

**ASSOCIATIONS INCORPORATION ACT 1985**

**RULES FOR**

**FLINDERS UNIVERSITY**

**UNDERWATER CLUB**

## INDEX

<b>1</b>	<b>NAME.....</b>	<b>4</b>
<b>2</b>	<b>DEFINITIONS .....</b>	<b>4</b>
<b>3</b>	<b>OBJECTS.....</b>	<b>5</b>
<b>4</b>	<b>POWERS OF THE ASSOCIATION.....</b>	<b>5</b>
<b>5</b>	<b>MEMBERSHIP .....</b>	<b>5</b>
<b>5.1</b>	<b>TYPES OF MEMBERSHIP .....</b>	<b>5</b>
<b>5.2</b>	<b>SUBSCRIPTIONS.....</b>	<b>6</b>
<b>5.3</b>	<b>RESIGNATIONS .....</b>	<b>6</b>
<b>5.4</b>	<b>EXPULSION OF A MEMBER .....</b>	<b>6</b>
<b>5.5</b>	<b>REGISTER OF MEMBERS .....</b>	<b>7</b>
<b>6</b>	<b>THE COMMITTEE.....</b>	<b>7</b>
<b>6.1</b>	<b>POWERS AND DUTIES .....</b>	<b>7</b>
<b>6.2</b>	<b>APPOINTMENT .....</b>	<b>8</b>
<b>6.3</b>	<b>PROCEEDINGS OF COMMITTEE.....</b>	<b>8</b>
<b>6.4</b>	<b>DISQUALIFICATION OF COMMITTEE MEMBERS .....</b>	<b>9</b>
<b>7</b>	<b>MEETINGS .....</b>	<b>9</b>
<b>7.1</b>	<b>ANNUAL GENERAL MEETING .....</b>	<b>9</b>
<b>7.2</b>	<b>SPECIAL GENERAL MEETING.....</b>	<b>10</b>
<b>7.3</b>	<b>NOTICE OF GENERAL MEETINGS.....</b>	<b>10</b>
<b>7.4</b>	<b>PROCEEDINGS AT GENERAL MEETINGS .....</b>	<b>10</b>
<b>7.5</b>	<b>VOTING AT GENERAL MEETINGS .....</b>	<b>11</b>
<b>7.6</b>	<b>POLL AT GENERAL MEETINGS.....</b>	<b>11</b>
<b>7.7</b>	<b>SPECIAL AND ORDINARY RESOLUTIONS.....</b>	<b>11</b>
<b>7.8</b>	<b>PROXIES .....</b>	<b>11</b>
<b>8</b>	<b>THE SEAL .....</b>	<b>12</b>
<b>9</b>	<b>MINUTES .....</b>	<b>12</b>
<b>10</b>	<b>FINANCIAL REPORTING .....</b>	<b>12</b>
<b>10.1</b>	<b>FINANCIAL YEAR.....</b>	<b>12</b>
<b>10.2</b>	<b>ACCOUNTS TO BE KEPT .....</b>	<b>12</b>
<b>10.3</b>	<b>ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS.....</b>	<b>13</b>
<b>11</b>	<b>PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS.....</b>	<b>13</b>

<b>12</b>	<b>WINDING UP.....</b>	<b>13</b>
<b>13</b>	<b>APPLICATION OF SURPLUS ASSETS .....</b>	<b>13</b>
<b>14</b>	<b>RULES.....</b>	<b>14</b>

# 1 NAME

- 1.1 The name of the (incorporated) association is “The Flinders University Underwater Club”.

# 2 DEFINITIONS

- 2.1 In these rules, and in all rules made hereunder, the following terms are defined as:

“University” means “The Flinders University of South Australia”

“committee” means the committee of management of the association

“association” means the (incorporated) association known as the “Flinders University Underwater Club”

“the Act” means the Associations Incorporation Act 1985

“member” means a member of the association. Life Members and Honorary Life Members are considered a financial member

“special resolution” means a special resolution defined in the Act

“General Meeting” means a general meeting of committee members of the association and invited guests convened in accordance with these rules. Also termed a “committee meeting”.

“Annual General Meeting” means a gathering of all members to be held each calendar year, convened in accordance with these rules

“Special General Meeting” means a gathering of all members held to deal with special or urgent matters, convened in accordance with these rules

“month” shall mean a calendar month.

### **3 OBJECTS**

3.1 The objects of the Association shall be:

- To promote, develop and control scuba diving and its associated activities within the University
- To co-operate with any other organisation or organisations whose objects are similar to those of the Association, and whose affiliation is ratified by Flinders Campus Community Services

### **4 POWERS OF THE ASSOCIATION**

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

### **5 MEMBERSHIP**

#### ***5.1 TYPES OF MEMBERSHIP***

##### **5.1.1 GENERAL MEMBER**

- 5.1.1.1 All members of the public shall be eligible to apply for general membership of the Association.
- 5.1.1.2 The committee will review all applicants and reserves the right to reject an application for membership for any reason.
- 5.1.1.3 Any person eligible for membership on making written or verbal application to the Secretary of the Association, being accepted by the committee and on paying the annual subscription shall thereby become a financial General Member of the Association.

### **5.1.2 LIFE MEMBER**

- 5.1.2.1 Members who have been financial members at the club for more than seven (7) years and who have participated as a member of the committee for at least five (5) years are eligible to be considered for life membership.
- 5.1.2.2 The committee will review all eligible members at the end of each year and decide if the applicant should be offered life membership.

### **5.1.3 HONORARY LIFE MEMBER**

- 5.1.3.1 People who have been associated with the club for over seven (7) years may be considered for honorary life membership.
- 5.1.3.2 The committee will review all eligible members at the end of each year and decide if the applicant should receive honorary life membership.

## **5.2 SUBSCRIPTIONS**

- 5.2.1 The subscription fees for membership shall be such sum (if any), as the committee shall determine from time to time.
- 5.2.2 The subscriptions fees shall be payable at such a time as the committee shall determine.
- 5.2.3 Any member whose subscription is outstanding ceases to be a member of the association. The committee may reinstate such a person's membership on such terms as it thinks fit.

## **5.3 RESIGNATIONS**

- 5.3.1 A member may resign from membership of the association by given written notice thereof to the Secretary or Public Officer of the association. Any member so resigning shall be liable for any outstanding subscriptions or outstanding fines which may be recovered as a debt due to the association.

## **5.4 EXPULSION OF A MEMBER**

- 5.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.

- 5.4.2 Particulars of the charge shall be communicated to the member at least fourteen (14) days before the meeting of the committee at which the matter will be determined.
- 5.4.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4.4 below), cease to be a member fourteen (14) days after the committee has communicated its determination to the member.
- 5.4.4 It shall be open to a member to appeal to the association in a General Meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the association within fourteen (14) days after the determination of the committee has been communicated to the member.
- 5.4.5 In the event of an appeal under 5.4.4 above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld in General Meeting. 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**

5.5.1 A register of members must be kept and contain:

- The name and address of each member;
- The date on which each member was admitted to the association; and
- If applicable, the date of, and reason(s) for, termination of membership.

## **6 THE COMMITTEE**

### **6.1 POWERS AND DUTIES**

- 6.1.1 The affairs of the association shall be managed and controlled by a committee which in addition to any power 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 Meeting.
- 6.1.2 The committee has the management and control of the funds and other property of the association.
- 6.1.3 The committee shall have 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.
- 6.1.4 The committee shall appoint a Public Officer as required by the Act.

## **6.2 APPOINTMENT**

6.2.1 The office bearers of the Association shall be elected at the Annual General Meeting and shall include:

- President – President and Secretary may be combined into one position only if Treasurer and Secretary are not combined
- Vice President
- Honorary Secretary
- Honorary Treasurer – Treasurer and Secretary may be combined into one position only if President and Secretary are not combined
- Committee members – not more than eight (8).

6.2.2 A committee member shall be a natural person.

6.2.3 No office bearer from the association shall receive any remuneration for their services.

6.2.4 Office bearers shall hold office until the following elections at which they shall not be disqualified as candidates by reason only of previous office.

6.2.5 The committee may appoint a person to fill a casual vacancy, and as such a committee member shall hold office until the next Annual General Meeting of the association and shall be eligible for election to the committee.

## **6.3 PROCEEDINGS OF COMMITTEE**

6.3.1 The committee shall meet together for the dispatch of business as often as required with a minimum of three (3) meetings a year.

6.3.2 Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

6.3.3 A quorum for a General Meeting shall be eight (8) members of the committee. A member of the 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**

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

- Disqualified from being a committee member by the Act
- Expelled as a member under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than three (3) General Meetings in a calendar year
- No longer the duly appointed representative of a corporate member.

## **7 MEETINGS**

### **7.1 ANNUAL GENERAL MEETING**

7.1.1 The committee shall convene an Annual General Meeting of all members once in every calendar year to be held as early as practicable in the new calendar year, at such time and place as may be determined by the Committee.

7.1.2 The order of business at the meeting shall be:

- The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
- The consideration of the accounts, reports of the committee and the financial report
- The election of the committee members
- Any other business requiring consideration by the association in General Meeting.

7.1.3 Notice of the Annual General Meeting shall be given at least twenty one (21) days before such meeting on an official notice board and shall include a statement of the items of business to be brought before such meeting.

7.1.4 Questions arising at Annual General Meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.

7.1.5 A quorum for an Annual General Meeting shall be twenty (20) members of the association.

## **7.2 SPECIAL GENERAL MEETING**

- 7.2.1 The committee may whenever it thinks fit convene a Special General Meeting.
- 7.2.2 The committee shall on receipt of a request in writing stating the objects of the meeting proposed to be called and signed by not less than six (6) members convene a Special General Meeting. Notice of the meeting shall be given at least twenty-one (21) days before such meeting on an official notice board and shall include a statement of the items of business to be brought before such meeting.
- 7.2.3 Questions arising at Special General Meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- 7.2.4 A quorum for a Special General Meeting shall be twenty (20) members of the association.

## **7.3 NOTICE OF GENERAL MEETINGS**

- 7.3.1 Notice of every General Meeting shall be given at least seven (7) days before such meeting on an official notice board and shall include a statement of the items of business to be brought before such meeting.

## **7.4 PROCEEDINGS AT GENERAL MEETINGS**

- 7.4.1 Eight (8) committee members, present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- 7.4.2 If within thirty (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 within the next thirty (30) days at a date, time and place as determined by the committee. If at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.
- 7.4.3 The President shall be entitled to take the Chair at all General Meetings of the Association. In their absence or unwillingness to act, the members present shall choose a Chair from among their own number.
- 7.4.4 No person shall be competent to vote at any General Meeting unless they are a financial member of the Association.
- 7.4.5 Every resolution passed at any General Meeting shall be binding on all members of the Association.

## **7.5 VOTING AT GENERAL MEETINGS**

- 7.5.1 Subject to these rules, every member of the association has only one (1) vote at a meeting of the association.
- 7.5.2 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 by proxy at that meeting.
- 7.5.3 Unless a poll is demanded by at least four (4) members, a question for decision at a General Meeting must be determined by a show of hands.

## **7.6 POLL AT GENERAL MEETINGS**

- 7.6.1 If a poll is demanded by at least four (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.
- 7.6.2 A poll demanded for the election of a person presiding 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.

## **7.7 SPECIAL AND ORDINARY RESOLUTIONS**

- 7.7.1 A special resolution is a special resolution as defined in the Act.
- 7.7.2 An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

## **7.8 PROXIES**

- 7.8.1 A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at General Meeting, Annual General Meeting and Special General Meeting of the association.

## **8 THE SEAL**

- 8.1 The association shall have a common seal upon which its corporate name shall appear in legible characters.
- 8.2 The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in a record of minutes of the Association. The affixing of the seal shall be witnessed by any two of the following the President, Secretary or Treasurer.

## **9 MINUTES**

- 9.1.1 Proper minutes of all proceedings of General Meetings, Annual General Meetings and Special General Meetings of the association shall be entered within one (1) month after the relevant meeting in a record of minutes kept for the purpose.'
- 9.1.2 The minutes pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.
- 9.1.3 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.
- 9.1.4 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 FINANCIAL REPORTING**

### ***10.1 FINANCIAL YEAR***

- 10.1.1 The financial year of the Association commences on 1 January and ends on 31 December.

### ***10.2 ACCOUNTS TO BE KEPT***

- 10.2.1 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.

### **10.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS**

- 10.3.1 The accounts, reports of the committee and the financial report, shall be laid before members at the Annual General Meeting.
- 10.3.2 As required, the accounts and reports as stated in 10.3.1 shall be submitted to Flinders Campus Community Services.

## **11 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

- 11.1 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 reimbursement of a member for expenses incurred on behalf of the association.

## **12 WINDING UP**

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

## **13 APPLICATION OF SURPLUS ASSETS**

- 13.1 If on winding up or dissolution of the Association, there remain after the satisfaction of all its debts and liabilities any monies or properties whatsoever, the same shall not be paid to or distributed among members of the Association, but, shall be paid to or transferred to Flinders Campus Community Services to be used within the University as deemed fit by Flinders Campus Community Services and within the terms of Clause 11 of this Constitution.

## 14 RULES

- 14.1 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes revision or replacement by substitute rules.
- 14.2 Where applicable, the alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- 14.3 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.

Adopted at the meeting of the Flinders University Underwater Club

Held on \_\_\_\_\_

Signed \_\_\_\_\_ President