

THE CONSTITUTION

Submitted upon Incorporation February 1996; Amended July 2001, August 2002, April 2010, September 2010, January 2011, and May 2014 ^[*]

1.0 NAME

1.1 The club shall be called “Murdoch University Divers Club Inc.” (the Club).

2.0 AIMS AND OBJECTIVES

2.1 The main aim of the Club shall be to encourage, develop and promote snorkelling and SCUBA diving amongst the Murdoch University Community. The Club shall also:

- 2.1.1 Ensure to the best of its ability, a high standard of safety amongst its members;
- 2.1.2 Organise trips, regular meetings and other activities;
- 2.1.3 Arrange all such things ancillary to the attainment of the above objectives; and
- 2.1.4 Encourage and support marine research and the conservation of the environment.

3.0 MEMBERSHIP

3.1 Ordinary Membership

3.1.1 Ordinary Membership shall consist of the following two classes:

- 3.1.1.1 University staff, alumni and students; and
- 3.1.1.2 Externals who are not in the above class but can satisfy the Committee of their association with the Murdoch University community

3.1.2 Ordinary Members of the Club shall be entitled to the following privileges:

- 3.1.2.1 The exclusive right to stand for any position on the Club’s committee (the Committee);
- 3.1.2.2 A single vote at any general meeting;
- 3.1.2.3 Participate in any activities arranged by the Club;
- 3.1.2.4 Receive a copy of the Club’s newsletter; and
- 3.1.2.5 Use of the facilities subject to payment of any requisite fees, provided that such members can satisfy the respective officer of their competence to use the same.

3.2 Corporate Membership

3.2.1 Corporate Membership of the Club shall consist of Murdoch University research groups, schools and divisions.

3.2.2 Corporate Membership allows only for the use of the Club's facilities and exclusively for official purposes (any Club member wishing to dive for recreational purposes, or have access/membership to its affiliated clubs, must hold an Ordinary Membership).

3.2.3 Each individual (maximum of 12 per Corporate Membership) must be listed by name and their dive qualifications sighted and recorded.

3.2.4 When using Club equipment, a dive plan must be submitted to the Club in accordance with the Murdoch University's fieldwork policy.

3.2.5 Corporate Membership entitles the group to one collective vote for any Club decision that requires voting and individuals on the Corporate Membership will be counted as a whole when obtaining a quorum.

3.2.6 Corporate Members may use a Murdoch University account for payment but this account must be in credit or Club equipment will not be loaned. Upon cessation of the Corporate Membership, any positive balance will be refunded.

3.3 Life Membership

3.3.1 Life Membership can be awarded by the Committee to a Club Member where that member has clearly demonstrated an outstanding contribution to the Club over a significant period of time (> 10 years).

3.3.2 Life Membership will be considered where the following criteria has been met and it is clearly documented or corroborated:

3.4.2.1 Long-term financial membership with the Club;

3.4.2.2 Significant contributions to the operation and/or promotion of the Club;

3.4.2.3 Appropriate conduct of the member while associated with the Club; and

3.4.2.4 Demonstrated commitment to the aims of the Club.

3.3.3 Life Membership will carry the entitlements of an Ordinary Membership but will not require an annual membership fee.

3.3.4 In the event of a life member:

3.3.4.1 resigning from the Club;

3.3.4.2 not having any involvement with the Club for a period of 10 years or longer;

3.3.4.3 being uncontactable by the Club and having no involvement with the Club for a period of 5 years or longer; or

3.3.4.4 being deceased; life membership entitlements will automatically be forfeited.

3.4 All memberships of the Club, with the exception of 3.4, shall be current from January 1st until December 31st of the same year.

4.0 EXECUTIVE

4.1 The Executive of the Club shall consist of the following:

4.1.1 President whose duties include:

4.1.1.1 To act as Chairperson for all meetings of the Club;

4.1.1.2 To coordinate and supervise the activities of the Executive;

4.1.1.3 To represent the Club in matters relating to the Club;

4.1.1.4 To authorise expenditure of the funds of the Club, providing that it is not in contradiction to the agreement of the Executive; and

4.1.1.5 To maintain custody of, and responsibility for, the use of the Club common seal.

4.1.2 Vice President whose duties include:

4.1.2.1 To assist the Club President when required.

4.1.3 Secretary whose duties include:

4.1.3.1 To record the minutes of all meetings of the Club.

4.1.3.2 Maintain a minutes file;

4.1.3.3 Ensure that minutes are signed by the Chairperson of the meeting (President);

4.1.3.4 To maintain a register of members; and

4.1.3.5 To maintain Club records, which may be inspected by Club members.

4.1.4 Treasurer whose duties include:

4.1.4.1 To keep a proper book of accounts dealing with the property and finance of the Club;

4.1.4.2 To prepare a financial statement showing all receipts and payments of the Club for the preceding year at the Club's Annual General Meeting;

4.1.4.3 To familiarise members of the Club with accounts and financial status of the Club; and

4.1.4.4 To make available these records to Club members for inspection.

4.2 The Executive shall exercise such powers as the Committee delegates to it.

5.0 THE COMMITTEE

5.1 The conduct of the affairs of the Club shall be vested in a committee (i.e. the Committee) comprised of both Executive (5.4.1 – 5.4.4 below) and Non-executive positions (all other Committee positions). Management shall be in accordance with this constitution (the Constitution).

5.2 The Committee shall have power to:

5.2.1 do all things as may be incidental or conducive to the attainment of the aims of the Club as set out in Clause 2.0 of the Constitution and shall have the power to make and amend regulations to that end including the Club safety regulations. Any such regulations which are contradictory with the Constitution shall to the extent of such contradiction, be void and have no effect; and

5.2.2 Terminate any membership of a Club member, where the Committee is of the view that the Club member is behaving inconsistently with the Club's aims.

5.3 Nominations for membership of the Committee shall be called for prior to each Annual General Meeting. The Committee will be re-elected each year (i.e. the term of the Committee membership is approximately 12 months) at the Annual General Meeting.

5.4 Positions on the Committee shall be:

5.4.1 President;

5.4.2 Vice President;

5.4.3 Secretary;

5.4.4 Treasurer;

5.4.5 Dive Instructor Liaison Officer;

5.4.6 Equipment Officer;

5.4.7 Student Representative;

5.4.8 Environmental Officer;

5.4.9 Newsletter/Webpage Editor; and

5.4.10 Diver Officer.

5.5 Non-executive Committee positions may be filled by more than one person.

5.6 A member may fill more than one non-executive Committee position.

5.7 A member may not fill more than one Executive Committee position.

5.8 An Executive Committee member may also fill a non-executive Committee position.

5.9 All Committee members have the right to nominate a proxy to attend a Committee meeting in their (short-term) absence. Proxies must be a club member, and will have a voting right.

5.10 In the event that a Committee member resigns with more than two months of their term remaining, the vacant position will be made available for other Ordinary Club members to fill through the special resolution process outlined in 14.0 of this Constitution.

5.11 The quorum for a Committee meeting shall be six, at least three of whom shall be members of the Executive (or their nominated proxy).

5.12 Any Committee member who fails to attend more than two consecutive meetings without providing adequate reasoning for their absence shall be considered to have resigned.

6.0 GENERAL MEETINGS

6.1 An Annual General Meeting (AGM) will be held within four months of the Club's financial year ending. The time and place will be decided by the Committee.

6.2 The quorum for the AGM shall be at least twenty five percent (25%) of Ordinary Members.

6.3 Extraordinary General Meetings (EGM) may be held at any time and may be initiated either at the discretion of the Committee or, if a request stating the nature of the business to be discussed and signed by at least ten Club members is received at least 14 days before the date of the proposed meeting.

6.4 At least seven days prior to any proposed AGM, EGM or special resolution, each member shall be sent an invitation to attend.

6.5 Committee endorsed minutes of each AGM, EGM or special notice of motion will be made available on the Club's website for members to view. These online minutes will be made available within seven days of that endorsement. A hardcopy can also be made available upon request.

7.0 FINANCE

7.1 Given this is a non-for-profit organisation and the nature of the Club's activities are seasonal, the Club elects to have its financial year from January 1st to December 31st of the same year.

7.2 The Treasurer shall manage the Club finances. The Treasurer will be responsible for keeping an itemised ledger of the Club's accounts including:

7.2.1 Diving equipment; and

7.2.2 Any other separate activities which may arise in the Club.

7.3 The Club shall levy an annual subscription from all members other than Life Members. Such subscriptions shall not be excessive.

7.4 The Club shall levy *maintenance* fees from members for the use of Club equipment.

7.5 The Club shall not spend in excess of \$400.00 for the purchase of any items or in excess of \$800.00 for the maintenance of any existing items without first receiving approval for such expenditure from a Committee meeting. Any items which have been presented in a budget and have been passed at an AGM, shall be deemed to have received approval as above.

7.6 General revenue, that is income, derived other than from loan charges not allocated to a particular activity, may be distributed at the discretion of the Committee.

7.7 Any particular item of equipment which appears to be running at a loss shall be brought to the attention of the Committee for review.

7.8 The Club shall make no gift to any individual or body.

7.9 The property and income of the Club shall be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes.

8.0 PROPERTY

8.1 All property acquired by the Club shall be charged to an inventory and shall be accounted for annually. Property so acquired shall be the sole property of the Club.

8.2 Whilst in the Club's possession, the Club Equipment Officer(s) shall be responsible for all Club property, ensuring that all maintenance schedules are carried out as are necessary for the equipment to be kept in optimum condition.

8.3 All Ordinary Members with loaned equipment shall be responsible for that equipment for the entirety of the loan. If any loss or damage occurs, the equipment must be replaced to the same

condition in which it was loaned out.

9.0 ACCOUNTS AND RECORDS

9.1 The Club will be the custodian of its accounts and records. In particular, it will be responsible for the safe handling and storage of all documentation, including keeping them secured on the Club's premises at all times. In certain situations, individual Club members will temporarily hold the custody of Club records (for example, during the development of meeting minutes or amendments to the Club's constitution) and hence the responsibility to ensure safe storage and handling of the documentation will be transferred to the individual Club member.

9.2 The treasurer will be responsible for maintaining proper books of account in relation to funds and property.

9.3 The secretary will be responsible for preparing minutes for all meetings and important decisions made by the Club.

9.4 In the absence of the Secretary (and a nominated proxy), minutes shall be completed by an attending Committee member nominated at that particular meeting.

10.0 SAFETY

10.1 All members will agree to abide by the Club Safety Regulations

11.0 ALTERATIONS TO THE CONSTITUTION

11.1 Notice in writing detailing any proposed amendment to the Constitution must be forwarded to each member of the Club, at least seven days prior to an EGM.

11.2 Any amendment to the Constitution must be undertaken in accordance with the special resolution process outlined in 14.0 of this Constitution.

12.0 TAKING OF MARINE FAUNA

12.1 Club members shall obey State fisheries regulations or their membership may be terminated on the discretion of the Committee.

13.0 DISSOLUTION

13.1 The Club may be dissolved by the special resolution process outlined in 14.0 of this Constitution, should there be insufficient members to form a quorum.

13.2 In the event of dissolution, all assets held by the Club shall be distributed to another Murdoch University Incorporated Association current at the time of dissolution or for charitable purposes.

14.0 SPECIAL RESOLUTION

14.1 Any important Club decision must be made by special resolution and passed by the majority of 75% of the Club's voting members at an EGM.

14.2 If a voting member is unable to attend the EGM but wishes to submit a vote towards the decision(s) being made, the Committee will accept the vote via written correspondence (including email) or via a proxy.

14.3 A voting member may choose another voting member to be their proxy. In such circumstances, that person (who is the proxy) may place the vote of the person they are representing, as well as their own vote, towards a Club decision.

Document dated: 23/01/1996 Amendments:

(1) (2) (3) (4) (5)

AGM 10/03/2001; confirmed 18/07/2001 Ratified by Ministry of Fair Trading: 26/07/2001

EGM 09/08/2002; confirmed 28/08/2002 Ratified by Dept. of Consumer & Employment Protection: 25/09/2002

EGM 10/03/2010; confirmed: 07/04/2010 Lodged with Dept. of Commerce: 12/05/2010

EGM 05/12/2010; confirmed 06/12/2010 Ratified by Dept. of Commerce: 12/01/2011

AGM 15/05/2014; confirmed 21/03/2014 Ratified by Dept of Commerce: 24/06/2014

NB: This copy of the Constitution represents the current version as at 20.09.10, and is an accurate representation of the document lodged with the Ministry of Fair Trading at the time of incorporation (23/01/1996). It includes amendments ratified on 26/07/2001 and 25/09/2002, amendments lodged on 12/05/2010 (with further changes recommended by Department of Commerce) and amendments ratified on 12/01/2011.

[*]This current version

This is the annexure of 8 pages marked "A" referred to in Form 5 signed by me and dated



Katie Kreutz
President 2014