



# Motion for consideration at the Annual General Meeting

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The Committee proposes the following motion for consideration at the Annual General Meeting to be held on 24 November 2021.

## Adoption of new bye-laws

The Branch agrees to adopt the bye-laws below as the current bye-laws governing the Branch, replacing entirely the bye-laws adopted on 10 November 2010.

### 1. Scope

These bye-laws regulate the structure, administration and activities of Branch number 0730 of the British Sub-Aqua Club (BSAC), known as Stratford on Avon Branch. These bye-laws are made in compliance with Article 85 of the Articles of Association of the British Sub-Aqua Club.

### 2. Aims and objectives

The aims and objectives of the Branch are to:

- i. Provide facilities and opportunities to enable the branch members to undertake sub-aqua diving and snorkelling in accordance with the current BSAC standards
- ii. Provide sub-aqua diving and snorkelling training to the branch members in accordance with the current BSAC standards
- iii. Promote the sports of sub-aqua diving and snorkelling
- iv. Provide social activities to the branch members
- v. Be an open and inclusive Branch in which all members feel welcome and are treated fairly and with respect.

### 3. Membership

- i. The Committee of the Branch shall determine the available classes of membership of the Branch and shall set the fees to be paid by members joining each class.
- ii. All members of the Branch must also become members of BSAC nationally except for those Branch members in a membership class which does not permit diving or snorkelling and who do not assist with Branch activities.

- iii. All members of the Branch, by accepting membership, agree to abide by the rules, regulations and policies of BSAC and of the Branch. Members agree to follow both the Code of Conduct of BSAC and the Branch's Code of Conduct. Failure to do so may result in disciplinary or other action being taken.
- iv. Anyone joining or rejoining the Branch shall pay both the appropriate BSAC membership fees and the Branch fees.

## 4. Management

- i. The Branch is a membership organisation and its sovereign body is the General Meeting of all members.
- ii. The day to day management of the Branch shall be conducted by a Committee elected at each Annual General Meeting of the Branch, which shall comprise four (4) Officers and five (5) other members. Members of the Committee shall be members of the Branch and of BSAC and the majority of the Committee shall be 18 years of age or over.
- iii. The four Branch Officers shall be the Chairperson, the Diving Officer, the Secretary and the Treasurer. The duties of the Officers shall be as set out in guidance published by BSAC.
- iv. The Committee may assign to those committee members who are not Officers as specified in paragraph 4(iii) such specific roles and responsibilities as the Committee deems necessary to ensure the smooth running of the Branch.
- v. No member may stand for election to a Branch Officer post (as defined in 4(iii)) if that member has held that post for the previous three years, except under the circumstances detailed in paragraph 4(vi).
- vi. Where it considers it expedient in the interest of ensuring the continued smooth running of the Branch, the Committee may allow a member to stand for election to a Branch Officer post who would otherwise be barred from standing by virtue of paragraph 4(v). In doing so the Committee must set such conditions as it sees fit to ensure that provision is made to plan for succession.
- vii. No member may be granted permission to stand for election in accordance with paragraph 4(vi) on more than one consecutive occasion.
- viii. In considering a request to allow a member to stand for election in accordance with paragraph 4(vi) that member shall not be entitled to vote on the decision in Committee.
- ix. Subject to paragraph 4(x), the Committee shall have the power to determine any matter that is not otherwise provided for within these bye-laws or by a resolution of a General Meeting of the Branch.
- x. The Branch may not take any action nor make any decision that would be in conflict with the Articles of Association or the Rules and Policies of BSAC, or with the Aims and Objectives of the Branch set out in bye-law 2.

## 5. Annual General Meeting (AGM)

- i. The Annual General Meeting of the Branch shall be held in November each year. Notice of the meeting and the agenda shall be communicated in writing to all paid-up members of the Branch four (4) weeks before the meeting.

- ii. The Notice 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.
- iii. To be valid, nominations not deemed to have been made by the Committee must be
  - a. delivered to the Secretary in writing at least fourteen (14) days before the meeting,
  - b. seconded, and
  - c. endorsed by the nominee to the effect that they are willing to accept the position if they are elected.
- iv. The Officers and general members of the Committee shall be elected at the meeting by ballot of those members present. If a nominee stands unopposed, they shall be deemed to have been elected.
- v. The Notice shall also include the text of any motion proposed by the Committee. Any member may propose amendments to such motion and may make any further motion for consideration at the meeting, but such amendments and further motions must be proposed and seconded in writing and delivered to the Secretary no less than fourteen (14) days before the meeting.
- vi. 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.
- vii. The right to vote at the meeting shall be restricted to members who hold a current annual Branch and, unless excepted by virtue of paragraph 3(ii), BSAC membership, having paid the appropriate fees.
- viii. In the event that extraordinary circumstances prevent the physical holding of a General Meeting, the Committee may make such provisions as it sees fit to enable the business of the General Meeting to be conducted by other means.

## 6. Special General Meeting

- i. Any General Meeting of the Branch other than the Annual General meeting shall be known as a Special General Meeting.
- ii. The Committee may call a Special General Meeting at any time upon giving no less than fourteen (14) 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.
- iii. The Committee shall call a Special General Meeting upon receipt of a request to do so signed by no less than six (6) 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 paragraph 6(ii) shall apply with regard to the conduct of the meeting.
- iv. Where the business of the Special General Meeting is to include the election of an Officer or other member of the Committee
  - a. The Notice referred to in paragraph 6(ii) shall request nominations for any posts for which an election is to be held

- b. The provisions of paragraphs 5(iii) and 5(iv) shall apply to the Special General Meeting, save that the period referred to in sub-paragraph 5(iii)(a) shall be reduced to seven (7) days.
- v. The business of a Special General Meeting shall be that for which it was called and no other.
- vi. The provisions of paragraphs 5 (vi), (vii) and (viii) shall apply to Special General Meetings.

## 7. Voting

- i. Unless otherwise indicated by these bye-laws, 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 votes cast by those members present.

## 8. Committee

- i. The appointed committee members should take their position upon election and remain until their successors have been elected.
- ii. 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.
- iii. 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 Chair, 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.
- iv. The Committee may adopt no resolution unless:
  - a. It has the votes of a simple majority of those members present and entitled to vote.

**AND**

  - b. 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.
- v. No member shall be entitled to vote on a matter in which their interest differs from that of the Branch as a whole, and the member shall withdraw from any meeting during the period of discussion of such interest.
- vi. Any Officer shall have the power to require the Secretary to call a meeting of the Committee at any time.

## 9. Branch activities

- i. At the discretion of the Diving Officer, branch diving and training activities shall be open to members of other clubs and branches and to guests.
- ii. If a member damages or loses Branch equipment the Committee may charge that member the cost of repairing or replacing it.

## 10. Discipline

- i. Temporary suspension from participation:
  - a. 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 Chairperson or Secretary. Following discussion with the member, should the Committee consider further formal action necessary it shall be taken in accordance with paragraph 10(ii).
  - b. If a member misconducts himself in a way which is serious, dangerous, or immediately detrimental to the ongoing activities of the Branch, the Chairperson may suspend the member from the Branch until the next meeting of the Committee, or for one calendar month, whichever is the shorter.
- ii. Suspension and loss of membership:
  - a. The Committee shall have the power to suspend the membership of any member of the Branch. Such a decision shall require the vote of at least two-thirds of all current voting members of the committee. A decision to suspend and the full reasons for that decision shall be immediately communicated to the member concerned, and their membership shall be suspended. Suspension of the membership of any Officer or other committee member shall only be dealt with in accordance with the provisions of sub-paragraph 10(ii)(e).
  - b. A suspended member shall be entitled to demand a hearing at the next regular meeting of the Committee, during which 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 two-thirds of all current voting members of the committee are in favour of suspension, the member shall be deemed to have resigned their membership of the Branch. Otherwise, the suspension shall be lifted.
  - c. In suspending a member under sub-paragraph 10(ii)(a) or confirming the continued suspension of a member under sub-paragraph 10(ii)(b), the Committee shall set out any conditions under which the member shall be permitted to rejoin the Branch.
  - d. A person who is deemed to have resigned by virtue of sub-paragraph 10(ii)(b), or who has conditions for rejoining set by virtue of sub-paragraph 10(ii)(c), shall have the right to appeal the decision of the Committee to the next General Meeting of the Branch. In that regard only, they shall have the rights of a paid-up member.
  - e. Suspension of the membership of an Officer or general 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, [b] explicitly refers to the motion of suspension and [c] states the full reasons for the proposed suspension. If the person charged attends the meeting, the process shall proceed as if they have already been suspended and have requested a hearing before the Committee in accordance with sub-paragraph 10(ii)(b). If the person charged does not attend the meeting the process shall proceed in accordance with sub-paragraphs 10(ii)(a) and 10(ii)(b) as if the person were not a member of the Committee. In any event, the person charged shall be deemed not to be a current voting member of the Committee for the duration of the meeting.

- f. A person whose membership of the Branch has been suspended or removed by virtue of a disciplinary process shall not be re-admitted to membership of the Branch without the agreement of the Committee or of a General Meeting. In reaching a decision, only factors related to the disciplinary action and its impact on the Branch may be considered, and any conditions for rejoining set by virtue of 10(ii)(c) must be taken into account.

## 11. Dissolution

- i. The Branch may not be dissolved except pursuant to a vote taken at a General Meeting; provided, however, that dissolution may be put to a vote at an Annual General Meeting only if it appears on the agenda provided for in bye-law 5(i).
- ii. 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.
- iii. If dissolution of the Branch is voted 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 meeting shall have decided.
  - a. If the Branch has assets acquired in part or in full with grants from external agencies those agencies must be informed of the proposed dissolution, and any contractual obligations to those agencies must be honoured.

## 12. Amendment

- i. These bye-laws may only be amended in a General Meeting. 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.
- ii. Notwithstanding anything to the contrary contained in these bye-laws, no amendment may be made to this bye-law or to bye-laws 4, 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 has notified the Branch in writing of the British Sub-Aqua Club's approval of the subject and text of the amendment.

## 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.

## Appendix – supporting information

This appendix provides supporting information and does not itself form part of the bye-laws.

- A copy of BSAC's current Code of Conduct can be found at [www.bsac.com/codeofconduct](http://www.bsac.com/codeofconduct).
- Other BSAC rules and policies are available from [www.bsac.com/bsac-rules-and-policies/](http://www.bsac.com/bsac-rules-and-policies/).
- A copy of the Branch's Code of Conduct, along with other policies, can be found at [www.stratforddivers.co.uk/resources/](http://www.stratforddivers.co.uk/resources/).