either directly, or through the membership secretary, and signed by that person and by both members referred to in paragraph (b)
 - (ii) in such form as the Committee from time to time directs
 - (b) be proposed by one member and seconded by another member
- (3) The Committee members must consider each nomination made under sub-rule 5.(2) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that nomination.
- (4) An applicant whose nomination for membership of the Club is rejected under sub-rule 5.(3) must, if he or she wishes to appeal against that decision, give notice to the Membership Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (5) When notice is given under sub-rule 5.(4), the Club in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the nominee who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Club in the general meeting.
- (6) Written consent of a parent or guardian must accompany nomination of junior members (aged 14 to 18).
- (7) Applicants must complete one nomination dive at the cost of a regular boat double dive prior to acceptance by the Committee of Management. Applicants can only complete one nomination dive before becoming a member. Lapsed members who are proposing re-applying for membership do not complete a second nomination dive.
- (8) The name of the nominee is to be published in the weekly newsletter at least fourteen days before the Committee of Management meeting at which the membership is to be considered and any objections by a member is to be lodged in writing to the Membership Secretary prior to the above meeting. The Committee of Management will consider written objections before making a decision.
- (9) The subscription shall be refunded in the event of the nominee's application not being accepted. Nomination fees will not be refunded where the nominee has been on the boat for a nomination dive as these cover the cost of the said dive.
- (10) Membership Types
 - (a) **ORDINARY MEMBERS:**

Members over the age of 18 years who are entitled to exercise every privilege open to members of the Club. Members must hold such current diving qualifications as laid down by the Committee of Management before being permitted to dive on the Club boat.

(b) FAMILY MEMBERSHIP

As for Ordinary members and will comprise two or more family members residing at the same premises. One or more must be over the age of 18 years who are entitled to exercise every privilege open to members of the Club.

(c) JUNIOR MEMBERS

Members over 14 years of age but less than 18. A junior member has no voting rights but may be recognised as an ordinary member of the Club at the discretion of the Committee of Management and thereafter will be entitled to exercise every privilege open to ordinary members other than those listed here.

(d) SOCIAL MEMBERS

Members who are excluded from:

- (i) Diving
- (ii) to put or second motions, or
- (iii) to vote.

(e) LIFE MEMBERS

Life membership may be conferred for especially meritorious services to the Club at the recommendation of the Committee of Management at the next General Meeting provided not more than two such Life Members shall be elected in any financial year.

(f) STUDENT MEMBERS

Members over 18 who are engaged in bona-fide full time education. Student members shall be subject to all the provisions of Ordinary membership.

(g) AFFILIATE MEMBERS

Members who are financial members of an Organisation that is an affiliate of the Club. Affiliate Members shall be subject to all the provisions of Ordinary Membership except the right to vote or to hold positions on the Committee of Management and cannot hold a position as boat crew. Affiliate Members shall cease to be members upon the Affiliated Organisation ceasing to be affiliated to the Club.

(h) COUNTRY, INTERSTATE AND OVERSEAS (CIO) MEMBERSHIP

Members who permanently reside more than 200km from the Swan Yacht Club. CIO Members shall be subject to all the provisions of Ordinary Membership except the right to vote or to hold positions on the Committee of Management and cannot hold a position as boat crew. CIO members may dive from the club boat on no more than four occasions during the year.

(11) Financial Membership

- (a) The Club's financial year shall commence on the first day of July when the annual subscription shall be due. No member shall vote or speak at any meeting or be eligible for any office, or dive from the club boat until the subscription or any other monies due have been paid.
- (b) Any new member joining the Club shall only be required to pay the nomination fee and a pro-rata portion of the annual subscription fee for each full month they join until the following 30 June. All existing members will pay the full year subscription, regardless of the date on which they pay. Lapsed members with more than one full financial year

since full membership will be required to pay a pro-rata portion of the annual subscription fee for each full month they join until the following 30 June

(12) Diving Fee

- (a) The Committee of Management shall levy a fee on all members attending Club dives. This fee shall be determined by the Committee of Management and shall be reviewed at least annually or at such time as deemed necessary by the Committee of Management.

6. Register of Members of the Club

- (1) The Membership Secretary, on behalf of the Club, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Club and their postal or residential addresses and upon the request of a member of the Club, shall make the register available for the inspection to the member, and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The Membership Secretary, on behalf of the Club, shall keep and maintain in an up to date condition a separate register of each member's email address and contact phone numbers. The following clauses are to be applied to this information.
 - (a) Obtain approval from each member to allow the information in sub-rule 6.(2) to be made available to other club members.
 - (b) The register is available to all committee members to be used for club purposes only.
- (3) The register must be so kept and maintained at the Membership Secretary's place of residence or at such other place as the members at a general meeting decide.
- (4) The Membership Secretary must cause the name of a person who dies to be deleted from the registers of members referred to in sub-rule 6.(1) and 6.(2). Names of persons who cease to be members (Lapsed members) must be retained to ensure that the nomination rules 5.(7) can be adhered to.

7. Subscriptions of members of Club

- (1) The Committee of Management may from time to time at a committee meeting determine the amount of the nomination fee and subscription to be paid by club members.
- (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule 7.(1).
- (3) Subject to sub-rule 7.(4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule 7.(2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A person exercises all the rights and obligations of their membership type for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed under sub-rule 7.(2), or such other time as the Committee allows.

8. Termination of membership of the Club

- (1) Membership of the Club may be terminated upon-

- (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Club. Such person remains liable to pay to the Club the amount of any subscription due and payable by that person to the Club and unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the committee decides otherwise in accordance with sub-rule 7.(3); or
- (c) expulsion of a member in accordance with rule 9.

9. Suspension or expulsion of members of the Club

- (1) If the Committee considers that a member should be suspended or expelled from membership of the Club because his or her conduct is detrimental to the interests of the Club by a seven-tenths majority of the whole Committee of Management, the Committee must communicate, either orally or in writing, to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- (2) At the Committee meeting referred to in a notice communicated under sub-rule 9.(1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Committee, suspend or expel or decline to suspend or expel that member from membership of the Club and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member by regular mail or email.
- (3) Subject to sub-rule 9.(5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule 9.(2).
- (4) A member who is suspended or expelled under sub-rule 9.(2) must, if he or she wishes to appeal against that suspension or expulsion, give written notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule 9.(3).
- (5) When notice is given under sub-rule 9.(4):
 - (a) the Club in a general meeting or special general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Club in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed by general meeting under this sub-rule.
- (6) The decision of the Committee of Management shall not altered unless by a vote of at least two-thirds of the members present at such a general meeting.

10. Committee of Management

- (1) Subject to sub-rule 10.(9), the affairs of the Club will be managed exclusively by a Committee of Management, elected on an honorary basis, consisting of-
 - (a) a President

- (b) a Vice President
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) a Membership Secretary and
 - (f) not less than **four** other persons, all of whom must be eligible members of the Club.
- (2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule 10.(8).
- (3) Subject to sub-rule 10.(8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule 10.(2) at the next annual general meeting after his or her election, and he or she is eligible for re-election to membership of the Committee.
- (4) Except for nominees under sub-rule 10.(7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by
- (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- (5) A person who is eligible for election or re-election under this rule may
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-rule 10.(4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled
- (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.
- (7) If vacancies remain on the Committee after the declaration under sub-rule 10.(6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of the Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (8) If a vacancy remains on the Committee after the application of sub-rule 10.(7), or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Committee,
- (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will
 - (i) hold office until the election referred to in sub-rule 10.(2); and
 - (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.
- (9) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than
- (a) the power of delegation; and

- (b) a function which is a duty imposed on the Committee by the Act or any other law.
- (10) Any delegation under sub-rule 10.(9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule 10.(9).
- (12) Election of Committee of Management**
 - (a) All committee positions shall be circulated in the Newsletter one calendar month prior to the date of the Annual General Meeting.
 - (b) Nominees for the positions of President, Treasurer and Secretary must have been ordinary members for a minimum of 12 full months.
 - (c) All other nominators, seconders and nominees must be members of the Club and eligible to vote.
 - (d) The Returning Officer shall be appointed by the Committee of Management and shall not be a member of the Committee of Management or a candidate for any position on the Committee of Management. The returning officer shall preside over the election of the committee at the Annual General Meeting including organising and counting of any votes. Voting shall be by a show of hands unless a majority of members present request a secret ballot.

11. President and Vice-President

- (1) Subject to this rule, the President must preside as Chairperson at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of:
 - (a) the President, Vice-President; or
 - (b) both the President and Vice-President a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a committee meeting of:
 - (a) the President, Vice-President; or
 - (b) both the President and Vice-President a committee member elected by the other committee members present at the committee meeting, must preside at the committee meeting.
- (4) The President, Vice-President or Chairperson so officiating shall have an ordinary as well as a casting vote in the event of a tied decision.
- (5) Duties of Officers - President**
 - (a) The President shall, unless otherwise excused, attend all meetings of the Club and preside at all General and Committee of Management meetings and shall order the conduct of business in a proper manner.
 - (b) The President shall on receipt of a written requisition, signed by at least four members of the Committee of Management, call a Special Meeting of the Committee of Management to discuss the business contained in the requisition.
 - (c) The President may call meetings of the Committee of Management or the Club members in all cases of emergency and shall on the receipt of

a written requisition signed by at least twelve members call a Special Meeting of the Club to discuss the business contained in the requisition.

- (d) The above Special Meetings shall be held within fourteen days from the date of such requisitions or emergency. All members shall be given seven days notice of Special Meetings by email and notice in the weekly newsletter.

(6) Duties of Officers - Vice President

- (a) The Vice-President shall, unless otherwise excused, attend all meetings of the Club and preside at all General and Committee of Management meetings in the absence of the President and in that regard shall have the same authority as the President.
- (b) Act and assist as required in support of the Office Bearers of the Club in the management of the Club's presidential, secretarial and other functions of the Club. The Vice President may hold other committee positions other than that of the President, Secretary or Treasurer.

12. Secretary

The Secretary must:

- (1) Co-ordinate the correspondence of the Club;
- (2) Keep full and correct minutes of the proceedings of the Committee and of the Club;
- (3) Unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Club, but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and rule 14 to be kept and maintained by, or in the custody of, the Membership Secretary.
- (4) Perform such other duties as are imposed by these rules on the Secretary.
- (5) The Secretary shall, unless otherwise excused, attend all General and Committee of Management meetings and shall take minutes of same and receive all correspondence directed to the club.
- (6) The Secretary shall sign and keep a copy of all outward correspondence and shall have the right to speak at all club meetings.
- (7) The Secretary shall be authorised to receive subscriptions and all other monies due or payable in any way to the Club and shall forward same to the Treasurer within fourteen days of receipt of same.
- (8) The Secretary shall conduct all correspondence under direction from the Committee of Management, General and Special Meetings of the Club and generally execute the instructions emanating from such meetings.
- (9) The Secretary shall maintain a register of all club assets and records and where they are stored

13. Treasurer

The Treasurer must-

- (1) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Club and must issue receipts for those moneys in the name of the Club;
- (2) pay all moneys referred to in paragraph 13.(1) into such account or accounts of the Club as the Committee may from time to time direct;
- (3) make payments from the funds of the Club with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are

- signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (4) comply on behalf of the Club with sections 25 and 26 of the Act with respect to the accounting records of the Club by-
 - (a) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Club;
 - (b) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
 - (c) keeping its accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited; and
 - (d) submitting to members at each annual general meeting of the Club accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.
 - (5) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
 - (6) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in sub-rule 13.(4). and 13.(5);
 - (7) present a financial statement at every meeting of the Committee of Management.
 - (8) produce books of accounts to the auditors on request: and
 - (9) perform such other duties as are imposed by these rules on the Treasurer.

14. Membership Secretary

- (1) Comply on behalf of the Club with-
 - (a) Section 27 of the Act with respect to the register of members of the Club, as referred to in rule 6;
 - (b) Section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Club and, upon the request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (c) Section 29 of the Act by maintaining a record of –
 - (i) the names and residential or postal addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Club under rule 23; and
 - (ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club,

and the Membership Secretary must, upon the request of a member of the Club, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - (d) unless the members resolve otherwise at a general meeting, have custody of all membership records of the Club.
 - (e) Shall be authorised to receive membership subscriptions due or payable in any way to the Club and shall forward same to the Treasurer within fourteen days of receipt of same.

- (f) Shall be a member of the Committee of Management

15. Club Officers, Sub-Committees and Casual Vacancies

The following Club Officers and Sub-committees are suggested but not mandatory and will be decided by the Committee of Management. Sub-committee members are not members of the Committee of Management and are not eligible to vote in Committee meetings. Positions can be combined where appropriate.

(1) Boat

The Boat may have a Boat Officer and other members whose appointment by the Boat Officer shall be confirmed by the Committee of Management. The Boat committee is typically made up of the boat skippers but this is not mandatory. The duties and powers of the Boat Committee shall be in respect of:

- (a) Responsibility for operation, maintenance and repair of the boat, its mooring and all ancillary equipment.
- (b) Provide a skipper with the appropriate training as designated by the boat sub-committee and with the appropriate legislative requirements such as the Recreational Skippers Ticket for every trip undertaken by the Club's boat
- (c) Provide training and development of existing and potential Club boat skippers
- (d) The Boat Officer, if the position exists, shall be a member of the Committee of Management

(2) Diving

Diving may have a Dive Co-ordinator and other members whose appointment by the Dive Co-ordinator shall be confirmed by the Committee of Management.

The duties and powers of the Dive Coordinator shall be in respect of:

- (a) Supervision and organisation of Club diving activities.
- (b) Frame and present to the Committee of Management successive Club activity calendars.
- (c) Ensure that all members, nominations and associates, diving with the Club, hold current recognised diving qualifications, as required by the Committee of Management.
- (d) The Dive Coordinator, if the position exists, shall be a member of the Committee of Management

(3) Training

Training may have a Training Officer and other members whose appointment by the Training Officer shall be confirmed by the Committee of Management.

The duties and powers of the Training Committee shall be in respect of:

- (a) Supervision and organisation of the Club training activities as per training schedules.
- (b) Training and development of existing and potential Club Dive Officers
- (c) Recommend trainees for certificate awards at the various levels.
- (d) Ensure diving safety standards are maintained
- (e) Liaise with State and National training organisations.

- (f) Storage and maintenance of all diving training equipment.
- (g) The Training Officer, if the position exists, shall be a member of the Committee of Management

(4) Communications (Webmaster)

Communications may have a Communications Officer and other members whose appointment by the Communication Officer shall be confirmed by the Committee of Management.

- (a) The duties of the Communications Committee shall be to develop and maintain the Club website.
- (b) The Communications Officer, if the position exists, shall be a member of the Committee of Management

(5) Social

Social may have a Social Officer and other members, whose appointment by the Social Officer shall be confirmed by the Committee of Management.

The duties and powers of the Social Committee shall be in respect of:

- (a) Recommendations and organisation of Club social functions.
- (b) The raising of funds for normal Club activities and to liaise with other sub-Committees for this purpose when required.
- (c) The Social Officer, if the position exists, shall be a member of the Committee of Management

(6) Safety

Safety may have a Safety Officer and other members, whose appointment by the Safety Officer shall be confirmed by the Committee of Management.

The duties and powers of the Safety Committee shall be in respect of:

- (a) Investigation and upgrading of the Club's safety standards.
- (b) Advising the Committee of Management on diver safety matters.
- (c) Acquainting members of technical developments and advances in diving practices and related equipment.
- (d) Development and maintenance of a Club Risk Register including an annual review of the risk register and all actions and activities identified to minimise identified risks.
- (e) The Safety Officer, if the position exists, shall be a member of the Committee of Management
- (f) Maintain all safety equipment on the boat such as EPIRB, First Aid Kit, A.E.D. (Defibrillator), Life Jackets, Oxygen.
- (g) Ensure all crew have upto date First Aid Certification

(7) Swan Yacht Club Liaison

Swan Yacht Club Liaison may have a SYC Officer and other members whose appointment by the SYC Officer shall be confirmed by the Committee of Management.

The duties of the Swan Yacht Club officer shall be to maintain and improve relationships and communication with the Swan Yacht Club.

(8) Environment

Environment may have an Environmental Officer and other members whose appointment by the Environmental Officer shall be confirmed by the Committee of Management.

The duties of the Environmental Officer shall be to improve the Club awareness and involvement in Environmental issues.

(9) Fund Raising

Fund Raising may have a Fund Raising Officer and other members whose appointment by the Fund Raising Officer shall be confirmed by the Committee of Management.

The duties of the Fund Raising Officer shall be to organise activities to raise funds for specific activities or general use by the Club

(10) Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) Three consecutive Committee meetings; or
 - (ii) Three Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Club; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

16. Quorum and Proceedings of Committee of Management

- (1) The Committee must meet together for the dispatch of business not less than once a month in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee. The meeting day can be changed by a seven-tenths majority of the whole Committee of Management.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

- (4) At a Committee meeting fifty percent (50%) of Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Club is established), must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) The Secretary must cause every disclosure made under sub-rule 16.(6).(a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.
- (8) Powers Of The Committee Of Management
 - (a) The Committee of Management shall have sole management of the affairs and concerns of the Club including the funds and assets of the Club and the appointments and dismissal of all officers thereof and shall have power to perform and do all such acts, matters and deeds as shall appear to them necessary or essential for the proper management and welfare of the Club. Minutes of the Committee of Management meetings are available to members on request.
 - (b) The Committee of Management may from time to time appoint sub-committees for matters of special interest that may require investigation or action. At least one member of the Committee of Management shall be appointed to each sub-committee.
 - (c) The Committee of Management shall at its first meeting in each Club calendar year appoint its delegates and proxy delegates to represent the Club on any organisation with which the Club is affiliated or interested. These delegates shall report fully to the Committee of Management at its meetings or in writing.
 - (d) The Committee of Management shall have the power to make such By-Laws as may be deemed necessary for carrying out the objects of the Club, and to vary or rescind such By-Laws from time to time if necessary, providing always that they do not in any way interfere or conflict with the Constitution or rules.
 - (e) The Committee of Management's opinion shall be taken and acted upon in case of any question arising not provided for in the rules or as to the interpretation thereof. Should the decision of the Committee of Management be disputed, legal advice is to be sought.
 - (f) The Committee of Management shall have vested in it, in trust, all property of the Club and shall maintain an up-to-date record thereof.

17. General Meetings

- (1) The Committee of Management:
 - (a) shall convene a General Meeting each month
 - (b) may at any time convene a special general meeting

- (c) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
 - (d) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than fifteen (15) financial members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving an appeal notice under sub-rule 9.(5), convene a general meeting to deal with the appeal to which that notice relates.
- (2) The members making a request referred to in sub-rule 17.(1).(d).(i) must-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) each sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in sub-rule 17.(1).(d).(i) the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in sub-rule 17.(1).(d).(ii) the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub-rule 17.(3).(a) or 17.(3).(b) the Club must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule 17.(7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule 17.(7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
- (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of Committee members to replace outgoing Committee members; and
 - (iii) third, any other business requiring consideration by the Club at the general meeting.

- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting; however the Secretary must give to all members not less than 28 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 17.(5) or 17.(6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule 17.(5), 17.(6) or 17.(7) by:
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
 - (c) sending it by email to a member at the email address of the member appearing in the register of members kept and maintained under rule 6.
- (9) When a notice is sent by post under sub-rule 17.(8).(a), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- (10) When a notice is sent by email under sub-rule 17.(8).(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and sent to the member concerned and is not returned as undelivered.

18. Quorum and proceedings at General Meetings

- (1) At a general meeting fifteen (15) financial members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under sub-rule 17.(5) or 17.(6):
 - (a) as a result of a request or notice referred to in sub-rule 17.(1).(d) or as a result of action taken under sub-rule 17.(3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in sub-rule 18.(2).(a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule 18.(2) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 18.(9); and

- (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules 18.(9) and 18.(11).
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 18.(9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule 18.(9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule 18.(9) must be taken immediately on that demand being made.

19. Minutes of meetings of the Club

- (1) The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.
- (2) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

20. Voting rights of members of the Club

- (1) Subject to these rules, each life, ordinary, family or student adult member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under sub-rule 20.(2) must be made by a resolution of the board or other governing body of the body corporate concerned-
 - (a) which resolution is authenticated under the common seal of that body corporate; and
 - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule 20.(2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

- (5) Members must declare any financial interest in a subject being discussed or voted on at a general meeting and may not speak or vote on said subject.

21. Proxies of members of the Club

A member (in this rule called "the appointing member") may appoint in writing to the Secretary, another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

22. Rules of the Club

- (1) The Club may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
 - (a) Subject to sub-rule 22.(1).(d) and 22.(1).(e) the Club may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Club), the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Club as so altered conform to the requirements of this Act;
 - (c) An alteration of the rules of the Club does not take effect until sub-rule 22.(1).(b) is complied with;
 - (d) An alteration of the rules of the Club having effect to change the name of the Club does not take effect until sub-rules 22.(1).(a), 22.(1).(b) and 22.(1).(c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) An alteration of the rules of the Club having effect to alter the objects or purposes of the Club does not take effect until sub-rules 22.(1).(a), 22.(1).(b) and 22.(1).(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

23. Common seal of the Club

- (1) The Club must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Club must not be used without the express authority of the Committee and every use of that common seal must be recorded.
- (3) The affixing of the common seal of the Club must be witnessed by any two of the President, Vice President, the Secretary and the Treasurer and such affixation shall be signed by the aforesaid.
- (4) The common seal of the Club must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

24. Inspection of Records etc. of the Club

A member may at any reasonable time inspect without charge, the books, documents, records and securities of the Club.

25. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
 - (a) a member and another member; or
 - (b) a member and the Club; or
 - (c) if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Club;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule 25.(1).(c)) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Club can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If any member feels that any decision made by the Committee of Management is wrong they should:
 - (a) follow dispute and mediation procedures
 - (b) the said member may appeal against that decision by formally giving notice of motion to that effect. This subject will then take priority at the General Meeting, held after production of the Club Newsletter, and a decision made at that or any other meeting called for the purpose. Such notice of motion is to be included in the Club Newsletter prior to the next General Meeting.

- (12) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

26. Distribution of surplus property on winding up of the Club

In the event of winding up the Club the number of members required to convene a meeting and convene a quorum is amended to 75% of the financial membership or fifteen (15), whichever is the lesser, and provided that twenty eight days notice of any such proposal has been given to all members.

If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another Club incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Club shall be determined by resolution of the members.

27. Affiliation

- (1) Affiliation of another Organisation with the Club may be brought about by a two thirds majority vote of the General membership at a Special General Meeting or Ordinary General Meeting following a seven tenths vote for the affiliation by the Committee of Management at a preceding committee meeting. On a successful vote for the motion to affiliate by the Committee of Management, a notice of motion to affiliate shall be placed in the Club newsletter for the matter to proceed to the general membership.
- (2) Such affiliating Organisations shall be similar in nature to the Club in that activities and aims will be diving or boating related. The affiliating Organisation shall be non-commercial or have no ties or connection with any commercial organisation.
- (3) Any affiliating Organisation shall be required to pay an annual fee equivalent to five Ordinary Memberships of the Club. This fee maybe adjusted by the Committee of Management of the Club on an annual basis as they see fit.
- (4) The term of the affiliation shall be on an annual basis with the year ending to coincide with the Club accounting period. All other terms and conditions of affiliation shall be set by mutual agreement and entered as minutes of the Club Committee of Management meetings.

28. Newsletter Bulletin

The Club shall prepare and make available by email to financial members monthly or more frequently, a newsletter or bulletin which will contain items of general interest, notices of motion, notice of impending elections and meetings and names of nominees for membership.

The newsletter can be posted on request to those financial members with no email access. The President or his delegate shall be responsible for compiling and distributing the newsletter.

29. Swan Yacht Club

The Underwater Explorers Club of WA (Inc) is an affiliate club to the Swan Yacht Club. All members except Social Members, Student Members, Junior Members, CIO Members, Life Members and Affiliate Members must be social members of the Swan Yacht Club. The Membership Secretary shall provide to the SYC on request or at times deemed necessary a list of all Ordinary Members for their records.

To use the facilities of the Swan Yacht Club it is the responsibility of members to join the Swan Yacht Club.

30. Auditors

Two members not being members of the Committee of Management shall be elected at the Annual General Meeting for one year and shall submit a report on their audit of the Club's annual financial statements, books and accounts to the Committee of Management prior to the following Annual General Meeting.

UNDERWATER EXPLORERS CLUB OF WESTERN AUSTRALIA (INC.)
CONSTITUTION AND RULES
SIXTH EDITION AMENDED JULY 2015
PASSED AT SPECIAL RESOLUTION MEETING 15th JULY 2015