

Scottish Sub-Aqua Club

Byelaws

April 2009



Scottish Sub-Aqua Club
Caledonia House
1 Redheughs Rigg
South Gyle
Edinburgh, EH12 9DQ
www.scotsac.com

Record of Changes

March 2008

Byelaws 1.2.2, 1.2.6 and 1.2.8 changed to reduce the age from 15 to 14.

March 2009

Change to Byelaw 3.1.1 to read “The Annual General Meeting of the Company shall be held prior to 31st October each year, at which the quorum shall be ten voting Members.”, previously “The Annual General Meeting of the Company shall be held in February or March each year, at which the quorum shall be thirty voting Members.”

To change 7.3.2 to read “The Branch Diving Officer shall hold at least the Branch Instructor award. Exception to this rule may be made with the approval of the NDC and under the guidance of the Regional Coach. Such persons will be recognised as Acting Branch Diving Officers until such time as they attain Branch Instructor Award.”, previously “The Branch Diving Officer shall hold at least Master Diver Certificate. Exception to this rule may be made with the approval of the NDC and under the guidance of the Regional Coach. Such persons will be recognised as Acting Branch Diving Officers until such time as they attain Master Diver standard.”

1. MEMBERSHIP

1.1. General

1.1.1 All Members of the Company must be a Member of a Branch of the Company. All Members of a Branch must be a Member of the Company. A Branch may, however, if necessary, restrict membership in that particular Branch. Membership is open to all and no application for membership will be refused on other than reasonable grounds. There shall be no discrimination on grounds of race, occupation, sex or religious, political or other opinion.

1.2. Classes of Membership

1.2.1 Ordinary – an Ordinary Member shall be at least 18 years of age and shall receive full Company privileges.

1.2.2 Junior – a Junior Member shall be aged 14-17 years inclusive and shall receive full Company privileges.

1.2.3 Associate – an Associate Member (non-diving) shall be at least 14 years of age and shall receive all Company privileges except that he shall not be permitted to take part in any Diving/Training activities.

1.2.4 Joint – Joint Membership is available to husband and wife or partners, living at the same address. Both shall receive full Company privileges, but joint Members will receive one copy of the Scottish Diver. Entrance fees will be charged as for two Members.

1.2.5 Family – Family Membership is available for husband and wife or partners with children under 18 and living at the same address. All shall receive the privileges commensurate with the appropriate category of membership. Family Members will receive one copy of the Scottish Diver.

1.2.6 Snorkel – Snorkel Membership is available for those over the age of 14 who shall not be permitted to take part in any activity involving the use of an aqualung and shall have no voting rights within the Company.

1.2.7 Junior Snorkel – Junior Snorkel Membership is available for those up to the age of 14, who shall not be permitted to take part in any aqualung training or activity and shall have no voting rights within the Company.

1.2.8 Student – Student Membership is available for those over 14 who are in full time education and shall receive full Company privileges.

1.2.9 SSAC Direct – available for Members in special circumstances who apply for such membership and have such application approved by the Directors.

1.2.10 The Entrance Fees and Annual Subscriptions for the above classes of membership shall be decided each year at the Annual General Meeting.

1.3. Application for Membership

1.3.1 All applications for membership will require to be on the application form provided by the Company and shall contain such information as the Directors may from time to time require, including the name of the Branch which the applicant proposes to join. Each application shall be endorsed by the Branch and shall be forwarded to the Secretary for consideration by the Directors.

1.4. Transfer of Membership

1.4.1 Transfer of membership – it shall be competent for a Member at any time to request a transfer of membership from one Branch to another, and such an application shall be considered at the new Branch Committee after consultation with the Secretary of the original Branch. If approved the Member shall be notified by the new Branch Secretary. Notification shall also be provided to the Company Secretary.

1.5. Personal Gain

1.5.1 Company activities do not include diving for gain. Any Member undertaking such activities must do so under such provisions for commercial diving, promulgated by the Health and Safety Executive as are appropriate, or under any current specific exemptions to these provisions as may be applicable. Such activities are undertaken at the Members own risk.

1.5.2 No Company or Branch resources (intellectual, physical or documentary) which the Company or Branch own, lease, hire or have the right to use may be used by any Member directly or indirectly for personal or commercial gain.

2. BRANCHES

2.1. Formation

2.1.1 Subject to the approval of the Directors a Branch may be formed by at least six Members or prospective Members.

2.1.2 A new Branch shall be managed by a Temporary Committee of not less than three Members, consisting of a Chairman, Secretary and Treasurer. As soon as possible and, in any event, not more than three months from the date of the formation of the Branch, a General Meeting of the Branch will be held to elect a full Branch Committee.

2.1.3 A Branch Committee shall consist of a Chairman, Secretary, Treasurer, Diving Officer, and at least one other Committee Member.

2.2. The Branch Committee

2.2.1 The Branch Committee shall be appointed at the Branch Annual General Meeting and shall hold office until the next Branch Annual General Meeting.

2.2.2 They shall meet at least six times per year.

2.2.3 Election of Members to the Branch Committee and voting on proper motions brought to a Branch Annual or Extraordinary General Meeting shall be by simple majority vote of those present at such a meeting. Ordinary, Joint, Associate, Family and Junior Members have the right to vote provided that they have paid their Annual Subscription and Branch levy if appropriate for the current Calendar year.

2.2.4 They may appoint and dismiss Sub-Committees and prescribe rules for the conduct thereof.

2.2.5 The Branch Committee may establish its own constitution based on the Company Memorandum and Articles including any Byelaws or financial levies for the better conduct of its own internal affairs provided that they are in accord with the policy of and do not contradict the Memorandum and Articles of the Company.

2.2.6 Such Byelaws and levies made by the Branch Committee shall be binding upon all Members until altered at a Branch General Meeting.

2.2.7 The Branch Constitution Byelaws and levies shall be made known to all Members of the Branch.

2.2.8 A quorum shall be 50% of the voting Members of the Committee; the Chairman shall have the casting vote.

2.3. Duties of the Branch Committee – Office Bearers

2.3.1 Branch Chairman -The Branch Chairman shall be spokesman for the Branch. He shall preside at the Branch Annual General Meeting, Extraordinary General Meeting, and meetings of the Branch Committee. He shall hold an ex-officio position on all Sub-Committees appointed by the Branch Committee. He shall supervise all the affairs (in particular the exercise of financial prudence) of the Branch. (In the absence of the Chairman, the relevant meeting shall elect one of the voting Members present to preside).

2.3.2 Branch Treasurer - The Branch Treasurer shall keep proper records of accounts of all monies received or paid on behalf of the Branch. He shall arrange for all such monies to be deposited at such a Bank as the Branch Committee may direct to the credit of an account in the name of the Branch on which cheques or other orders shall be signed by not less than two office-bearers of the Branch Committee. He shall prepare a statement of income and expenditure and a Balance Sheet to the last day of the month preceding the Branch Annual General Meeting. The

statement shall be scrutinised by at least two persons appointed each year at the Branch Annual General Meeting. He shall be prepared, upon request, to submit an interim financial statement at any Branch Committee Meeting. He shall submit an adopted copy of the Branch Final Accounts. i.e. Income and Expenditure Accounts and Balance Sheet to the Company Secretary each year. The copies of the Branch Final Accounts are to be sent to the Company Secretary so as to reach him before the current Company Annual General Meeting.

- 2.3.3 Branch Secretary - The Branch Secretary shall be responsible for the safe keeping of the Minute Books of the Branch Committees. He shall summon meetings, prepare agendas, record and deal with Branch correspondence. He shall present a report to the Branch Annual General Meeting.
- 2.3.4 Open attendance at meetings. Any Member of the Branch may attend a Committee meeting but shall have no voting power.
- 2.3.5 Sub-Committees and Co-option Sub-Committees may be appointed by the Committee at their discretion for specific purposes. Sub Committees of co-opted Members have no voting powers and may only make recommendations.
- 2.3.6 Closure of a Branch - The decision to close a Branch may be made by a two thirds majority vote at a Branch General Meeting or if the membership falls to such a level that the Directors deem it necessary. The decision to close a Branch should be communicated to the Directors who will be responsible for the orderly wind up of the Branch. Branch equipment and funds possessed by the said Branch at the time of its closure shall normally be held by the Directors in trust for any Branch that may be re-established in the area of the former Branch.

3. MEETINGS

3.1. The Company

- 3.1.1 The Annual General Meeting of the Company shall be held prior to the 31st October each year at which the quorum shall be ten voting Members.
- 3.1.2 Extraordinary General Meetings of the Company may be called by the Directors or following a requisition signed by 7.5% of the voting Members. Said requisition to contain a valid resolution and be forwarded to the Secretary, who shall be obliged within the 28 days after receipt of the requisition to make arrangements for the holding of the Extraordinary General Meeting. A quorum shall consist of thirty voting Members.
- 3.1.3 Resolutions to be considered at the AGM shall be notified to the Secretary by November 30th of the preceding year and shall be included on the published agenda for the meeting. It shall be competent for the

Directors to circulate nominations for election by post, on the Company website, or in Scottish Diver.

3.1.4 Members unable to attend the meeting may vote on items as published on the agenda by writing individually to the General Secretary, clearly stating their preference. Such letters must be received not less than 8 days before the date of the meeting. The number of votes so cast shall be declared to the meeting along with the votes cast in person at the meeting.

3.1.5 The agenda for the AGM shall include:

- (a) Minutes of the previous AGM.
- (b) Report on the Accounts of the previous year
- (c) Reports from the Directors.
- (d) Election of Directors and National Diving Council
- (e) Election of the Person(s) responsible for certifying the Accounts
- (f) The fixing of the fees and subscriptions for the ensuing year.
- (g) Any resolutions of which formal notice has been given
- (h) The Byelaws Review
- (i) Other competent business.

3.2. The Branch

3.2.1 The Annual General Meeting of a Branch shall be held each year at least two weeks before the Company Annual General Meeting. Subject to alteration by agreement between the Directors and the Branch Committee, a quorum shall be the greater of either 3 Members or 10% of the Branch membership.

3.2.2 Extraordinary General Meetings may be called by:

- (a) The Branch Committee;
- (b) The Branch Secretary upon receipt of the signatures of either one third of the Branch membership or twenty Branch Members whichever is the smaller, to a letter stating reasons.

3.2.3 At such a meeting only matters arising from this business the subject of the meeting shall be discussed. The Meeting shall be held within 21 days from receipt of letter.

4. NOMINATION AND ELECTION PROCEDURES

- 4.1. Where, in terms of Article 11 and Bye-law 3 there is a requirement imposed on a meeting to elect a Chairman, Treasurer, National Diving Officer, Directors or Members of the National Diving Council the arrangements for such elections shall be as set out in this bye-law.
- 4.2. In each case, nominations for all of these posts shall be lodged with the Administrator by 30th November preceding the date of the Annual General Meeting.
- 4.3. Each nominee must be a Member of the Company.
- 4.4. There shall be lodged by or on behalf of each nominee:
 - (a) a completed nomination form signed by the Proposer making said nomination and including a statement to confirm the nominee's willingness to act in the relevant post if successful ; and
 - (b) a curriculum vitae asserting their nominee's experience, skills and fitness for the post nominated.

- 4.5. Each nomination shall also require to be seconded and all the nominations, and letters seconding nominations together with the curriculum vitae of the nominee (in the event of there being a competition for any post) shall be circulated (except where there is only one nominee for any post) with the intimation of the Agenda in terms of the Act and bye-law 3. There shall also be circulated at the same time the ballot form for those unable to attend the Annual General Meeting. Such forms shall require to be received by the Administrator not less than eight days before the date of the Meeting. The votes thus cast will be taken into account along with votes cast in person at the Meeting, but after these votes have been cast. A simple majority will suffice for election.
- 4.6. At all meetings of the Company only Members fully paid for the current year and entitled to vote shall be able to vote on any matter appertaining to the Company
- 4.7. No Member shall be both a Director and be a Member of the National Diving Council other than the National Diving Officer. No Company employee shall be a Director.
- 4.8. Branch Committees – Elections to the Branch Committee will be made each year at the Branch Annual General Meeting and Branch Members shall decide the nomination and voting procedure provided that Bye-law 2, Section 2.2.3 is adhered to.

5. DUTIES OF DIRECTORS

5.1. General

- 5.1.1 The Directors collectively are required to act within the powers of the Company, and ensure that the business is not carried on while the Company is unable to meet its debts as they fall due. Individually the Directors are obliged to act with due care, diligence, and skill.

5.2. The Chairman

- 5.2.1 The Chairman shall be the spokesman for the Company
- 5.2.2 He shall preside at the Annual General Meeting, Extraordinary General Meetings and the Meetings of the Directors. He shall hold an ex-officio position on all sub-committees appointed by the Directors.

5.3. The Treasurer

- 5.3.1 The Treasurer shall ensure that proper records of accounts of all monies received and paid on behalf of the Company.
- 5.3.2 He shall arrange for all such monies to be deposited at such Bank as the Directors may direct, to the credit of an account in the name of the

Company, on which cheques or other orders shall be signed by not less than two persons nominated by the Directors.

5.3.3 He shall produce a statement of income and expenditure and a Balance Sheet to the last day of the Company Financial Year. The Statement shall be scrutinised and certified by suitable persons appointed at the AGM.

5.3.4 He shall be prepared, upon request, to submit an interim financial statement at any Meeting of Directors.

5.4. The National Diving Officer

5.4.1 The National Diving Officer (NDO) shall report to the Directors on all aspects of diving and shall be responsible for all diving arrangements in connection with Company activities.

5.4.2 He shall preside at meetings of the National Diving Council.

5.4.3 He shall prepare diving regulations for the approval of and publication by the Directors, in which shall be laid down the standards of training, experience and theoretical knowledge required for the purpose of the Company Diving Certificate.

5.5. The Secretary

5.5.1 The Secretary shall keep Minutes of the Meetings of Directors.

5.5.2 He shall summon meetings, deal with Company correspondence, maintain in good order and safe keeping all records and documents and books of the Company and present a report to the AGM.

5.5.3 He shall send copies of the Minutes or reports of all meetings to the Branch Secretaries.

6. FINANCE

6.1. Financial Year

6.1.1 The Company and Branch Financial year shall end on 31st December in each year, unless otherwise determined by the Directors.

6.2. Entrance fees and subscriptions

6.2.1 All entrance fees and subscriptions shall be paid direct by Members to the Company.

6.3. Treasurers Meetings

6.3.1 The Treasurer shall have power to convene a meeting of Branch Treasurers whenever the Directors deem it necessary for the continued efficiency of the Company.

6.4. Financial Liability

6.4.1 A Sub-Committee appointed by the Directors shall have no power to incur any financial liability in the name of the Company without the specific authority of the Directors.

6.5. Subscription payment date

6.5.1 The Annual Subscription shall be payable to the Company by the last day of the month in which the subscription was due in the previous year. Failure to pay on the due date shall mean that membership ceases on that date.

6.5.2 Any Member failing to renew their subscription within six months of the due date shall be deemed to have resigned, and will thereafter be obliged to pay a joining fee.

7. TRAINING AND DIVING

7.1. The National Diving Officer

7.1.1 The National Diving Officer (NDO) shall be responsible to the Directors for all Training and Diving activities within the Company.

7.1.2 The National Diving Officer shall be suitably qualified. A Deputy National Diving Officer may be appointed by the NDO from the National Diving Council and the appointment shall be ratified by National Diving Council, to act on behalf of the NDO in his absence and to represent the National Diving Council and NDO at meetings of the Directors when the NDO cannot attend. The Deputy NDO will not have voting rights at meetings of the Directors.

7.2. The National Diving Council

7.2.1 The National Diving Council (NDC) is an advisory body responsible for assisting the National Diving Officer with the diving and training activities within the Company. The NDC shall maintain standardisation and high standards of training throughout the Company and shall provide information on all questions concerning diving and training.

7.2.2 The National Diving Council shall consist of a Chairman, who shall be the National Diving Officer and six Elected Members. Elected Members shall accept such duties as may be delegated by the NDO. In addition, The National Coach, Regional Coaches and all Company Examiners shall be ex-officio Members of the Council.

7.2.3 An individual nominated for election to the National Diving Council shall be a Member and be suitably qualified.

7.2.4 The NDC shall meet at least four times per year.

- 7.2.5 All recommendations made at NDC meetings shall be reported to the Directors for approval.
- 7.2.6 The NDC shall have the authority to co-opt any person for specialist duties but such persons shall have no voting powers at NDC meetings.
- 7.2.7 A report of all NDC meetings shall be distributed to all Branch Diving Officers.

7.3. The Branch Diving Officer

- 7.3.1 The Branch Diving Officer (BDO) shall be responsible to the Branch Committee for carrying out the rules and regulations laid down by the Company for diving and training.
- 7.3.2 The Branch Diving Officer shall hold at least the Branch Instructor Award. Exception to this rule may be made with the approval of the NDC and under the guidance of the Regional Coach. Such persons will be recognised as Acting Branch Diving Officers until such time as they attain Branch Instructor Award.
- 7.3.3 The Branch Diving Officer immediately after his election shall select from suitably qualified Members of his Branch his Training Personnel who should hold or be working towards Branch Instructor Qualification. He shall present the list to the Branch Committee for approval. They shall constitute the Branch Diving Committee and shall be responsible for all the Training and Diving activities of the Branch. Only Qualified Branch Instructors can certify the training schedules of trainees.
- 7.3.4 The Branch Diving Committee has the status of an advisory sub-committee of the Branch Committee. It has no executive powers and must obtain approval for all its actions from the Branch Committee.

7.4. TRAINING AND DIVING

- 7.4.1 Training and Diving in the Company shall be carried out as laid down in the Company's Training Schedule and other official publications.
- 7.4.2 Any proposed changes to the Training and Diving rules shall be presented to the AGM of the Company in the form of a proposal. Alterations must be published to the membership before they come into force.
- 7.4.3 In emergency the National Diving Council may make proposals for alterations in rules directly to the Directors, but such proposals, if agreed by the Directors, must be ratified by the next AGM of the Company.
- 7.4.4 Any alleged misconduct in relation to Training or Diving Rules within a Branch shall be reported to the Branch Diving Officer who shall submit details in writing to the National Diving Officer. After such hearing as may be required (to be conducted in terms of bye-law 8), the National Diving Council shall submit their findings together with any

recommendations for any action to be taken for the approval of the Board.

7.5. The National Coach

7.5.1 A National Coach may be appointed by the National Diving Council. The National Coach shall be an ex-officio Member of the NDC.

7.6. The Regional Coaches

7.6.1 The Regional Coaches shall be appointed annually by the elected Members of the National Diving Council and the National Diving Officer. They shall be ex-officio Members of the National Diving Council.

8. DISCIPLINE

8.1. Preliminary

8.1.1 Any Member or Branch reported to the Company Secretary for an alleged misconduct (as defined in Bye-Law 9) shall after an appropriate independent investigation be called to a hearing (having had due notice of the case against him). That hearing, if found necessary, is to be held as soon as practicable and conducted under the principles of natural justice set out in the Sports Councils Handbook 'Getting it Right' (hereinafter referred to as 'a Hearing').

8.2. Members

8.2.1 Action

- (a) The Hearing will result in the member being called before the Company's Disciplinary Committee or the Branch Committee or their appointed Disciplinary Committee to explain their conduct. The Member concerned will receive a written notice from the Company or Branch Secretary giving details of the alleged breach.
- (b) The Member will be invited to submit his views in writing or in person and will be permitted to bring a representative (not necessarily a Member of the Company) to speak on his behalf at the Hearing.
- (c) No-one directly involved in the alleged breach may serve on the Disciplinary Committee.
- (d) After hearing their evidence, the Disciplinary Committee shall consider the case on its merits and shall take such action as it may deem necessary.
- (e) Disciplinary action (at all levels) may take the form of a caution, verbal or written or of a suspension for a given period or expulsion from the Company.
- (f) The Disciplinary Committee shall inform the Member in writing of their decision stating clearly their reasons for that decision.

8.2.2 Appeal

- (a) Any Member or Members of a Branch disciplined under the terms described above shall have the right of appeal against such action. Any appeal must be made in writing within twenty one days of receipt of the decision to a tribunal of arbitrators appointed in accordance with the Rules (as amended from time to time) of the Sports Dispute Resolution Panel Limited (Company no.3351039) and the decision of those arbitrators shall be final and binding on all concerned.
- (b) Any appeal shall give grounds for the appeal and state the appellant's case clearly.
- (c) An appeal against a decision by a Branch Committee shall be heard either by an independent Disciplinary Committee appointed by the Directors or may at the discretion of the Directors be the subject of a referral under this Bye-Law to the Sports Dispute Resolution Panel for the determination of the appeal as set out above.
- (d) In the case of Appeals heard by an independent Disciplinary Committee or by the Sports Dispute Resolution Panel:
- (e) The Disciplinary Committee or the Panel as the case may be shall consider all written evidence at the earliest opportunity and may seek further written or verbal evidence, if required, before deciding the action to be taken.
- (f) The decision of appeals heard by the Disciplinary Committee or by the Panel shall be final and binding on all parties concerned.

8.3. Branches

- (a) In the event of any alleged misconduct reported to the Company Secretary, the Directors after appropriate independent investigation shall if so advised demand a written report from the Committee(s) concerned, explaining such behaviour. Either the Directors or the Branch concerned may request the attendance of special representatives (not necessarily a Member of the Company) at a Hearing before the Directors or the Disciplinary Committee as the Directors may determine to discuss the issues involved.
- (b) After hearing all the evidence, the Directors or the Disciplinary Committee shall consider the case on its merits and shall take such action as they may deem necessary.
- (c) The decision of the Directors or the Disciplinary Committee shall be binding on all parties concerned and may only be appealed against to the Sports Dispute Resolution Panel as above within twenty one days by written submission to the said Panel.

8.4. Company Directors or National Diving Council Members

- (a) Any misconduct alleged against a Member of the National Diving Council by report to the Company Secretary shall after appropriate independent investigation be remitted to the Board of Directors or their Disciplinary Committee for such action as the Board deem appropriate. In the event of any allegation of

misconduct against a Member of the Board of Directors reported to the Company Secretary, the remaining Members of the Board of Directors shall again after appropriate independent investigation summon an appropriate independent Disciplinary Committee not involved in the subject of the alleged breach to a Hearing on the matter. The only appeal against any decision by such an independent Disciplinary Committee shall be to the Sports Dispute Resolution Panel as above.

9. MISCONDUCT

9.1.1 In connection with the affairs of the Company and Branches, the Members should be aware that the following may amount to 'misconduct' and may give rise to disciplinary action in terms of Bye-Law 8:-

- (a) A breach of the Training and Diving Rules;
- (b) A breach of these Articles or any Byelaws or regulations made hereunder and in particular a breach of any Policy or Code of Conduct or Ethics adopted by the Company and published as such;
- (c) Any conduct, act or omission which in the view of the Directors is or was detrimental to the interests of the Company or the Sport of Sub-Aqua.

The words 'his', 'him' or 'he' shall be equally taken to read 'hers', 'her' or 'she' wherever they appear.