



S.D.F.S.A. Inc.

**July 2004
(Amended July 2010)**

CONSTITUTION

Amendment List:

1. July 2010: Amendment adopted at the 2010 AGM to include the reference to *The SDF Member Protection Policy* at the end of Section 10 - Dispute Resolution.
- 2.

1. NAME

The name of the incorporated association is Scuba Divers Federation of South Australia Incorporated, referred to herein as “the association”.

2. DEFINITIONS

“**Committee**” means the executive committee of management of the association.

“**Committee Meeting**” means a meeting of the executive committee of management of the association convened in accordance with these rules.

“**General Meeting**” means a general meeting of members of the association, attended by members’ delegates and the committee, convened in accordance with these rules.

“**Member**” means a financial member of the association.

“**The Act**” means the Association Incorporations Act 1985.

“**Special Resolution**” means a special resolution defined in The Act 1985.

“**Month**” shall mean a calendar month.

“**Association**” shall also be known as the Federation.

3. OBJECTS AND PURPOSE OF THE ASSOCIATION

The objects of the association are to:

- a) Promote and encourage scuba diving as a recreational activity.
- b) Promote understanding between the public and recreational scuba divers.
- c) Represent the interests of members in any matters which may arise.
- d) Encourage the conservation, enhancement and rehabilitation of the marine and freshwater environments.
- e) Liaise with other organisations or agencies which might represent the interests of the association.
- f) Notify members of any information in respect to scuba diving and the association’s related interests.

4. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of The Act.

5. MEMBERSHIP

5.1. TYPES

A person, scuba diving club or organisation that supports the objectives of the association and agrees to be bound by its rules shall be eligible for membership of the association. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder. Upon acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

A scuba diving club or organisation shall nominate its representative in writing.

5.2. SUBSCRIPTIONS

- a) The subscription fees for membership shall be such sum as the members shall determine in an annual general meeting.
- b) The subscription fees shall be payable annually on 1 July or at such other time as the committee shall determine.
- c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate the membership on such terms as it thinks fit.

5.3. RESIGNATION

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association. Any member so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the association.

5.4. EXPULSION OF A MEMBER

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member on a charge of misconduct detrimental to the interests of the association.
- b) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the committee at which the matter will be determined.
- c) The determination of the committee shall be communicated to the member and, in the event of an adverse determination, the member shall, subject to sub rule (d), cease to be a member 14 days after communication of the determination to them.
- d) It shall be open to the member to appeal to the committee in a meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the association within 14 days after the determination of the association has been communicated to a member.

- e) In the event of an appeal under sub rule (d), the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association and, in such event, membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5. REGISTER OF MEMBERS

A register of members must be kept and contain:

- a) The name and address of each member;
- b) The date on which each member was admitted to the association;

And, if applicable,

- c) The date of and reason(s) for termination of membership.

6. THE COMMITTEE

6.1. POWERS AND DUTIES

- a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meetings.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d) The committee may appoint a public officer as required by the Act.

6.2. APPOINTMENT

- a) The committee shall be comprised of a President, Vice President, Secretary, Treasurer, and at least two Committee Members. A member of the committee shall be a natural person.
- b) The President shall preside at all meetings of the association and the committee. In his or her absence, the Vice President shall carry out his or her duties, or such other officer or member elected by the members present at that meeting.
- c) The Vice President shall assist the President in executing his or her duties and other duties as the committee sees fit.
- d) The Secretary shall maintain an accurate record of the affairs of the association and take minutes at meetings and receive and send all correspondence.

- e) The Treasurer shall maintain an accurate account of the receipts and expenditure of the association. Any debts or liabilities incurred by authority of the committee may be paid by the Treasurer who shall submit a list of such payments at the next succeeding committee meeting for confirmation. All cheques shall be drawn by the Treasurer and shall be signed jointly by any two of the President, Vice President, Secretary or Treasurer.
- f) The Committee Members shall assist the President, Vice President, Secretary, and Treasurer in any duties that the committee sees fit.
- g) The members of the committee shall be elected at an annual general meeting of the association and hold office until the next annual general meeting of the association. At this time, the members of the committee shall retire. A retiring committee member shall be eligible to stand for re-election. No person shall be eligible to stand for election unless they are an individual financial member, or a delegate of a financial club or organisation member of the association, and have been nominated and seconded by financial members.
- h) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association.
- i) To be eligible to hold any position in the association, the nominee has to be an individual financial member or a nominated representative of a financial member scuba diving club or financial member organisation.

6.3. PROCEEDINGS OF COMMITTEE

- a) The Committee shall meet together for the dispatch of business at least monthly, or at other times that the Committee or President shall decide.
- b) Questions arising at any meeting of the committee shall be decided by resolution or, if requested, a ballot. In the event of equality of votes, the President shall have a casting vote.
- c) Any meeting consisting of four committee members shall constitute a quorum.
- d) A member of a committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

6.4. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a committee member shall become vacant if that committee member is:

- a) Disqualified from being a committee member by the Act.
- b) Expelled as a member under these rules.
- c) Permanently incapacitated by ill health.
- d) Absent without apology from more than four meetings in a financial year.

7. THE SEAL

- a) The association shall have a common seal upon which its corporate name shall appear in legible characters.
- b) The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the association. The affixing of the seal shall be witnessed by any two jointly of the President, Vice President, Secretary or Treasurer.

8. GENERAL MEETINGS

8.1. ANNUAL GENERAL MEETINGS

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.
- b) There shall be an Annual General Meeting of the association within 45 days of the 30th of June, at which the office bearers shall be elected by ballot of the financial members present, or by proxy, or by voting in writing by post. Notice of the date of the Annual General Meeting must be circulated to financial members at least one calendar month before the meeting.
- c) The order of business at the meeting shall be:
 - 1) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
 - 2) The consideration of the accounts and reports of the committee and the auditor's report.
 - 3) The election of committee members.
 - 4) The appointment of auditors if required.
 - 5) Any other business requiring consideration by the association.

8.2. SPECIAL GENERAL MEETINGS

- a) The committee may call a special general meeting of the association at any time.
- b) Upon a requisition in writing, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 8.2 above, the requisitioners, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3. NOTICE OF GENERAL MEETINGS

- a) Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice shall be given at least 21 days prior to the date of any meeting in which a special resolution is to be proposed.
- c) The association may give a notice to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- d) When a notice is sent by post:
 - 1) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice;
and, unless the contrary is proved,
 - 2) Service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course by post.

8.4. PROCEEDINGS AT GENERAL MEETINGS

- a) Four members shall constitute a quorum for the transaction of business at any general meeting.

- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present should form a quorum.
- c) Subject to 8.4d, the President shall preside as chairman at a general meeting of the association.
- d) If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take, or retires from the chair, the members may choose a committee member or one of their own number to be a chairperson of that meeting.

8.5. VOTING AT GENERAL MEETINGS

- a) Subject to these rules, each committee member and every member of the association has only one vote at a meeting of the association. In the event of equality of votes, the President or, in his or her absence, the chairman shall have a casting vote.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) Unless a poll is demanded by at least four members, a question for decision at a general meeting must be determined by a show of hands.
- d) A member being a club or organisation shall be entitled to appoint one person as a delegate to represent it at a particular general meeting or at all general meetings of the association. The club or organisation member shall appoint that person by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the club or organisation member is revoked.
- e) Persons from member clubs or organisations attending meetings in addition to the appointed delegate will only be acting as observers and, as such, they are unable to vote on any matters.

8.6. POLL AT GENERAL MEETINGS

- a) If a poll is demanded by at least 4 members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7. SPECIAL AND ORDINARY RESOLUTIONS

- a) A special resolution is a special resolution as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a committee or general meeting.

8.8. PROXIES

A member shall be entitled to appoint in writing a natural person to be their proxy and attend and vote at any general meeting of the association.

9. MINUTES

- a) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee shall be entered within one month after the relevant meeting.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10.DISPUTE RESOLUTION

The dispute resolution procedure set out in this rule applies to disputes under these rules between

- 1) A member and another member.
 - 2) A member and the association.
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- a) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
 - b) If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
 - c) In this rule “member” includes any person who was a member not more than six months before the dispute occurred.
 - d) The SDF Member Protection Policy is to be used as a guideline in the dispute resolution process.

11.FINANCIAL REPORTING

11.1.FINANCIAL YEAR

The financial year of the association shall be the period ending on the 30th of June.

11.2.ACCOUNTS TO BE KEPT

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

11.3.ACCOUNTS & REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the auditor's report on the accounts, the committee's statements and the committee's report, shall be laid before members at the annual general meeting.

11.4.APPOINTMENT OF AUDITOR

The association may appoint an auditor for the current financial year.

12.PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for service rendered or expenses incurred on behalf of the association.

13.WINDING UP

The association may be wound up in the manner provided for in the Act.

14.APPLICATION OF SURPLUS ASSETS

- a) If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisations shall be identified and determined by a resolution of members in a general meeting.

15.RULES

- a) These rules may be altered, including an alteration to the association's name, by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- b) The alterations shall be registered with the Office of Consumer and Business Affairs and Compliance Branch, as required by the Act.
- c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.