

Underwater Explorers Club of Western Australia (Inc)



By-Laws of the UECWA Part 1

Sixth Edition – November 2019

Revision History

Version	Comments
First Edition - endorsed by Committee - 3rd July 2013	Initial version
Second Edition – endorsed by Committee - 7th August 2013	Added - Dive Officers to hold a Recreational Skippers Ticket
Third Edition – endorsed by Committee – 2nd October 2013	Removed - Dive Officers to hold a Recreational Skippers Ticket - item 1(a)
Fourth Edition – Endorsed by Committee - April 2014	
Fifth Edition – Endorsed by Committee - April 2016	
Sixth Edition – Part 1 – November 2019 Endorsed by Committee – 4 December 2019	Major rewrite: Part 1 – Addendum to Club Constitution - incorporates items from the old Constitution omitted from the new Constitution. (Part 2 – Additional Rules of the Club – to be developed, and Operating Procedures of UECWA – to be developed)

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Introduction

The Underwater Explorers' Club of Western Australia (Incorporated), hereinafter referred to as "the UECWA", "the UEC" or "the Club", has been in existence as a Club since 1954.

The Club is governed by a Constitution revised in accordance with the *Associations Incorporation Act 2015* ("the Act") in June 2019. The Constitution, the rules of the Club, regulates the overall management of the Club as an incorporated association. The Constitution includes the minimum matters that need to be dealt with, as prescribed under the Act, and provides for matters such as management committee elections, meetings and financial records, amongst others. Significantly, the Constitution may only be amended by means of a special resolution of the members.

The Club has additional requirements for rules specific to the day-to-day operation and management of the Club that are not included in the revised Constitution, and typically such additional rules are included in a club's By-laws.

In line with other sporting associations, we have developed this document, the By-Laws of UECWA, to allow for flexibility, efficiency and manageability of our additional rules. The By-Laws expand on and support the Constitution.

Purpose

The By-Laws of the UECWA expand upon the Constitution and provide clearly articulated rules for the safe, equitable and diligent operations of the Club.

These By-Laws are consistent with the Act, the regulations and the Club's Constitution. The UECWA's Constitution binds the Club and its members as an enforceable contract between them. While these By-laws do not have that status, the by-laws support the Constitution and provide clarity on procedural and administrative matters.

Status of By-laws

1. The UECWA may, by resolution at a General Meeting or a Committee Meeting, make, amend or revoke by-laws. Unlike the Constitution, these By-Laws may be revised or added to upon by the Committee without reference to the general membership.
2. By-laws may –
 - a) provide for the rights and obligations that apply to any classes of associate membership (including junior membership, senior membership, honorary membership and life membership) approved under Constitution rule 8(2); and
 - b) impose restrictions on the Committee's powers, including the power to dispose of the association's assets; and
 - c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - d) provide for any other matter the association considers necessary or convenient to be dealt with in the By-laws.

3. A By-law is of no effect to the extent that it is inconsistent with the Act, the regulations or the rules of the UECWA Constitution.
4. Without limiting the intent of sub rule 3 (above), a by-law made for the purposes of sub rule 2(c) (above), pertaining to financial reporting and accountability, may only impose requirements on the UECWA that are additional to, and do not restrict, a requirement imposed on the UECWA under Part 5 of the Act.
5. At the request of a member, the UECWA must make a copy of the By-laws available for inspection by the member.

Terms used

Appendix 1 contains a glossary of terms used within this document of By-laws.

The By-Laws of UECWA

The By-laws of the Underwater Explorers Club of Western Australia (UECWA) documents the additional requirements and rules specific to the day-to-day operation and management of the Club that are not included in the revised Constitution.

The By-laws are provided in two parts:

- **Part 1 – Addendum to the Club Constitution** (*this document*)

The format will follow the same basic structure as the Model Rules of Associations as adopted by the UECWA as the Constitution, 7th edition dated June 2019.

- **Part 2 – Documents the additional Rules of the Club**

This part will contain the additional Rules of the Club that are not addressed in the Constitution or Part 1 of these By-laws.

The By-Laws Part 1 and Part 2 will be merged to a single document in a future revision.

PART 1 – Addendum to the Club Constitution

1. Membership

This section contains the UECWA-specific requirements that are in addition to or clarify membership of the Club and the classes of membership that are not covered in the Constitution.

1.1 Eligibility for membership

In addition to the requirements stipulated in the Constitution:

1. An individual who has reached the age of 14 years is eligible to apply for Junior membership. This class of membership does not confer full voting rights.
2. An individual who has reached the age of 18 years is eligible to apply for a class of membership that confers full voting rights.
3. To be eligible for a class of membership that permits diving with the UECWA, a person must have attained the minimum SCUBA certification of Advanced Open Water Diver or equivalent.
4. Applicants must complete one nomination dive at the cost of a regular boat double dive prior to acceptance by the Committee of Management.

1.2 Classes of membership (levels of membership)

This by-law serves to define the levels (classes) of UECWA membership that are not articulated in the Constitution. The classes of membership offered by the UECWA are limited to and defined as:

1.2.1 Ordinary Membership

Members over the age of 18 years who are entitled to exercise every privilege open to members of the Club. Members must hold the minimum current diving qualifications as stipulated in By-law 1.1 (3), before being permitted to dive on the Club boat¹.

1.2.2 Family Membership

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

- 1) If parents live at separate addresses any children will be included in a family membership for either address.
- 2) A family membership remains in place for a full club year even if the members move to separate addresses.

¹ Note that the requirement to hold Advanced Open Water Diver (or equivalent) certification is not enforced on Club Members who held Ordinary Membership prior to 1 January 2018.

1.2.3 Junior Membership

Members over 14 years of age but less than 18 may apply for Junior Membership. Written consent of a parent or guardian must accompany an application for Junior Membership.

A Junior Member may only dive from the Club dive boat with a parent or nominated guardian.

A Junior Member has no voting rights but, at the discretion of the Committee of Management, may be recognised as an ordinary member of the Club and thereafter be entitled to exercise every privilege open to ordinary members other than those listed here. A Junior Member is not eligible to:

- 1) Stand for or hold a Committee position; or
- 2) Undertake training or become or remain a member of the Boat Crew.

1.2.4 Student Membership

Members over 18 years of age who are engaged in bona-fide full time education may apply for Student Membership of the Club.

Student members shall be subject to all the provisions of Ordinary membership and shall be entitled to exercise every privilege open to ordinary members other than those listed here:

- 1) Eligibility of a Student Member² to undertake crew training will be at the discretion of the Committee.

(Ref: CM 2018/03/03, CM 2018/04/04 & CM 2019/07/03)

1.2.5 Social Membership

A Member who participates in the social affairs of the Club shall be entitled to exercise every privilege open to ordinary members³ other than those listed here. A Social Member is not eligible to:

- 1) Dive from the Club vessel; or
- 2) Undertake training or become a member of the Boat Crew.

An existing crew member who converts to a Social Membership may, at the discretion of the Committee, continue to perform crew duties.

(Ref: CM 2019/07/03)

1.2.6 Life Membership

Life Membership may be conferred by the Committee of Management for especially meritorious services to the Club. Life Membership, where endorsed, will be bestowed at the next Annual General Meeting. Not more than two such Life Memberships shall be bestowed in any financial year.

² Student members of affiliate associations are not eligible to undertake crew training.

³ Social members may be elected as auditors of the Club's financial accounts

1.2.6.1 Criteria for Life Membership

While not prescriptive, the recommended minimum criteria for the award of Life Membership shall be:

- Minimum of 15 years' Club Membership;
- Minimum of 10 years in a Committee role and/or as a member of the Crew;
- At least two years as President, Secretary, Treasurer, Boat Officer or Dive Coordinator; key club positions without which we could not operate;
- At least five notable achievements (e.g. organised overseas trips, major fund raising, new website, safety initiatives, training events, grants, financial, etc.);
- Regular participation in at least two events per year such as boat maintenance, social events (e.g. General Meetings, Christmas party, Annual General Meetings, curry nights, etc.), or fund-raising activities (e.g. sausage sizzle, sheep poo drive, etc.);
- Positive and helpful attitude towards promoting the Club and Members; and
- Safe diver.

1.2.7 Country, Interstate, Overseas (CIO) Membership

Members who permanently reside more than 200km from the Port Coogee Marina may apply for CIO Membership. However, the Committee of Management may, at its discretion, consider proposals and grant CIO membership within this radius on a case by case basis.

A CIO member may dive from the club boat on no more than four boat trips during a Club year. CIO Members shall be subject to all the provisions of Ordinary Membership and shall be entitled to exercise privilege open to ordinary members other than those listed here. A CIO Member is not eligible to:

- 1) Stand for or hold a Committee position; or
- 2) Put or second motions; or
- 3) Vote; or
- 4) Undertake training or become or remain a member of the Boat Crew.

1.2.8 Affiliate Membership

Members who are financial members of an organisation that is an affiliate of the Club are Affiliate Members. Affiliate Members subject to all the provisions of Ordinary Membership and shall be entitled to exercise privilege open to ordinary members other than those listed here. An Affiliate Member is not eligible to:

- 1) Stand for or hold a Committee position; or
- 2) Put or second motions; or
- 3) Vote; or
- 4) Undertake training or become or remain a member of the Boat Crew.

Affiliate Members shall cease to be members upon the Affiliated organisation ceasing to be affiliated to the Club.

1.3 Membership status

This by-law defines Membership status to afford clarification in the application of Membership Fees and privileges of Club membership.

1.3.1 New Member

A new member is a person who has never held any form of Club membership in the past.

1.3.2 Lapsed Member

A lapsed member is a person who has held Club membership at some time in the past but has not held Membership in the previous Club financial year.

1.3.3 Renewing / Re-joining Member

A renewing/re-joining member is a person who has held Club membership in the previous Club year and may or may not have renewed membership at the beginning of the current Club year.

1.3.4 Life Member

A Life Member pays no Membership fee to the Club but retains the full privileges of the Membership type held when the Life Membership was bestowed.

A Life Member may dive free of charge on all scheduled boat dives trips. They will pay the standard or prescribed fees for all Club dive holidays and Social event in which they participate.

1.3.5 Changing Type Member

A current member who changes membership type.

1.3.6 Membership ceasing

In clarifying section 9(2) of the UECWA Constitution, the Secretary's responsibility for maintaining details of memberships ceasing is delegated to the Membership Secretary. The Membership Secretary will ensure the Register of Members is maintained in accordance with the Clubs Constitution.

1.4 Membership fees

In accordance with the Constitution, the Committee will determine membership fees for the commencement of each Club year, and these fees will differ across the classes of membership defined in section "1.2 Classes of membership", above.

Club Members will be advised of the membership fees prior to the commencement of the new Club year. The fees will be advertised on the Club's webpage, announced at the Annual General Meeting, advertised in the weekly email and included in Club membership forms.

1.4.1 Nomination fee

The Nomination fee for any prospective New member shall be equal to the Club's current fee for one double dive trip fee.

Upon applying for Club membership, any person wishing to become a New member of the Club shall be required to pay the nomination fee before conducting a dive from the Club's dive vessel.

The Nomination fee entitles the prospective New member to undertake a Nomination dive as one boat dive trip (double dive or single dive) with the Club.

Only one Nomination fee for one Nomination dive may be paid by any person before becoming a member. Lapsed Members proposing to re-join and Members changing Membership type are not entitled to conduct additional Nomination dives.

1.4.2 Eligibility for pro-rata Membership Fees

New Members - the Membership fees for New Members, as defined in section "1.3 Membership status", above, will be pro-rated (rounded up to the nearest dollar) throughout the Club year.

Lapsed Members - the Membership fees for Lapsed Members, as defined in section "1.3 Membership status", above, may be pro-rated (rounded up to the nearest dollar) throughout the Club year, at the discretion of the Committee on a case by case basis.

Renewing/re-joining Members - are not eligible for pro-rated membership fees and will be required to pay full fees irrespective of the month in the Club year.

Changing Type Member - are not eligible for pro-rated membership fees and will be required to pay full fees irrespective of the month in the Club year. Where a member wishes to downgrade membership type, for example from Ordinary Member to Social Member, during a financial year, the Committee will determine any fees to be refunded with due consideration to the lapsed time in the initial membership type.

1.5 Register of members

The Secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.

The Membership Secretary is authorised to perform this role and is responsible for performing this role within the Club.

1.5.1 Inspection of Register of members

Under section 54 of the Act, a member is entitled to inspect the Register of members. The UECWA acknowledge this right of inspection under the controls outlined in this by-law.

In circumstances where an existing Club member wishes to view the Register of members:

- 1) The Member must make a written request to the Secretary of the Club.

- 2) The request must detail the purpose and scope of the inspection, including if the Member wishes to inspect their own details only, or wishes to inspect some or all other Members' details.
- 3) The written request must specify whether the Member wishes to make a copy or take an extract from the Register.
- 4) The Secretary will advise the Committee that a request has been received and make recommendations regarding access.
- 5) The Committee will endorse access without applying further requirements or may apply additional conditions.
- 6) To ensure adequate privacy for all Members, where the requester seeks to access details of Memberships other than their own, or wishes to make a copy of (including take an image of), or take an extract of the Register, the UECWA Committee will exercise the option under section 13(5), and require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is directly connected with the affairs of the Club.

Upon Committee decision, the Membership Secretary will be responsible provide the access under the conditions stipulated.

2. Powers of Committee

In accordance with the Constitution, the Committee will determine the maximum number of Committee Members who may be Ordinary Committee Members, but the Committee must include at least one Ordinary Committee Member.

The Committee may not take a decision to sell or otherwise dispose of the Club Dive Vessel, and the Committee may not take a decision to acquire major Club assets without the endorsement of the Membership at a Special General Meeting.

2.1 Office Holders of the Club – Committee of Management

The “*Office Holders of the Club*” shall be known as the “*Committee of Management*” and read as such throughout the Constitution and the by-laws.

All members of the Committee of Management must:

1. Be elected to membership of the Committee at an Annual General Meeting;
2. Have held Ordinary Membership for at least one full Club financial year; and
3. Be eligible for Committee membership under the Act, section 39.

Aligning with the Act, the UECWA Committee of Management comprises four roles:

President (*Chairperson* in the Act) - the President shall perform the role in section 28 of the Constitution.

Vice President (*Deputy Chairperson* in the Act) – the Vice shall perform the role in of President, where the President is absent or unavailable, in accordance with section 28 of the Constitution.

Secretary – will perform the role in accordance with section 29 of the Constitution.

Treasurer – will perform the role in accordance with section 30 of the Constitution.

All other Committee roles will be identified as Ordinary Committee positions.

2.1.1 Committee of Management Powers

The Committee of Management have authority to make general or financial decisions on behalf of the full Committee, outside the forum of Committee Meetings and without consulting the Ordinary Committee Members, under the following circumstances only:

- 1) Boat dive trips – decision to allow the trip to proceed or not proceed when booked diver numbers are lower than threshold.
- 2) Major boat issues or urgent boat repairs that cannot wait till the next Committee Meeting.
- 3) Approval of urgent expenses that exceed the authorised limits of Committee Members, namely \$200 for Boat & Marina Liaison Officer and \$50 for all other Committee Members.

The Committee of Management comprises four members (President, Vice President, Secretary and Treasurer). If the Committee of Management voting on a matter is tied, the President shall have the casting vote.

Where a Committee of Management decision is made in the abovementioned circumstances, the Secretary shall communicate the decision to all Committee Members through inclusion of a summary in the Committee Meeting Agenda.

All other urgent matters that cannot wait till the next Committee Meeting will be addressed through an email canvas of the full Committee. The decision will be based on the majority voting. Such decisions outside the forum of a Committee Meeting will be recorded in the Minutes of the next Committee Meeting.

(Ref: CM 2018/03/03, CM 2018/04/04 & CM 2019/07/03)

2.2 Ordinary Committee Members of the Club

As written in by-law “2. Powers of Committee”, the Committee will determine the maximum number of Ordinary Committee Members. The UECWA has set a minimum of four other persons, all of whom must be eligible members of the Club. All members of the Ordinary Committee must:

1. Be elected to membership of the Committee at an Annual General Meeting;
2. Be eligible for Committee membership under the Act, section 39.

An Ordinary Committee Member is not required to have held full membership of the Club for at least one Club financial year.

The number of Ordinary Committee Members may vary from year to year depending upon the operational needs of the Club.

The roles included in the Ordinary Committee at the time of endorsement of the Club's New Constitution, aligning to the Act, include:

- Boat & Marina Liaison Officer
- Communications Officer
- Dive Coordinator
- Environment Officer
- Membership Secretary
- Safety Officer
- Social & Fundraising Coordinator
- Training Officer

2.3 Non-Committee Appointments

2.3.1 Auditor 1 & Auditor2

Two non-committee roles shall be elected each year at the Annual General Meeting. The roles are that of Auditors.

The duties and powers of the Auditors shall be to submit a report on their audit of the Club's annual financial statements, books and accounts to the Committee of Management prior to the following Annual General Meeting.

2.4 Duties of Committee Members

This section of the by-laws includes any additional duties of Committee Members that are not encompassed in the Constitution.

2.4.1 President

In addition to the duties identified in the Constitution, section 28, the President has the following additional duties –

- a) Unless otherwise excused, attend all meetings of the Club and preside at all General and Committee of Management meetings and shall order the conduct of business in a proper manner;
- b) On receipt of a written requisition, signed by at least four members of the Committee of Management, call a Special Meeting of the Committee of Management to discuss the business contained in the requisition; and
- c) May call meetings of the Committee of Management or the Club members in all cases of emergency and shall on the receipt of a written requisition signed by at least twelve members call a Special Meeting of the Club to discuss the business contained in the requisition. Such Special Meetings shall be held

within fourteen days from the date of such requisitions or emergency. All members shall be given seven days' notice of Special Meetings by email and notice in the weekly newsletter.

2.4.2 Vice President

The duties and powers of the Vice President shall be in respect of:

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

2.4.3 Secretary

In addition to the duties identified in the Constitution, section 29, the Secretary has the following additional duties –

- a) Sign and keep a copy of all outward correspondence and shall have the right to speak at all club meetings.
- b) Be authorised to receive subscriptions and all other monies due or payable in any way to the Club and shall forward same to the Treasurer within fourteen days of receipt of same.
- c) Conduct all correspondence under direction from the Committee of Management, General and Special Meetings of the Club and generally execute the instructions emanating from such meetings.
- d) Maintain a register of all club assets and records and where they are stored.
- e) Hold the Club's Common Seal.

2.4.4 Treasurer

In addition to the duties identified in the Constitution, section 30, the Treasurer has the following additional duties –

- a) To ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- b) Submit to members at each Annual General Meeting of the Club accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.
- c) Whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- d) Unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Club; and

- e) Present a financial statement at every meeting of the Committee of Management.
- f) Produce books of accounts to the auditors on request.

2.4.5 Boat & Marina Liaison Officer

The Boat & Marina Liaison Officer may convene a Boat Sub-Committee that is typically made up of the boat skippers, but this is not mandatory, to assist with the duties described. Members of the Boat Sub-Committee do not form part of the Committee.

The duties and powers of the Boat & Marina Liaison Officer shall be in respect of:

- a) Responsibility for operation, maintenance and repair of the boat, its mooring and all ancillary equipment.
- b) Provide a skipper with the appropriate training as designated by the boat sub-committee and with the appropriate legislative requirements such as the Recreational Skippers Ticket for every trip undertaken by the Club's boat.
- c) Provide training and development of existing and potential Club boat skippers.
- d) Maintain and improve relationships and communication with the Port Coogee Marina Management.

2.4.6 Communications Officer

The duties and powers of the Communications Officer shall be in respect of:

- a) development and maintenance of the Club website;
- b) moderation of the Club's social media channels, including Facebook;
- c) compilation and issue of the weekly newsletter, unless delegated; and
- d) public relations activities to raise the Club's profile by for example, getting stories into the local newspapers.

2.4.7 Dive Coordinator

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

- a) Supervision and organisation of Club diving activities.
- b) Frame and present to the Committee of Management successive Club activity calendars.
- c) Ensure that all members, nominations and associates, diving with the Club, hold current recognised diving qualifications and current membership, as required by the Committee of Management.

2.4.8 Environment Officer

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

2.4.9 Membership Secretary

The duties and powers of the Membership Secretary shall be in respect of maintaining the Club's Register of Members in accordance with the Constitution, section 13, and section 53 of the Act.

2.4.10 Safety Officer

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

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

2.4.11 Social & Fundraising Coordinator

The duties and powers of the Social & Fundraising Coordinator shall be in respect of:

- a) Recommendations and organisation of Club social functions.
- b) The raising of funds for normal Club activities and to liaise with other sub-Committees for this purpose when required.
- c) Organisation of activities to raise funds for specific activities or general use by the Club

2.4.12 Training Officer

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

- a) Supervision and organisation of Club training activities as per training schedules.
- b) Training and development of existing and potential Club Dive Officers.
- c) Recommending trainees for certificate awards at the various levels.
- d) In cooperation with the Safety Officer, ensuring diving safety standards are included in training activities.
- e) Liaising with State and National training organisations, as appropriate.
- f) Maintenance of all diving training equipment.

2.5 Duties of Non-Committee Appointees

2.5.1 Auditor 1 & Auditor 2

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

2.6 Election of the Committee

In addition to the provisions of the Constitution, section 33, the Club's Annual General Meeting is presided over by a Returning Officer.

2.6.1 Returning Officer

The Returning Officer shall be appointed by the Committee of Management and shall not be a member of the Committee of Management or a candidate for any position on the Committee of Management.

The returning officer shall preside over the election of the committee at the Annual General Meeting including organising and counting of any votes. Voting shall be by a show of hands unless a majority of members present request a secret ballot.

2.6.2 Proxies of Members of the Club

An eligible member (in this item called "the appointing member") may appoint in writing to the Secretary, another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any Annual General Meeting, Special General Meeting or General Meeting.

3. Affiliation

The Club may wish to Affiliate with another organisation that are similar in nature or offer Affiliation with our Club to another organisation that is similar in nature.

3.1 Affiliation of another Organisation with our Club

Affiliation of another organisation with the Club may be brought about by a two-thirds majority vote of the General membership at a Special General Meeting or Ordinary General Meeting, following the completion of the Committee process, detailed below:

1. On a successful seven-tenths vote for the motion to affiliate by the Committee, a notice of motion to affiliate shall be placed in the Club newsletter for the matter to proceed to the general membership.
2. Such affiliating organisations shall be similar in nature to the Club in that activities and aims will be diving or boating related. The affiliating organisation shall be non-commercial or have no ties or connection with any commercial organisation.
3. Any affiliating organisation shall be required to pay an annual fee equivalent to five Ordinary Memberships of the Club. This fee maybe adjusted by the Committee of the Club on an annual basis, in line with Club Membership Fees.
4. The term of the affiliation shall be on an annual basis with the year ending to coincide with the Club accounting period.
5. All other terms and conditions of affiliation shall be set by mutual agreement and entered as minutes of the Club Committee Meetings.

3.2 Affiliation of our Club with another Organisation

Affiliation of the Club with another organisation may be brought about by a two-thirds majority vote of the General membership at a Special General Meeting or Ordinary General Meeting, following the completion of the Committee process detailed below:

1. On a successful seven-tenths vote for the motion to affiliate by the Committee, a notice of motion to affiliate with another Club shall be placed in the Club newsletter for the matter to proceed to the general membership.
2. Such organisation with which the Club wishes to affiliate shall be similar in nature to the Club in that activities and aims will be diving or boating related. The intended organisation to be affiliated with shall be non-commercial or have no ties or connection with any commercial organisation.
3. The Club will negotiate annual fees with the organisation seeking the best and fairest outcome for both the Club and the organisation.
4. All other terms and conditions of affiliation shall be set by mutual agreement and entered as minutes of the Club Committee Meetings.
5. The term of the affiliation shall be on an annual basis with the year ending to coincide with the Club accounting period. Costs and conditions of renewal of the Affiliation must be considered by the Committee prior to the end of the annual period.

4. Financial Arrangements

4.1 Control of funds

In addition to the provisions of the Constitution, section 62, the following additional rules and clarification of rules apply. Constitution, section 62(4) is qualified as follows:

All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and electronic funds payments of the Club must be signed by –

1. Two members of the Committee of Management (Office Holders) of the Club
2. Only members of the Committee of Management may be authorised to sign or endorse financial instruments.

4.2 Spending limits

Committee Members (excluding the Boat & Marina Liaison Officer) are not permitted to spend more than \$100 on essential items on the Club's behalf without prior majority approval of the Committee of Management (President, Vice President, Secretary & Treasurer). Any expenditure must be declared to the Committee with justification and receipts.

The Boat & Marina Liaison Officer, or his delegate, is not permitted to spend more than \$200 on the Club's behalf without prior approval of a majority of the Committee of Management (President, Vice President, Secretary & Treasurer). Any expenditure must be declared to the Committee with justification and receipts.

4.3 Payment Facility

The Treasurer must ensure that the one other person in the Committee of Management has access to a Club account cheque book to ensure a means to conduct Club business is always available such that accounts may be paid on time.

4.4 Payments to committee members

In clarification of the Constitution, section 40, Committee Members are not entitled to be paid out of Club funds for any out-of-pocket expenses for travel and accommodation in attending to Club business, unless such payment is authorised by the Committee prior to commitment to the expense.

4.5 Stale credits

The Club will manage stale credits in the following manner.

- a) The Treasurer will in email, or other written form, advise persons with outstanding credits that:
 - a credit amount exists;
 - written direction to redirect the credit is required within 14 days;
 - options for redirecting the credit include
 - i. applying it to Club membership renewal, Club dive, Club event
 - ii. donating the funds to the Club, or
 - iii. refund of the credit amount.
- b) Two (2) years after a membership lapses stale credits accrued to the lapsed member will be written off to other income.

(Ref: CM 2018/04/04)

5. Insurance

It is a priority for sport and recreational associations, such as the UECWA, to ensure that safety rules and procedures are implemented and to be protected against liability.

It is important to ensure that all members and participants are fully informed of the safety rules and requirements.

Sport and recreational associations must ensure that they have adequate insurance and on this basis:

1. The Club must maintain current Club Boat Insurance with a minimum legal liability coverage of \$15m or such other minimum required to meet the conditions of our pen lease and Rottnest Island Authorised User Mooring access; and
2. The Club will take out Public Liability insurance as and when the need arises at the minimum level required for the event or purpose requiring insurance.

(Ref: CM 2019/08/07)

6. Agreements

No Committee of Management Member, Ordinary Committee Member or holder of Club membership is permitted to enter into any agreements or contracts on behalf of the Club without the prior consent of the Committee.

No person shall use solely their name on agreements or contracts (unless it is a requirement of the contract to have a person's name).

7. Newsletter Bulletin

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

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

8. Annual Financial Audit

The Club does not operate in a financial Tier that requires annual financial auditing of its accounts. However, the Club will continue to ensure that its accounting records are audited annually to ensure they are a true and fair representation of the Club's financial status.

The annually elected auditors will undertake a review shall submit a report on their audit of the Club's annual financial statements, books and accounts to the Committee of Management prior to the following Annual General Meeting.

(Ref: CM 2019/07/03)

Appendix 1 – Glossary

In these By-laws, unless the contrary intention appears —

Act - the *Associations Incorporation Act 2015*;

associate member - a member with the rights referred to in rule 8(6);

Association - the incorporated association to which these rules apply, also referred to as the **Club**;

books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws - by-laws made by the Association under rule 64;

chairperson / president - the Committee member holding office as the chairperson of the Association;

Club - the incorporated association to which these rules apply, also referred to as the **Association**

Commissioner - the person designated as the Commissioner under section 153 of the Act;

committee - the management committee of the Association;

committee meeting - a meeting of the committee;

committee member - a member of the committee;

deputy chairperson / vice president - the Committee member holding office as the deputy chairperson of the Association;

financial records include —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial statements - financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in rule 2;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

member / ordinary member - a person (including a body corporate) who is an ordinary member or an associate member of the Association with the rights referred to in rule 8(5);

officer holder of the club / member of the committee of management - a committee member who is an office holder of the Association under rule

ordinary committee member - a committee member who is not an office holder of the Association under rule 27;

register of members - the register of members referred to in section 53 of the Act;

rules - these rules of the Association, as in force for the time being;

secretary - the committee member holding office as the secretary of the Association;

special general meeting - a general meeting of the Association other than the annual general meeting;

special resolution - a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

subcommittee - a subcommittee appointed by the committee under rule 48(1)(a);

treasurer - the committee member holding office as the treasurer of the Association.