

# Teesside 43 Byelaws

Teesside 43 Branch of the British Sub-Aqua Club approved the adoption of these “Byelaws” in place of its previous constitution on 18<sup>th</sup> June 2020 at the AGM .....

## 1. Scope

These Byelaws shall regulate the structure, administration and activities of the Teesside 43 Branch of the British Sub-Aqua Club to be known as Teesside 43 (“the Branch”). These Byelaws are made in compliance with Article 85 of the Articles of Association of the British Sub-Aqua Club.

## 2. Membership

- a) All persons who assist with Branch activities should become members of BSAC.
- b) The right to vote at the Branch meetings shall be restricted to members who have a current membership. A membership has expired once passed the anniversary of their renewal.

## 3. Management

The management of the Branch shall be vested in a Committee (of which the majority shall be 18 years of age or over) and consisting of at least 5 members of which the Officers shall be Chairman, Secretary, Treasurer and Diving Officer.

## 4. Annual General Meeting

- a) The Annual General Meeting (“AGM”) of the Branch shall be held in March each year. Notice of the AGM and the agenda shall be displayed in the clubhouse to all members of the Branch at least twenty-eight (28) days before the meeting. A “Nominations for Committee members” document will also be made available for members to endorse.
- b) The Notice of AGM shall identify those members of the Committee who are standing again and shall request nominations for Officers and the Committee. Committee members standing again shall be deemed to have been nominated by the Committee.
- c) To be valid, nominations not deemed to have been made by the Committee must be
  - i) Endorsed on a “Nominations for Committee members” document displayed in the club house before the meeting,
  - ii) seconded, and
  - iii) endorsed by the Nominee to the effect that they are willing to accept the position if elected.

- d) The Officers and other members of the Committee shall be elected at the meeting by ballot. If a nominee stands unopposed, he shall be deemed to have been elected.
- e) The notice of the meeting shall also include or reference the text of any motion[s] proposed by the Committee. Any member may propose amendments to such motion[s] and may make any further motion[s] 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 seven (7) days before the meeting.
- f) At least 10% 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.
- g) The right to vote at the meeting shall be restricted to members whose current subscriptions are fully paid.

## **5. Special General Meetings**

- a) Any General Meeting of the Branch other than the Annual General Meeting shall be known as a Special General Meeting.
- b) The Committee may call a Special General Meeting at any time upon giving not less than seven (7) days written notice 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. Amendments to such motion may be proposed at the meeting.
- c) The Committee shall call a Special General Meeting within 4 weeks of receipt of a request to do so signed by not less than two (2) paid-up members, provided that the request states the reason and contains the text of at least one motion proposed for consideration. The provisions of the preceding paragraph shall apply with regard to conduct of the meeting.
- d) The business of a Special General Meeting shall be that for which it was called and no other.
- e) At least 10% 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.
- f) The right to vote at the meeting shall be restricted to members whose current subscriptions are fully paid.

## **6. Voting**

- a) Subject to the provisions of Bye-law 4 (d) and 11 (b) 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 votes of a simple majority of voting members present.

- b) Subject to Bye-law 12, a motion to alter these Bye-laws shall only be carried by at least a two-thirds majority of 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.
- c) Except as provided in Bye-laws 11 and 12, 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 votes cast by not less than 10% of the members of the Branch entitled to vote at General Meetings.

## **7. Committee**

- a) The appointed Committee member should take their position upon election and remain until their successors have been elected.
- b) 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 also have the power to co-opt up to four non-voting members.
- c) A simple majority of voting Committee members shall form a quorum for a meeting; provided, however, that no quorum shall be formed without the presence of either the 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.
- d) The Committee may adopt no resolution unless:
  - i) It has the votes of a simple majority of those members present and entitled to vote, and
  - ii) 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.
- e) No member shall be entitled to vote on a matter in which his interest differs from that of the Branch as a whole, and he shall withdraw from any meeting during the period of discussion of such interest.
- f) Any Officer shall have the power to require the Secretary to call a meeting of the Committee at any time.

## 8. Branch Activities

- a) 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.
- b) If a member intentionally, negligently or recklessly damages or loses the Branch's equipment the Committee may charge that member the cost of repairing or replacing it. No such charge will be levied for unforeseeable or unavoidable loss or where loss was reasonably incurred in a genuine endeavour to ensure the safety of persons or other property.

## 9. Discipline

- a) Temporary suspension from participation:
  - i) The person in charge of a Branch activity may suspend, at their discretion and for the duration of the activity, any member who misconducts themselves. 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.
  - ii) 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 explain his view of the matter.
- b) Suspension and loss of membership:
  - i) The Committee shall have the power by a two-thirds majority of all current 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 the next sub-clause. A decision to suspend shall be immediately communicated to the member concerned, and his membership shall 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 they shall be given the opportunity to answer fully the charges against them. 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 be lifted and the member shall be informed accordingly. If the motion is carried again by the said majority, the member shall be informed and they shall be deemed to have resigned their membership in the Branch. The member affected shall have the right to appeal the decision of the Committee to a General Meeting of the Branch.
  - ii) Suspension of the membership of an Officer or other Committee member shall only be voted upon at a meeting where the agenda has [a] 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, they shall be entitled to hear and respond to the charges levied against them. 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 they 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.

## **10. Subscriptions**

- a) Anyone joining or re-joining the Branch shall pay the appropriate BSAC membership subscription and the Branch subscription.

## **11. Dissolution**

- a) The Branch may not be dissolved except pursuant to a vote taken at a Special General Meeting; provided, however, that dissolution may be put to a vote at an Annual General Meeting if it appears on the agenda provided for in Bye-law 4(a).
- b) A proposal to dissolve the Branch shall be subject to ballot and, in order to be carried, it must receive the votes of two-thirds of the voting members of the Branch who are present at the Meeting.
- c) If dissolution of the Branch is authorised by vote in accordance with the preceding provisions of this Bye-law, the Committee shall proceed without delay to realise the value of the property of the Branch and to discharge the Branch's outstanding liabilities. Any net assets remaining shall be distributed to such recipient or recipients and in such fashion as the Committee shall decide, provided that no individual member or members shall disproportionately profit from the dissolution at the expense of any other member of the Branch.

(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, in case they claim to have a right to recover a proportion of the current value of the assets.)

## **12. Amendment**

- a) These Bye-laws may only be amended in General Meeting in accordance with the affirmative votes of a majority of 75% of those voting members of the Branch who are present at the meeting.
- b) Notwithstanding anything to the contrary contained in these Bye-laws, no amendment may be made to this Bye-law or to Bye-laws 3, 11 and 13, 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.

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

These Bye-laws are made in compliance with Article 85 of the Articles of Association 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.