

# Ealing Sub-Aqua Club Byelaws

## Branch N° 514 of THE BRITISH SUB-AQUA CLUB

### 1. Scope

These Byelaws shall regulate the structure, administration and activities of a Branch of the British Sub-Aqua Club to be known as Ealing Sub-Aqua Club (hereinafter 'the Branch').

### 2. Objects

The aims and objects of the Branch shall be to provide for its Members' facilities, opportunity and training for diving in accordance with the standards of the British Sub-Aqua Club, together with related social activities.

### 3. Meeting Place

The meeting place of the Branch shall be at such location as may be decided by the Branch in General Meeting; provided always, that the Branch's Committee of management ('the Committee') may at any time designate an alternative venue which shall be the interim meeting place until the change of venue has been voted upon by the Members of the Branch.

### 4. Membership

- (i) There shall be ten classes of membership, categorised as Voting and Non-Voting Members as defined below:

#### **Voting Membership:**

- (a) Full Diving Membership, for which any person 18 years of age or over shall be eligible.
- (b) Associate Membership, for which any person 18 years of age or over shall be eligible but which shall not entitle such a member to take part in snorkelling or any other activity involving his use of a breathing set.
- (c) Snorkelling Membership, for which any person of 19 years and over shall be eligible but which shall not entitle such a member to take part in any activity involving his use of a breathing set.
- (d) Student Diving Membership, for which any person of the age of 18 or over shall be eligible provided that they are in full time education.
- (e) Junior Diving Membership, for which any person between the ages of 14 and 17 whose parent or guardian is a Member of the branch shall be eligible.
- (f) Life Membership of the branch, which shall be conferred solely by the Branch Committee and for which any person shall be eligible.

#### **Non-Voting Membership:**

- (g) Junior Snorkelling Membership, for which any person between the ages of 8 and 18 years shall be eligible but which shall not entitle such a Member to take part in any activity involving his use of a breathing set.
  - (h) Family Swimming Membership, for which any family with one Full Diving Member can be eligible, but which shall not entitle such Members to take part in snorkelling or any other activity involving his use of a breathing set.
  - (i) Swimming Membership, for which any person of 18 years and over shall be eligible, but which shall not entitle such a Member to take part in snorkelling or any other activity involving his use of a breathing set.
  - (j) Junior Swimming Membership, for which any person under the age of 18 can be eligible, but which shall not entitle such a Member to take part in snorkelling or any other activity involving his use of a breathing set.
- (ii) An applicant for membership of the Branch shall apply to the Committee and upon acceptance of his application and payment of the appropriate Branch and National Headquarters subscriptions shall be a Member of the class for which he has applied and is eligible. The Committee may delegate to such Members of the Branch as it may see fit the responsibility for entertaining and accepting applications for membership.

- (iii) A Member shall retain his membership until he has resigned or is deemed to have resigned in accordance with this paragraph or [Bye-law 16](#). If either payment of his Branch or National Headquarters subscriptions is 30 days or more overdue, a Member shall be deemed to have resigned.
- (iv) Membership to this Branch is governed by the collective policies and rules;
  - Equal Opportunities Policy
  - ESAC Branch Officers' Roles
  - Rules of ESAC 514
  - Club Boat Rules
  - Child Protection Policy
  - Health and Safety Policy

The Committee shall have the power to amend the above policies and rules when deemed necessary.

## **5. Management**

- (i) A Committee which shall be elected at each Annual General Meeting of the Branch, shall comprise nine officers, who shall serve ex officio, and shall manage the Branch.
- (ii) The nine Branch Officers shall be the Chairman, the Secretary, the Treasurer, the Membership Secretary, the Social Secretary, the Diving Officer, the Training Officer, the Equipment Officer, and the Boat Officer, the latter four of which form the Branch Diving Sub Committee. The duties of the Officers shall be as set out in the following Byelaws, the BSAC Branch Officers' handbook and the ESAC Branch Officers' Roles document.
- (iii) The Committee shall hold and administer for the benefit of the membership all funds, equipment and property owned by the Branch.
- (iv) The minimum status for a Branch Officer is a Full Diving Member (excluding Social Secretary who must be a Club Member over the age of 18).
- (v) Only Full Diving Members may cast a vote on diving issues raised in Committee.
- (vi) In the event that one person holds more than one office on the Committee, they still have only one vote, not one vote per job. Normally the Chairperson - whose role should be totally impartial - does not vote. However, the Chairperson does have a casting vote in the event of a deadlock situation, in order to conclude the business.

## **6. The Chairman**

The Chairman shall be the Chief Executive Officer of the Branch. He shall take the chair at all meetings of the Branch and of the Committee at which he is present, and subject to the provisions of these Rules, his decision on matters of procedure shall be final and binding on the meeting.

## **7. The Diving Officer**

The Branch's Diving Officer derives his authority in training and diving matters from the National Diving Officer of the British Sub-Aqua Club. He shall have responsibility for the training and diving activities of the Branch and for the safe conduct thereof, and he shall ensure that the said activities are carried on in accordance with such practices and procedures as may be recommended from time to time by the National Diving Officer or pursuant to his authorisation. The Diving Officer may delegate training duties to a Training Officer, who shall be responsible to him for the performance thereof. The Diving Officer's decision in respect of his responsibilities shall be final in the Branch, subject only to such guidelines consistent with this Byelaw as may be established from time to time by the Committee.

## **8. The Secretary**

The Secretary shall maintain the Branch records and shall record the meetings of the Committee, General Meetings of the Branch, and such other meetings as the Chairman may request. He shall be primarily responsible for the publication of Committee approved minutes. He shall be primarily responsible for the Branch's communications with third parties, and shall keep the Officers, the Committee and/or the Branch, as may be appropriate, informed of matters coming to his attention which pertain to Branch activities.

## 9. The Treasurer

The Treasurer shall be responsible for dealing with all monies received or paid on behalf of the Branch, shall make any investment of Branch funds approved by the Committee, shall keep records and proper books of account of all financial transactions conducted in the Branch's name, and shall prepare for consideration by the Committee a statement of income and expenditure and a balance sheet to the last day of September each year which he shall cause to be audited by a certified Accountant who is not a Member of the club. The Treasurer's draft accounts shall be published for submission to the Annual General Meeting. The audited accounts will be published at the earliest opportunity thereafter, but not later than four (4) months after the AGM.

He shall arrange for all Branch funds and securities to be kept on deposit with a bank or banks approved by the Committee and shall maintain a current or other account or accounts on which any two Officers, of the Chairman, Diving Officer, Secretary and Treasurer, may sign cheques or other orders.

## 10. Annual General Meeting

- (i) The Annual General Meeting of the Branch shall be held in November or December each year. The date, time and location of the Meeting shall be advertised on the notice board, and sent by email or post to all paid-up Members and Life Members at least forty two (42) days before the Meeting.
- (ii) Notice of the Meeting and the agenda thereof shall be displayed on the Club notice board and transmitted by email or post to paid-up Members at least twenty eight (28) days prior to the Meeting. The notice shall identify those Members of the Committee who are standing again, shall request nominations for Officers; shall include the Treasurer's draft accounts, the previous AGM minutes and any motions being proposed.
- (iii) The Committee shall nominate and second a candidate for Diving Officer, the incoming Diving Officer will appoint the Training Officer. Other Branch Officers identified in the Notice as standing again shall have been deemed to have been nominated and seconded by the Committee.
- (iv) To be valid, nominations not made by the Committee must be [a] delivered to the Secretary in writing at least fourteen (14) days before the Meeting, [b] seconded and [c] endorsed by the Nominee to the effect that he is willing to accept the position if he is elected.
- (v) Any Member may propose a motion for consideration at the Meeting, but such motions must be proposed and seconded in writing and delivered to the Secretary not less than thirty five (35) days before the Meeting.
- (vi) Any Member may propose amendments to such motions and may make any further **related** motion for consideration at the Meeting, but such amendments and further motions must be proposed and seconded in writing and delivered to the Secretary not less than fourteen (14) days before the Meeting.
- (vii) At least twenty five per cent (25%) of the Branch's membership entitled to vote at the Meeting shall be required for a quorum, but a quorum once present shall not be lost notwithstanding the departure from the Meeting of any Member or Members.
- (viii) Subject to the provisions of Byelaw 12(iii), the right to vote at the Meeting and to nominate and second a candidate shall be restricted to membership classes a-e whose current subscriptions are fully paid, and Life Members.
- (ix) The Branch Officers shall be elected at the Meeting by ballot and postal vote. If a nominee stands unopposed, he shall be deemed to have been so elected.
- (x) The Secretary shall display on the Branch notice board and transmit by email or post to all paid-up Members and Life Members, the Agenda and / or Notice, if amended, ten (10) days prior to the Meeting.
- (xi) Following an AGM the draft minutes shall be approved by the Committee and transmitted by email or post to all paid-up Members and Life Members within sixty (60) days of the AGM.

## 11. Special General Meetings

- (i) Any General Meeting of the Branch other than the Annual General Meeting shall be known as a Special General Meeting.
- (ii) The Committee may call a Special General Meeting at any time upon giving not less than fourteen (14) days written notice thereof to all paid-up Members of classes a-e and Life Members. The notice shall state the reasons for the Meeting and shall include the text of any motion proposed for consideration thereat. Amendments to such motion may be proposed at the Meeting.
- (iii) The Committee shall call a Special General Meeting upon receipt of a request to do so signed by not less than 10 paid-up Members of classes a-e and Life Members, provided that the request states the reason therefore and contains the text of at least one motion proposed for consideration thereat. The provisions of the preceding paragraph shall apply with regard to convocation and conduct of the Meeting.
- (iv) The business of a Special General Meeting shall be that for which it was called and no other.
- (v) The provisions of Byelaws [10 \(vii\)](#) and [10 \(viii\)](#) shall apply to Special General Meetings.
- (vi) Following an SGM the draft minutes shall be approved by the Committee and transmitted by email or post to all paid-up Members and Life Members within 60 days of the SGM.

## 12. Voting

- (i) Subject to the provisions of Byelaws [10 \(viii\)](#) and [18 \(ii\)](#) and of the next succeeding paragraph, voting on any given motion at a General Meeting shall be by show of hands or by ballot, as the Chairman may decide and by postal ballot. Motions shall be carried by the affirmative votes of a simple majority of Voting Members present. The Chairman being totally impartial does not have a vote. However the Chairman does have a casting vote in the case of a deadlock situation in order to conclude the business.
- (ii) Subject to Bye-law [19](#), a resolution to alter these Byelaws shall only be carried by at least a two-thirds majority of affirmative votes cast by not less than twenty five percent 25% of the Members of the Branch entitled to vote at General Meetings. Such a resolution may only be resolved in General Meeting.
- (iii) Only Members of the British Sub-Aqua Club shall be entitled to vote on diving issues, excepting that Life Members shall be entitled to vote on the election of the Branch Diving Sub Committee.
- (iv) Except as provided in this Bye-law or Byelaws [18](#) and [19](#), the Committee may put any motion to the Voting Membership at any time by postal ballot. A motion only put to postal ballot shall only be carried by a majority of affirmative votes cast by not less than twenty five percent 25% of the Members of the Branch entitled to vote at General Meetings.
- (v) Voting papers for postal ballots shall be sent to all paid-up Members and Life Members not less than ten (10) days before the date on which the votes are to be counted.

## 13. Committee

- (i) The Committee shall take office upon election and shall hold office until their successors have been elected.
- (ii) At its first meeting, the Committee shall appoint one of their Members as Vice-Chairman.
- (iii) The Committee shall have the power to fill any vacancy amongst the Officers of the Branch or amongst the rest of the Committee's membership which occurs during their term of office, and any person newly appointed to the Committee to fill such vacancy shall become a full Voting Member thereof. The Committee shall have the power to co-opt Members who may be invited by the Chairman to Committee Meetings, and may also appoint sub-Committees for specific purposes. These co-opted roles and sub-Committees shall be automatically dissolved at the following Annual General Meeting (AGM). Co-opted roles shall not be entitled to vote at Committee meetings.
- (iv) The Committee shall determine any question as to the interpretation of these Byelaws and of any regulations made hereunder and may rule in connection with any situation not otherwise provided for herein. In the latter event, such ruling shall only remain in effect until the next General Meeting of the Branch. Its continued validity shall depend upon ratification at that Meeting.

- (v) Five full Voting Committee Members then serving shall form a quorum for a meeting; provided, however, that no quorum shall be formed without the presence of either the Chairman, the Vice-Chairman, or the Secretary. A quorum once formed shall not be lost even though, as a result of the departure of a Member during the meeting, the number of Voting Members falls below the number required to open the meeting. Voting shall be in accordance with [Byelaw 5\(vi\)](#).
- (vi) The Committee may adopt no resolution unless:
  - (a) It has the affirmative votes of a simple majority of those Members present and entitled to vote, and....
  - (b) The number of such votes is at least equal to a simple majority of the number of Members required to open the meeting at which the resolution is proposed.
- (vii) No Member shall be entitled to vote on a matter in which he has personal vested interest, and he must declare that interest to the meeting as a whole, and he shall withdraw from any meeting during the period of discussion of such interest.
- (viii) Any Officer and the Vice-Chairman shall each have the power to require the Secretary to call a meeting of the Committee at any time.

#### **14. Quarterly Meetings**

The Committee shall arrange for informal quarterly meetings of the Branch to provide an opportunity for an exchange of opinions between the membership and the Committee. Notice of a meeting shall be posted on the Branch notice board not less than fourteen days before the date thereof.

#### **15. Branch Activities**

- (i) At the discretion of the Diving Officer, Branch diving and open-water training activities shall be open to Members of other Branches and to guests.
- (ii) Subject to such regulations as may be established from time to time by the Committee, any Branch Member and, with the prior approval of the official in charge of the session, any visitor from another Branch or any guest may use the training pool for training, testing equipment, swimming with basic equipment and free swimming. No one shall use any equipment other than basic equipment without the prior approval of the Diving Officer.
- (iii) If a Member damages or loses hired Branch equipment the Committee may charge that Member the cost of repairing or replacing the article.

#### **16. Discipline**

- (i) Temporary suspension from participation:
  - (a) In order to ensure proper compliance with regulations governing the activities of the Branch and to uphold the good name of the Branch and the safety of its Members, the person in charge of a Branch activity may suspend, at his discretion and for the duration of the activity, any Member who misconducts himself. Any such suspension shall be reported as soon as possible to the Chairman or the Secretary and shall be discussed at the next meeting of the Committee.
  - (b) The Committee shall first discuss the incident without the presence of the Member in question and then shall invite him to join the discussion and express his view of the matter.
- (ii) Suspension and loss of membership:
  - (a) The Committee shall have the power by a two-thirds majority of all serving Voting Members on the Committee to suspend the membership of any Member of the Branch for a period of time as they deem appropriate. Suspension of the membership of any Officer or other Committee Member shall be dealt with in accordance with the provisions of the next succeeding sub-clause. A decision to suspend so taken shall be immediately communicated to the Member concerned, and his membership shall thereupon be suspended. A suspended Member shall be entitled to demand a hearing at the next regular meeting of the Committee during which the reasons for his suspension shall be made fully known and he shall be given the opportunity to answer fully the charges or allegations made against him. Upon conclusion of the hearing, the Member shall leave the meeting and the Committee shall vote again on the suspension. If the requisite two-thirds majority does not carry the motion, the suspension shall thereupon be lifted and the Member shall be informed accordingly. If the motion is carried again by the said majority, the Member shall be so informed and he shall thereupon be deemed to have resigned his membership in the Branch. The Member affected shall have the right to propose a motion of appeal from the

decision of the Committee to the next General Meeting of the Branch. In that regard, he shall for the purposes of Byelaws [10 \(v\)](#) and [11 \(iii\)](#) have the rights of a paid-up Member.

- (b) Suspension of the membership of an Officer or other Committee Member shall only be voted upon at a meeting the agenda of which [a] has been posted or distributed to all Committee Members at least one week prior to the meeting and [b] explicitly refers to the motion of suspension. If the person charged attends the meeting, he shall be entitled to hear and respond to the charges levied against him. When the Chairman of the meeting is satisfied that the matter has been adequately and fairly discussed, the person charged shall leave the meeting and a vote shall be taken. If the proposal to suspend is carried by the requisite two-thirds majority, the person charged shall be deemed to have resigned his membership in the Branch, and he shall have the right of appeal provided for in the preceding paragraph. If the person charged does not attend the meeting, the provisions of the preceding paragraph shall apply.

### **17. Subscriptions**

- (i) Persons joining or rejoining the Branch shall pay the appropriate National Headquarters subscription plus the Branch subscription.
- (ii) Branch membership subscriptions shall be in such amount, shall be payable on such dates, and shall be subject to such terms and conditions as may be determined from time to time by the Committee.

### **18. Dissolution**

- (i) The Branch may not be dissolved except pursuant to a vote taken at a General Meeting; provided, however, that dissolution may be put to a vote at an Annual General Meeting only if it appears on the agenda provided for in [Bye-law 10\(x\)](#).
- (ii) A proposal to dissolve the Branch shall be subject to ballot and, in order to be carried, it must receive the affirmative votes of two-thirds of the Voting Members of the Branch who are present at the Meeting.
- (iii) If dissolution of the Branch is voted in accordance with the preceding provisions of this Byelaw, the Committee shall proceed without delay to realise the property of the Branch and to discharge the Branch's outstanding liabilities. Any net assets thereafter remaining shall be distributed to such recipient or recipients and in such fashion as the Meeting shall have decided.

(If the Branch has assets acquired in part or in full with grants from agencies such as the Lottery Sports Fund or Foundation for Sport and the Arts, those agencies should be informed of the proposed dissolution, for they have a right to recover a proportion of the current value of the assets, and/or to advise on their disposal, perhaps to another worthy user).

### **19. Amendment**

Notwithstanding anything to the contrary contained in these Byelaws, no amendment may be made to this Bye-law or to Byelaws [2](#), [7](#), [18](#) and [20](#) unless prior to the meeting at which such amendment is proposed, an Officer or the Chief Executive of the British Sub-Aqua Club shall have notified the Branch in writing of the British Sub-Aqua Club's approval of the subject and text thereof.

### **20. British Sub-Aqua Club Rules**

These Byelaws are made in compliance with Rule 3 of the Rules of the British Sub-Aqua Club, shall be subject to the provisions and requirements of that Rule and shall only be valid to the extent that they are not in conflict with the said provisions and requirements or with those of the Articles of Association of the British Sub-Aqua Club.

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