

Scottish Sub-Aqua Club

Byelaws



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

1. GENERAL

- 1.1. Words and expressions which have a particular meaning in the Articles of Association of the Company shall have the same meaning in these Bye-laws unless otherwise specified.

2. MEMBERSHIP

2.1. General

- 2.1.1 All Members of the Company (other than ScotSAC Direct Members admitted to membership in accordance with Clause 2.2.7 below) 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.

2.2. Classes of Membership

The following shall be classes of Voting Members of the Company:

- 2.2.1 Ordinary – an Ordinary Member shall be at least 18 years of age and shall receive full Company privileges.
- 2.2.2 Junior – a Junior Member shall be aged 14-17 years inclusive and shall receive full Company privileges.
- 2.2.3 Associate – an Associate Member (non-diving) shall be at least 14 years of age and shall receive all Company privileges except that they shall not be permitted to take part in any Diving/Training activities.
- 2.2.4 Student – Student Membership is available for those who are aged 18 or over who are in full time education and shall receive full Company privileges.
- 2.2.5 Joint – Joint Membership is available to husband and wife or partners, living at the same address. Both shall receive full Company privileges (including one vote each at General Meetings of the Company), but joint Members will receive one copy of the Scottish Diver.
- 2.2.6 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.
- 2.2.7 ScotSAC Direct – available for Members in special circumstances (as determined by the Board) who apply for such membership and have such application approved by the Directors.

The following shall be classes of Non-Voting Members of the Company:

2.2.8 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.

2.2.9 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.

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

2.3. Transfer of Branch Membership

2.3.1 Transfer of Branch 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 by the Member to the Company Secretary.

3. PERSONAL GAIN/LIABILITY

3.1.1 Company activities do not include diving for gain (whether personal or commercial). Any Member undertaking such activities must do so under all applicable laws in relation to commercial diving, 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.

3.1.2 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 and any such use in breach of this Clause 3.1.2 shall be entirely at the Members own risk.

3.1.3 Any liability of the Company (or its officers, agents or employees) to any Member or third party is excluded to the fullest extent permitted by law and the Company shall not be responsible for any loss or liability suffered or sustained whether negligently or otherwise and whether direct, indirect or consequential (howsoever arising).

4. BRANCHES

4.1. Formation

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

4.1.2 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.

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

4.1.4 A Branch may be removed as a Branch of the Company if the Directors (in their entire discretion) determine that the Branch no longer meets the requirements of the Company or it is not in the best interests of the Company to retain that Branch as a Branch of the Company. In this circumstance, any Members of such Branch shall be transferred to an alternative Branch as determined by the Directors.

4.2. The Branch Committee

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

4.2.2 They shall meet at least two times per year.

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

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

4.2.5 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 accordance with the policy of and do not contradict the Memorandum and Articles of the Company and the Bye-laws of the Company.

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

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

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

4.3. Duties of the Branch Committee – Office Bearers

4.3.1 The duties and roles of the Branch Chairman, Branch Treasurer and Branch Secretary shall be as set out in the document “Role Descriptions” as published by the Board or as otherwise determined by the Board and notified to the Branch Committees.

4.3.2 There shall be open attendance at Branch Committee meetings. Any Member of the Branch may attend a Committee meeting but shall have no voting power.

CLOSURE OF A BRANCH

4.3.3 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 of the Company deem it necessary or in accordance with the Articles. 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.

5. MEETINGS

5.1. Branch Meetings

5.1.1 The Annual General Meeting of a Branch shall be held each year no later than 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 (unless there are less than 3 Members of the Branch whereupon the quorum shall be 2 Members until there are 3 or more Members of the Branch).

5.1.2 All other 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.

5.1.3 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 the letter.

6. NOMINATION AND ELECTION PROCEDURES

- 6.1. Where, in terms of the Articles there is a requirement imposed on a meeting to elect, Directors or Members of the National Diving Council the arrangements for such elections shall be as set out in this bye-law.
- 6.2. There shall be lodged by or on behalf of each nominee for the position of a Director or member of the National Diving Council:
- (a) a completed nomination form signed by one Member making said nomination and including a statement to confirm the nominee's willingness to act as a Director or member of the National Diving Council if successful ; and
 - (b) a curriculum vitae asserting their nominee's experience, skills and fitness for appointment as a Director or member of the National Diving Council.

- 6.3. Each nomination shall also require to be seconded by one other Member 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 Notice of the General Meeting.
- 6.4. 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.
- 6.5. 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 4, Section 4.2.3 is adhered to.

7. DUTIES OF DIRECTORS

7.1. General

- 7.1.1 The Directors collectively are required to act within the powers of the Company. Individually the Directors shall act in accordance with their directors' duties in accordance with the Companies Act 2006. The detailed notes and duties of the directors shall be as set out in the document "Role Descriptions" published by the Board or as otherwise determined by the Board and notified to the Members and directors.

7.2. The Chairman

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

7.3. The Treasurer

- 7.3.1 The Treasurer shall ensure that proper records of accounts of all monies received and paid on behalf of the Company.
- 7.3.2 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.
- 7.3.3 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.

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

7.4. The National Diving Officer

7.4.1 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.

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

7.4.3 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.

7.5. The Secretary

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

7.5.2 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.

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

8. FINANCE

8.1. Financial Year

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

8.2. Entrance fees and subscriptions

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

8.3. Financial Liability

8.3.1 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.

8.4. Subscription payment date

8.4.1 The Annual Subscription shall be payable to the Company within 28 days of the first day of the month in which the subscription was due in the previous year unless otherwise determined by the Directors. Failure to pay on the due date shall mean that membership ceases on that date

and the Member concerned may (at the discretion of the Board) cease to receive any of the benefits of Membership.

9. TRAINING AND DIVING

9.1. The National Diving Officer

9.1.1 The National Diving Officer (NDO) shall oversee all Training and Diving activities within the Company.

9.1.2 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 the 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.

9.2. The National Diving Council

9.2.1 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's role shall be to maintain standardisation and high standards of training throughout the Company and shall in so far as is reasonably possible provide information on all questions concerning diving and training.

9.2.2 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. For the avoidance of doubt, no member of the National Diving Council (other than the NDO) shall be a Director of the Company.

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

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

9.2.5 All recommendations made at NDC meetings shall be reported to the Directors for approval.

9.2.6 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 or at meetings of the Directors.

9.2.7 A report of all NDC meetings shall be distributed to all Branch Diving Officers.

9.3. The Branch Diving Officer

- 9.3.1 The Branch Diving Officer (BDO) shall oversee the carrying out of the rules and regulations laid down by the Company for diving and training in respect of his respective Branch.
- 9.3.2 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.
- 9.3.3 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 with Active Status can certify the training schedules of trainees.
- 9.3.4 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.

9.4. TRAINING AND DIVING

- 9.4.1 Training and Diving in the Company shall be carried out as laid down in the Company's Training Schedule, the Training and Diving Rules and other official publications.
- 9.4.2 Any proposed changes to the Training and Diving rules shall be determined by the Board (either as recommended by the National Diving Council or at the discretion of the Board) and published as binding on the Company. Alterations to the Training and Diving Rules must be published to the membership of the Company (whether in hard copy or electronic form) before they come into force.
- 9.4.3 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.

9.5. The National Coach

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

9.6. The Regional Coaches

9.6.1 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.

10. DISCIPLINE

10.1. Preliminary

10.1.1 All disciplinary matters raised in relation to a Member, Person or Branch shall be dealt with at Branch level in accordance with the rules of the appropriate Branch unless it is otherwise determined by the Board or any Disciplinary Committee appointed by the Board;

10.1.2 For the avoidance of doubt the Board or any Disciplinary Committee appointed by the Board shall not be obliged to investigate or deal with any disciplinary matter raised at Branch level or by a Member, Person or Branch unless it is otherwise determined by the Board or the Disciplinary Committee;

10.1.3 The Board shall have the power to prohibit any act or practice by Members, Persons, Branches or other individuals or organisations under its jurisdiction which in the opinion of the Board is or was detrimental to the interests of the Sport and to inflict penalties whether by way of suspension, expulsion or otherwise for any infringement of the Rules and, in particular, shall have powers to delegate to a disciplinary sub-committee the powers of the Board to deal with discipline.

10.2. Disciplinary Procedure

10.2.1 Action

10.2.2 If the Board is asked or determines to investigate the conduct of any Member, Person, Branch or organisation involved in the Sport, the Chairman after consultation with the Board and after an appropriate independent investigation (if it is determined by the Board that such investigation is required) shall, within 14 days of such receipt or determination of an investigation appoint a disciplinary committee (unless such committee is already appointed) (the "Disciplinary Committee"). The Disciplinary Committee shall consist of three appropriately qualified individuals who are independent and impartial and who need not be Members of the Company and who may not be members of the Board.

10.2.3 The proceedings of the Disciplinary Committee may be dealt with in writing and information may be exchanged between the parties through all media including fax or email. The Disciplinary Committee shall, subject to the terms of the Articles and the Rules, conduct the proceedings of any disciplinary matter in such a manner as it considers fit provided that it shall at all times act fairly and impartially. The Company Secretary of the Company on behalf of the Disciplinary

Committee shall within a further 21 days of the 14 day period referred to in Clause 10.2.2, correspond with the Member, Person or Branch concerned or, if it is deemed necessary by the Disciplinary Committee within such 21 day period invite the Member, Person or Branch concerned to attend a hearing by sending a recorded delivery letter to the last known address of the Member, Person or Branch to arrive at least Seven clear days prior to the date fixed for the hearing. The Disciplinary Committee shall make such procedural provisions as shall be necessary for the just and efficient disposal of the hearing according to the rules of natural justice. Each member of the Disciplinary Committee shall have one vote and decisions in all cases shall be determined by a majority vote. Within Seven days of the hearing or determination of the matter by the Disciplinary Committee (if being dealt with in writing) the Disciplinary Committee shall notify the Member, Person or Branch in question of its decision in writing. The Disciplinary Committee may dismiss the complaint, suspend, expel or disqualify the Member, Person or Branch or impose such other penalty or sanction as it considers fit.

10.2.4 Appeal

- (a) Any Member, Person or Branch disciplined by the Disciplinary Committee under the terms described above shall have the right of appeal against such action only if the provisions of the Rules or the Articles have not been adhered to. Any appeal must be made in writing within twenty one days of receipt of the decision of the Disciplinary Committee and must be made to the Board. Within fourteen days of receipt of an appeal under the terms of this Clause 10.2.4, the Board shall (unless such a committee is already appointed) appoint an appeals committee (the "Appeals Committee") or refer the matter to Sport Resolutions in accordance with Clause 10.2.4 (e) below. The Appeals Committee shall consist of three appropriately qualified individuals who are independent and impartial and who need not be Members of the Company and who shall not be members of the Board or the Disciplinary Committee.
- (b) The proceedings of the Appeals Committee shall be conducted in such manner as such Committee deems necessary for the just and efficient disposal of the matter according to the rules of natural justice. Each member of the Appeals Committee shall have one vote and decisions in all cases shall be determined by a majority vote. The Appeals Committee shall determine the appeal within twenty one days of the matter being referred to such Committee by the Board and shall notify the Member, Person or Branch in question of its decision in writing within fourteen days of such determination. The decision of the Appeals Committee shall be final and binding on all concerned in the matter.

- (c) Any sanctions of the Disciplinary Committee imposed on a Member shall, in the event of an appeal, continue to apply until determination of the appeal.
- (d) For the avoidance of doubt an appeal can only be made in respect of a decision of the Disciplinary Committee and not in respect of a decision made at Branch level.
- (e) The Board, the Disciplinary Committee or the Appeals Committee may, at any time, refer a disciplinary matter to a tribunal of arbitrators appointed in accordance with the Rules (as amended from time to time) of the Sport Dispute Resolution Panel Limited (Company Number: 3351039) (“Sport Resolutions”) and the decision of those arbitrators shall be final and binding on all concerned. Any application to Sport Resolutions under these Bye-laws shall be governed by the law of Scotland.

11. MISCONDUCT

11.1.1 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 10:-

- (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.