



**KENDAL & LAKES SUB-AQUA CLUB
(BSAC BRANCH 0546)**

BRANCH CONSTITUTION

1. Scope

- i. This constitution is intended to regulate the structure, administration and activities of the Kendal & Lakes Sub Aqua Club (hereinafter called 'the Branch').
- ii. Members of the Branch agree to conform to the rules contained within this constitution in so far as they are not contrary to, or inconsistent with the British Sub Aqua Club Memorandum of Association. Members of the branch must also be members of the British Sub Aqua Club.
- iii. Words imparting masculine gender shall include the feminine gender.

2. Objects

- i. The aims and objects of the Branch are to provide for its members' facilities, opportunity and training to promote and encourage participation in the sport of sub-aqua (SCUBA) diving in accordance with the standards of the British Sub Aqua Club, together with related social activities.

3. Membership

(i) There are nine classes of membership, open to the community at large, subject to eligibility without discrimination: -

- (a) Full Diving/ Snorkelling Membership, for which any person 14 years of age or over is eligible.
- (b) Associate Membership, for which any person shall be eligible but which shall not entitle such a member to take part in snorkelling or any other activity involving use of a SCUBA set.
- (c) Junior Membership, for which any person under the age of 18 years shall be eligible but which shall not entitle such a member to take part in any activity involving use of a SCUBA set.
- (d) Snorkelling 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 any activity involving his use of a SCUBA set.
- (e) Student Membership, for which any person of the age of 18 or over shall be eligible provided that they are in full time education.
- (f) Junior Diving Membership, for which any person between the age of 14 – 17 shall be eligible.
- (g) Junior Snorkelling Membership, for which any person between the age 8 – 17 years shall be eligible but which shall not entitle such a member to take part in any activity involving use of a SCUBA set.
- (h) Honorary Membership, which shall be conferred solely by the Branch Committee and for which any person shall be eligible.
- (i) Patron, which shall be conferred or withdrawn solely by the Branch Committee, to person or organisation selected by the Branch Committee and approved by the Club Membership.

(ii) Members will retain their membership until they have resigned: If payment of Branch or BSAC subscriptions, in respect of any period is 30 days or more overdue, a member will be deemed to have resigned.

4. Management

- (i) A Committee, elected at each Annual General Meeting of the Branch, comprising of four officers, serving in an "ex officio" capacity, and no less than 3 other members will be responsible for managing the Branch.
- (ii) The four Branch Officers will be the Chairman, the Diving Officer, the Secretary and the Treasurer. The duties of the Officers are described in section 7.
- (iii) The branch will be run on a non-profit making basis, any surplus funds being deposited as a contingency fund, for the repair, maintenance or replacement of existing equipment or the addition of new equipment. This does not preclude the making of donations to Charities or other acceptable worthy causes, as agreed by a simple majority of the Committee.
- (iv) The Committee will hold and administer for the benefit of the membership all equipment, property and funds, owned by the Branch and ensure that no distribution of club assets is made, in cash or kind, to any branch member or third party, other than the repayment of authorised expenses, incurred on behalf of the branch.
- (v) The committee & members of the Branch acting properly in the course of running the Branch will be indemnified against any liability incurred in the proper running of the branch (but only to the extent of it's assets).

5. Committee

- (i) The Committee members will take office upon election and hold office until their successors have been elected. Committee members must also be members of the branch.
- (ii) The Committee have the authority to co-opt a member 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 will become a full voting member thereof. The Committee also has the authority to co-opt up to four non-voting members.
- (iii) 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 of that meeting.
- (iv) A simple majority of voting Committee members then serving shall form a quorum for a meeting; provided, however, that no quorum shall be formed without the presence of the Chairman, the Diving Officer, 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.
- (v) 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.
- (vi) No member is entitled to vote on any matter in which his interest differs from that of the Branch as a whole, and he will withdraw from any meeting during the period of discussion of such interest.
- (vii) Any Officer has the power to require the Secretary to call a meeting of the Committee at any time.
- (viii) The committee will adopt the BSAC Welfare policy and nominate a committee member to act as Welfare Officer.

6. Meetings

The Committee will arrange for regular informal meetings of the Branch to provide an opportunity for an exchange of opinions between the membership and the Committee, these will take place each week between September & April, when the branch are based at Kendal Leisure Centre.

7. OFFICERS

(i) The Chairman

The Chairman is the Chief Executive Officer of the Branch. He will 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 will be final.

(ii) 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 will have overall responsibility for the training and diving activities of the Branch and for the safe conduct thereof, 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 will be responsible to him. The Diving Officer's decision in respect of his responsibilities shall be final in the Branch, subject only to such guidelines consistent with this Bye-law as may be established from time to time by the Committee. In view of this officer's responsibilities, only members holding the BSAC Advanced, or First-Class Diver qualifications would be deemed eligible for nomination.

(iii) The Secretary

The Secretary shall maintain the Branch records and record the meetings of the Committee, General Meetings of the Branch, and such other meetings as the Chairman may request. He'll be primarily responsible for the Branch's communications with third parties, and 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.

(iv) The Treasurer

The Treasurer is responsible for dealing with all monies received or paid on behalf of the Branch, make any investment of Branch funds approved by the Committee, keep records and proper books of account of all financial transactions conducted in the Branch's name, and prepare for consideration by the Committee a statement of income and expenditure and a balance sheet to the last day of August each year which he'll cause to be audited by the Branch auditors for submission to the Annual General Meeting.

He will arrange for all Branch funds and securities to be kept on deposit with a bank or banks approved by the Committee and maintain a current account or accounts on which any two Officers may sign cheques or other orders. With the approval of the Committee, the Treasurer may open one or more other current accounts on which any other member of the Committee has joint signature authority.

8. Annual General Meeting

(i) The Annual General Meeting of the Branch will be held in December/January each year, unless otherwise agreed by an SGM. Notice of the meeting and the agenda thereof shall be displayed at the Kendal Leisure Centre, The Town Library, on the club website (www.kendallakes-divers.org) or otherwise notified to all paid-up members 4-weeks before the meeting.

(ii) The Notice will identify those members of the Committee who are standing again and request nominations from members for Officers and the Committee. Officers and Committee members agreeing to again stand for election are deemed to have been nominated by the Committee.

(iii) To be valid, nominations not deemed to have been made by the Committee must be [a] delivered to the Secretary in writing, or by email 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 elected.

(iv) In the absence of prior nomination, the Secretary is authorised to accept nominations from the floor of the meeting, providing such nominations are proposed by a fully paid up member, are seconded and that the nominee is present or otherwise confirms that he is willing to accept the position if elected.

(v) The Officers and other members of the Committee shall be elected at the meeting by ballot of the members present. If a nominee stands unopposed, he shall be deemed to have been elected unopposed.

(vi) The notice of the meeting shall also include the text of any motion proposed by the Committee. Any member may propose amendments to such motion and may make any further 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 should be required for a quorum, but a quorum once formed shall not be lost despite the departure from the meeting of any member or members.

(viii) The right to vote at the meeting shall be restricted to fully paid up members.

9. Special General Meetings

(i) Any General Meeting of the Branch other than the Annual General Meeting shall be known as a Special General Meeting (SGM).

(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. 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, or 25% of the total branch membership, whichever is the greater, provided that the request states the reason therefore and contains the text of at least one motion proposed for consideration. 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 Section 8 (vii) and (viii) shall apply to Special General Meetings.

10. Voting

(i) Subject to the provisions of Bye-law 8 (iv) and 14 (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 motions shall be carried by the affirmative votes of a simple majority of voting members present.

(ii) Subject to Bye-law 16, a motion to alter these Byelaws shall only be carried by at least a two-thirds majority of affirmative votes cast by not less than 10% of the members of the Branch entitled to vote at General Meetings. Such motion may be voted upon in General Meeting or by postal ballot of all voting members.

(iii) Except as provided in Byelaws 15 and 16, the Committee may put any motion to the voting membership at any time by postal ballot.

Voting papers for such ballot shall be sent to all paid-up members not less than fourteen (14) days before the date on which the votes are to be counted. A motion put to postal ballot shall only be carried by a majority of affirmative votes cast by not less than 25% of the members of the Branch entitled to vote at General Meetings.

11. 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 official in charge of the session.

(iii) If a member damages or loses Branch equipment the Committee may charge that member the cost of repairing or replacing the article. The Committee may similarly charge a member who damages or loses private property used in connection with Branch activities.

12. Discipline

(i) Temporary suspension from participation:

(a) In order to ensure the safety and good name of the Branch and 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 invite him to join the discussion and express his view of the matter.

(ii) Suspension and loss of membership:

(a) The Committee have the power by a two-thirds majority of all voting members to suspend the membership of any member of the Branch. Suspension of the membership of any Officer or other Committee member shall be dealt with in accordance with the provisions of 12 (ii) (b). 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 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 said majority carries the motion again, 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 appeal from the decision of the Committee to the next General Meeting of the Branch. In that regard, he shall for the purposes of Rules 8 (v) and 9 (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.

13. 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, payable on such dates, and subject to such terms and conditions as may be determined from time to time by the Committee.

14. 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 8(i).

(ii) A proposal to dissolve the Branch will be the subject of a ballot and, in order to be carried, it must receive the affirmative votes of two-thirds (66%) of the voting members of the Branch who are present at the Meeting.

(iii) In the event of dissolution of the club, any assets remaining after the satisfaction of all debts and liabilities shall not be paid or distributed among members of the club, but shall be given to one or more of the following, as determined by the members present: -

1. A registered charitable organisation(s).
2. Another club which is a registered CASC
3. Our sport's National Governing Body (BSAC) for use by them for related community sports.

(NB: 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).

15. Amendment

(i) These Byelaws may only be amended in General Meeting in accordance with the affirmative votes of a majority of 66% of those voting members of the Branch who are present at the Meeting.

(ii) Notwithstanding anything to the contrary contained in these Byelaws, no amendment may be made to this Bye-law or to Bye-laws 2, 7(ii), 14 and 16 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.

16. British Sub-Aqua Club Rules

These Bye-laws 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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This is the constitution of Kendal & Lakes Sub Aqua Club, as amended following an affirmative vote of a majority of the members present at the AGM on Tuesday 20th December 2011

Signed: Mark Littlewood Chairman of the meeting. (Mark Littlewood)

Signed: John Thompson Treasurer/Membership Secretary. (John Thompson)

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