

Revision 2

CONSTITUTION AND RULES OF THE  
  
UNDERWATER RESEARCH GROUP  
  
OF  
  
QUEENSLAND  
  
INCORPORATED

# CONSTITUTION AND RULES OF THE UNDERWATER RESEARCH GROUP OF QUEENSLAND INCORPORATION

## 1 NAME

The name of the incorporated association shall be “The Underwater Research Group of Queensland Inc.” (hereinafter referred to as “The Association”)

## 1.1 MISSION STATEMENT

The Underwater Research Group of Queensland (U.R.G.Q.) and its members, who have an interest in diving activities, aim to provide a forum for divers, *both active and non-active*, to meet socially on a regular basis and to provide an alternative to a commercial environment to further the diving interests and social activities of both its diving and non-diving members.

## 2 OBJECTIVES

**The objectives of the Association are:-**

**2.1** Underwater exploration and research for the recovery, conservation, preservation of marine artefacts and relics associated with Queensland Maritime History, including the display of such artefacts that does not contravene the Historic Shipwrecks Act of 1976.

**2.2** The continued development of the U.R.G.Q. Curtin Artificial Reef for the expressed purpose of conserving and providing a haven for fish life and of providing a safe and interesting wreck dive environment in the Moreton Bay region for divers in general.

**2.3** Scientific advancement pertaining to underwater activities including conservation, marine biology, underwater photography and underwater medicine.

**2.4** To promote safe diving and to foster safe buddy diving practice during club-sponsored diving activities.

**2.5** To promote the protection and conservation of the marine environment and encourage environmental education and awareness among members and the wider diving community.

**2.6** To do all lawful acts and things that are incidental to the carrying out of these objectives.

## 3 POWERS

**The Powers of the Association are:-**

**3.1** To administer the activities, assets and funds of the Association

**3.2** To subscribe to, become a member of and co-operate with any other association, club or organisation whether incorporated or not, whose objectives are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed of the Association under or by virtue of Rule 15 (1);

**3.3** In carrying out the objectives of the Association to buy, sell and deal in all kinds of articles, commodities and provision, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;

**3.4** To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any right or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objectives of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;

**3.5** To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objectives and the exercise of the privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

**3.6** To appoint, employ, remove or suspend such manager, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;

**3.7** To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objectives;

**3.8** To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

**3.9** To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit subject to the provisions of the Trusts Act 1973-1981;

**3.10** In furtherance of the objectives of the Association to lend and advance money or give credit to any person or body corporate. To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

**3.11** To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other present or future and to purchase, redeem or pay-off any such securities;

**3.12** To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

**3.13** In furtherance of the objectives of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

**3.14** To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association from purchasers and others;

**3.15** To take any right of property whether subject to any special trust or not, for any one or more of the objectives of the Association but subject always to the provision in Sub-rule (4);

**3.16** To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;

**3.17** To print or publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives;

**3.18** In furtherance of the objectives of the Association to amalgamate with any one or more incorporated associations having objectives altogether or part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 15 (1);

**3.19** In furtherance of the objectives of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;

**3.20** In furtherance of the objectives of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;

**3.21** To make donations for patriotic, charitable or community purposes;

**3.22** To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;

**3.23** To do all such other things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Association.

## **4 MEMBERSHIP**

**4.1** The membership of the Association shall consist of the following classes of membership:-

**4.1.1 Full membership** – which shall be open to all persons who have attained a thorough knowledge of the Constitution and Rules and the Safety Rules, who have passed a medical examination by a recognised Diving Medical Practitioner and who have achieved a competency pass in any accredited dive course recognised in Australia.

**4.1.2 Associate or non-diving membership** – which shall be open to persons of any age. Associate members shall be eligible to enjoy all the rights and privileges of full membership except that they shall have no right to take part in any group underwater activities nor be eligible to vote at General Meetings.

**4.1.3 Temporary membership** – which may be conferred by a majority of the committee only and for a period of no more than 2 months for persons determined to be providing a material benefit to the club. Temporary members shall enjoy all the privileges of full membership except that they shall not be eligible for office nor shall they have voting powers and may have their membership cancelled by the Committee at any time. Temporary members will not be assigned a member number.

**4.1.4 Honorary Life Membership** – may be conferred on a full member by a resolution passed by a majority of seventy-five percent (75%) of financial full members present at the Annual General Meeting or at a General Meeting called for the purpose of which due notice has been given. Honorary life members may enjoy all the privileges of full members for life subject to compliance with all the obligations of full members but they shall not be required to pay annual subscription. The term “full member” wherever used in this Constitution and the context permits will be deemed to include Honorary Life members.

**4.1.5 Child Membership** - which shall be open to all persons who have a parent and/or legal guardian as a current Full Member and have not yet reached the age of 18 years. They shall enjoy all the privileges of full membership except that they shall not be eligible for office nor shall they have voting powers. In order to participate in diving activities they must have an age appropriate understanding of the Safety Rules, have passed a medical examination by a recognised Diving Medical Practitioner and have achieved a competency pass in any accredited dive course recognised in Australia. At least one responsible adult must be assigned to assist child members during club activities.

**4.1.6 Guest Membership** - which shall be open to all persons who primarily reside no less than 150km in a straight line distance away from the Main Club facilities. Who have also attained a knowledge of the Constitution and Rules and the Safety Rules, who have passed a medical examination by a recognised Diving Medical Practitioner and who have achieved a competency pass in any accredited dive course recognised in Australia. They shall enjoy all the privileges of full membership except that they shall not be eligible for office nor shall they have voting powers.

**4.2** Subject to the provisions of this Constitution there shall be no limit upon the number of members to be admitted to any class of membership.

**4.3** The term “Members” wherever used in these Rules and the context permits, shall include members of each of the above classes of membership.

**4.4** Every person who at the date of incorporation of the Association was a member of the unincorporated Association, and who on or before the thirtieth day of September 1983 agreed in writing to become a member of the Association, shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated Association. Any person not on the roll as a member as at the 30th June 1995, being a member who should have elected in writing pursuant to this clause, shall be deemed as not having elected as at 30th September 1983.

**4.5** Every applicant for any class of membership of the Association (other than the members of the unincorporated Association referred to in Sub-Rule (4) shall make application in writing in such form as the Management Committee from time to time prescribes, supported by a financial full member, and shall include a consent and indemnity in favour of the Association together with the prescribed application fee which shall be set annually at each respective Annual General Meeting of the Association.

## **5 ADMISSION AND REJECTION OF MEMBERS**

**5.1** Applications for membership shall lie on the table until the Management Committee is satisfied the applicant has the necessary qualifications and the other requirements for membership have been fulfilled, when the application shall be put to a separate vote of full members at a an official General Meeting, Function or Event that has no less than 5 full members present. Two (2) votes against

admission shall exclude an applicant. Should an applicant be excluded, the Secretary shall notify the applicant in writing of such exclusion.

**5.2** An excluded applicant shall have the right to appeal against such exclusion. A Notice of Intention to Appeal must be lodged in writing with the Secretary within one (1) calendar month of notification of exclusion of such application. At the next General Meeting following notification of such exclusion, the excluded applicant may present his case against such exclusion either orally or in writing or by both of these means. All members present shall have the right to present their case for or against the exclusion. The matter will then be decided by a majority vote conducted by way of secret ballot administered by the Secretary of the Association, whose decision on the count shall be public and final.

## **6 MEMBERSHIP FEES**

**6.1** All applicants for membership shall, on application for membership, pay an application fee. The amount of the application fee shall be such as the Management Committee shall from time to time determine and shall be approved annually at the Association's Annual General Meeting.

**6.2** Every member shall pay an annual subscription except where a member is exempt under these Rules. The Management Committee shall determine the amount of the annual subscription to be paid by members of each class or sub-class of membership and such subscription shall be approved at the Annual General Meeting of the Association and shall apply for the financial year.

**6.3** Renewal of subscription shall be made within two (2) months of the end of the financial year and members who do not renew within this time shall automatically forfeit membership and be required to make new application to rejoin unless reasonable excuse for failure to make such renewal of subscription can be offered to the Management Committee and such reasonable excuse is accepted by the majority of the Management Committee provided that no application may be made to the Committee once overdue more than six (6) months.

**6.4** Upon acceptance by the Management Committee of such reasonable excuse and upon immediate payment of the outstanding subscription including arrears, the member shall regain all attainments, rights and privileges appurtenant to membership and shall not be liable to pay the application fee applicable to a new membership.

**6.5** It is the responsibility of all members to ensure that their subscription is paid.

**6.6** Members failing to pay the subscription fee and failing to offer reasonable excuse therefore shall pay the prescribed entry fee upon the making of the fresh application for membership.

**6.7** Payment or tender of the subscription shall be made to the Treasurer or appointed person upon receipt of payment of the subscription, the Treasurer or appointed person shall issue a form of receipt to the member paying or tendering same.

## **7 TERMINATION OF MEMBERSHIP**

**7.1** A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall only be accepted if the member is free of debt to the Association. The Management Committee shall have the power to accept or reject notice of resignation and such resignation shall take effect at the time of acceptance or rejection by the Management Committee.

### **7.2 If a member:-**

**7.2.1** Is convicted of any indictable offence; or

**7.2.2** Fails to comply with any of the provisions of these Rules; or

**7.2.3** Conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association; or

**7.2.4** Fails to observe a written directive of the Management Committee approved by the majority of the Management Committee.

***Then the Management Committee shall consider whether his membership shall be terminated.***

**7.3** The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership, it shall instruct the Secretary to advise the member in writing accordingly.

**7.4** A person whose membership has been terminated may within one (1) month of receiving written notification thereof lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.

**7.5** Upon receipt of a Notification of Intention to Appeal against termination of membership the Secretary shall convene, within three (3) months of the date of receipt by him of such Notice, a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting, by secret ballot, requiring a majority approval of more than 50% of the members present at the General Meeting convened for the purpose of deciding the matter.

## **8 SUSPENSION OR EXPULSION**

Any member who disobeys the instructions of an organiser of Association activities shall be subject to a report by the organiser to the Management Committee, who shall have power to suspend or expel the member, or to request his resignation from the Association. If the Management Committee is a branch Management Committee, such a decision must be approved by the Management Committee to whom the member will have the right to appeal. If a member is suspended or expelled from the Association, he shall not be entitled to a refund of his subscription or any part thereof. The member concerned shall have the right to attend any Management Committee meeting at which his case is being discussed. Subject to the provisions of this paragraph, the provisions relating to suspension or termination of membership contained elsewhere herein shall apply to a member suspended or expelled pursuant to the provisions of this paragraph including the rights of appeal in 7(4) and 7(5).

## **9 REGISTER OF MEMBERS**

**9.1** The Management Committee shall cause a register to be kept upon which the members shall be enter their current contact details upon their membership to the Association and the dates of their admission. A hard copy of the Membership Numbers book must be retained.

**9.2** Particulars shall also be entered in to the Register of deaths, resignations, terminations and reinstatement of membership and any further particulars as the Management Committee or the members at any General Meeting may require from time to time.

**9.3** The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## **10 MANAGEMENT COMMITTEE**

**10.1** The Management of the Association shall be vested in a Management Committee in these Rules referred to as “The Management Committee”.

**10.2** The Management Committee of the Association shall consist of a President, Vice-President, Honorary Secretary, Honorary Treasurer, Club Captain, Dive Captain, Boat Captain and two (2) ordinary members who shall be nominated at the Annual General Meeting and approved by a majority of members. The Management committee shall serve a term or 1 year.

**10.3** The Management Committee shall be assisted by the following sub-committees each comprised of one or more members elected by full members at the Annual General Meeting and carrying out duties delegated to them from time to time by the Management Committee or the Club Captain or Dive Captain representing that committee as directed:-

Club Training Officer  
Editor  
Assistant Editor  
Assistant Secretary  
Compressor Operator & Equipment Officer  
Social Secretary  
Librarian  
Canteen Officer.

In the event of any of the above club officers’ positions becoming vacant during the year, the Management Committee member responsible for the area shall select a new member; the appointment to be ratified by introduction and vote at the next General Meeting.

**10.4** Except where expressly provided otherwise, only full members shall be eligible to hold office in the Association or serve on any of the said sub-committees, provided that if any position cannot be filled by a full member at any Annual General Meeting then that position may be filled by another class of member.

**10.5** A member of the Management Committee may also be elected or appointed to any sub-committee and a member of one sub-committee may also be elected or appointed to one or more other sub-committee.

**10.6** If any of the above positions cannot be suitably filled for any part of an elected term by a full member previously voted in, the Management Committee may appoint another full member or a member of any other type of membership.

## **MANAGEMENT COMMITTEE STRUCTURE OF THE CLUB**

**PRESIDENT**

**SECRETARY**

**TREASURER**

**VICE-PRESIDENT**

**CLUB CAPTAIN**

**DIVE CAPTAIN**

**BOAT CAPTAIN**

**ORDINARY MEMBER**

**ORDINARY MEMBER**

**CLUB CAPTAIN'S AREA OF RESPONSIBILITY**

Responsible for the overall running of general club activities controlling and delegating duties of:-

- Public Relations (Publicity Officer)
- Club Property Maintenance (Property Officer)
- Canteen (Canteen Officer)
- Social Activities
- Social Media Advisor
- Photographer
- Club History (Historian)
- Compressors and Equipment
- Compressor Log and Use

**DIVE CAPTAIN'S AREA OF RESPONSIBILITY**

Organisation of all Club diving activities with respect to:-

- Club Trips
- Dive Safety
- Dive Rules
- Dive Librarian

**BOAT CAPTAIN'S AREA OF RESPONSIBILITY**

- General Maintenance of the Club Vessel
- General Maintenance of the Club Trailer
- Organisation of any professional Service required of the Club Vessel or related equipment
- Ensure Vessel Safety equipment is in service and current (Including, but not limited to, Life Jackets, EPIRB, Flares, Oxygen Bottle and Kit, First Aid Kit, Radios)
- Oversee Vessel use Logbook
- Manage the safe storage of consumable materials (Including, but not limited to, Fuel and Oil)
- Manage the approval of Club Skippers
- and/or delegation of these duties

**11 ELECTION OF MANAGEMENT COMMITTEE AND SUB-COMMITTEES**

**11.1** At the Annual General Meeting of the Association, the whole of the Management Committee and subcommittees shall retire from office but shall, subject to Rule 11.1.3, be eligible upon nomination for re-election. The election of officers and other members of the Management Committee and subcommittees shall take place in the following manner:-

**11.1.1** Any member of the Association shall, subject to Rule 11.1.3, be at liberty to nominate any other member to serve on the Management Committee or sub-committee. All candidates must be nominated on the night of the meeting.

**11.1.2** If there be more than one nomination for any position voting shall be by secret ballot.

**11.1.3** A member who has served the preceding 3 years in the same position on the Management Committee is eligible for nomination for the same position on the Management Committee only if no other nominations are tendered for that post.

**12 COMPULSORY RETIREMENT OF THE MANAGEMENT COMMITTEE**

If at a special meeting called for that purpose, a motion of “no confidence in the Management Committee” be carried by a majority of the full members by secret ballot of those present and eligible to vote, the Management Committee shall forthwith retire from office, but shall be eligible for re-election at a subsequent special General Meeting called for that purpose by the retiring Honorary Secretary within the period of one (1) calendar month, and of which at least two (2) weeks’ notice in writing shall be given by the retiring Honorary Secretary to every financial member. At such Special General meeting, the nomination and election of the new Management Committee shall be conducted

in the manner prescribed in the case of the election of the Management Committee at an Annual General meeting.

## **12.1 RESIGNATION OF MEMBERS OF THE MANAGEMENT COMMITTEE**

Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

## **12.2 REMOVAL OF MEMBER FROM OFFICE**

**12.2.1** A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

**12.2.2** Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

**12.2.3** A member has no right of appeal against the members' removal from office under this rule.

## **13 MEETINGS OF THE MANAGEMENT COMMITTEE**

**13.1** The Management Committee shall meet at least six (6) times during each year and at no time shall more than two (2) months elapse between meetings of the Management Committee. The Committee may convene at any place or time that the committee see fit, however, in the event of a disagreement of 3 or more members with written notice to the Secretary, the time shall be 8.00pm Wednesday at the normal club meeting place and day.

**13.2** A quorum for the meeting of the Management Committee shall be five (5) members

**13.3** A Special Meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

**13.4** If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

**13.5** The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, a Vice-President shall be Chairman or if a Vice-President is not present at the meeting, then the members may choose one of their number to be Chairman of the meeting.

**13.6** Decisions of the Management Committee shall be made by the majority of Management Committee members present at a duly convened Management Committee meeting.

**13.7** The Chairman shall be entitled to vote on all matters and if a vote on any matter is equally divided, the Chairman shall in addition be entitled to a second or casting vote.

**13.8** The Management Committee shall in carrying out its duties of managing the Association's affairs and subject to the Rules and by-laws have power to deal and act in all manner and ways as they may in their absolute and uncontrolled discretion deem fit, having due regard to the interests of the Association as a whole.

**13.9** A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising thereout, or if they do so vote his vote shall not be counted.

**13.10** Not less than fourteen (14) days' notice shall be given by the Secretary to members of the Management Committee of any Special Meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

**13.11** The Management Committee shall have power to fill any vacancy which may occur in its ranks or any sub-committee, including any which may not be filled at the Annual General Meeting. Such appointment shall be approved at any Management Committee meeting by a majority of the quorum present.

**13.12** The Management Committee shall be authorised to co-opt further members for special purposes, provided that these members shall have no vote on the Management Committee.

**13.13** The Management Committee shall have power to appoint sub-committees for any purpose and shall delegate to such sub-committee such powers as the Management Committee may deem desirable.

**13.14** The Management Committee may authorise the formation of branches or sub-branches throughout Queensland.

**13.15** Any officer who absents himself from three (3) consecutive General Meetings and/or two (2) consecutive Management Committee meetings without excuse or permission shall forthwith be deemed to have vacated his office.

**13.16** A complete precis of the previous committee meeting minutes to be accessible to all members in a suitable format.

## **14 BRANCHES**

**14.1** The formation of any branch shall not be authorised unless there be a minimum of twelve (12) persons eligible under the provisions of this Constitution to be full members of the Association.

**14.2** Every branch shall elect its own committee which shall not be comprised of not less than a Chairman, an Honorary Secretary and two (2) members.

**14.3** A branch shall not be recognised until the names of its officers and Management Committee together with the minutes of its first meeting have been received by the Management Committee.

**14.4** Each recognised branch shall adopt into it as its Rules the provisions contained herein.

**14.5** Such branch shall be a meeting place of members of a regular nature other than the regular meeting place approved by the Management Committee but having no assets divorced from those of the Association and no voted members or rule other than those of the Association. A sub-branch may be dissolved by notice given by the Management Committee.

## **15 FUNDS AND ACCOUNTS**

**15.1** The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objectives and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and property charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

**15.2** The funds of the Association and or its branches shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.

**15.3** Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the Association in such bank as the Management Committee may from time to time direct. Financial transactions to be operated through appropriate accounting practises that are view able upon request by financial members. Records must be kept in a secure format.

**15.4** All money shall be banked as soon as practicable after receipt of same and in the form it has been received.

**15.5** Any payments shall be authorised and paid by the Treasurer and either the President, Secretary or some other person appointed by the Management Committee for the purpose. In the event the Treasurer is to be reimbursed the authorisation must be made by two appointed persons other than the Treasurer.

**15.6** All cheques shall be crossed “Not negotiable” except those in payment of wages, allowances, petty cash disbursements or any similar outgoings.

**15.7** All decisions regarding financial expenditure over the amount of \$1000, or determined by the vote of members at the Annual General Meeting, to be investigated by the management committee and then must presented to the members at a general meeting for voting by all members, except where :-

- (a) Expenditure is for general payments for ongoing operations (including, but not limited to, rates, electricity and regular boat maintenance) or
- (b) Expenditure is for pre-approved club activities or
- (c) Expenditure is a legal requirement of the Government or a Recognised Authority
- (d) The expenditure exceeds \$2000, or determined by the vote of members at the Annual General Meeting,
  - (i) For (d) Members must be given 14 days’ notice prior to the expenditure being voted upon at a general meeting.

**15.8** The Management Committee shall determine the amount of petty cash which shall be kept on the impress system.

**15.9** Accounts for payment shall be presented to a meeting of the Management Committee for its approval of payment. No payment of any outgoing whatsoever shall be made unless the Management Committee has granted its approval for same.

**15.10** As soon as practicable after the end of the financial year, the Treasurer shall cause to be prepared a statement of receipts, payments, income and expenditure and a balance sheet for the financial year just ended. All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

**15.11** No honorarium shall be granted to any person from the funds of the Association and no dividends shall be paid to, and no income or property of the Association shall be distributed amongst, the members.

## **16 DOCUMENTS**

**16.1** The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

**16.2** Where possible documents, boat logs, dive logs, compressor logs to be electronically scanned and kept in a secure format. Paper copies to be permanently retained in safe storage. Both formats to be stored separately.

## **17 AFFILIATION**

The Association would welcome the affiliation of other clubs with similar objectives.

## **18 ANNUAL GENERAL OR GENERAL MEETINGS**

**18.1** The secretary may call a general meeting of the association for any reason.

**18.1.1** If the secretary is unable or unwilling to call the meeting, the president may call the meeting.

**18.1.2** The management committee may decide the way in which the notice must be given.

**18.1.3** Procedure at general meeting

**18.1.3.1** A full member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

**18.1.3.2** A member who participates in a meeting as mentioned in sub-rule (18.1.3.1) is taken to be present at the meeting.

**18.1.3.3** At each general meeting—

- the president is to preside as chairperson; and
- if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
- the chairperson must conduct the meeting in a proper and orderly way.

**18.2** The financial year of the Association shall close on the 30th June each year.

**18.3** Branch Annual Meetings shall be held at such times as to enable an audits and agreed statement of accounts to 30th June to be submitted to the Association Treasurer at least one (1) month before the date of the Annual General Meeting. This meeting shall also elect branch officers and Management Committee and conduct such other business as may lawfully be brought forward.

**18.4** The Secretary shall convene all Annual General Meetings of the Association by giving not less than fourteen (14) days' notice of such meetings. The manner by which each notice is given shall be determined by the Management Committee, providing that publication in the club magazine up to two (2) months prior shall be acceptable.

**18.5** General Meetings will be held on the first Wednesday of each month and at any General Meeting, the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one (1) including no less than four (4) Management Committee members. (See Clause 18.15).

**18.6** The foregoing provisions of paragraph 18(5) relating to the numbers required to constitute a quorum shall apply to the numbers required for a quorum for an Annual General Meeting.

**18.7** At each General Meeting, the Treasurer shall present a full and accurate statement of the Association's accounts for the period prior to such meeting and beginning at the termination of the General Meeting immediately preceding same.

**18.8** The President shall be the Chairman and in his absence a Chairman shall be elected by resolution of a majority of the financial members present at the meeting.

**18.9** The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.

**18.10** Every question, matter or resolution shall be decided by a majority of votes of the financial members present.

**18.11** Every financial full member present shall be entitled to one (1) vote and in the case of an equality of votes, the Chairman shall have a second, or casting, vote.

**18.12** Voting shall be by a show of hands or a division of full members unless not less than fifty-one percent (51%) of the financial full members present demand a ballot in which there shall be a secret ballot. The Chairman shall appoint two (2) members to conduct the secret ballot in such a manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be resolution of the meeting at which the ballot was demanded.

**18.13** The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every General meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General meeting; provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding General Meeting or Annual General meeting.

**18.14** The Secretary shall convene a General Meeting of members:-

**18.14.1** When directed to do so by the Management Committee, or

**18.14.2** Upon being given a requisition in writing signed by not less than four (4) members of the Management Committee or not less than twenty (20) ordinary members and clearly stating the purpose for which the general meeting is desired, or

**18.14.3** Upon being given notice in writing of appeal against any decision of the Management Committee to reject an application for membership or of an intention to terminate the

membership of any person and deal with the business to be brought forward giving notice thereof to all members.

**18.15** If, within sixty (60) minutes from the time of commencement of any Annual General or General Meeting a quorum be not present, the meeting shall stand adjourned until the first Wednesday in the following month to the same time and place. If, within sixty (60) minutes from the time of commencement of such adjourned meeting a quorum be not present, the meeting shall proceed with those members present. If, within sixty (60) minutes from the time of commencement of any Special meeting called for any purpose a quorum be not present, the meeting shall lapse.

**18.16** Any notice required by this Constitution to be given to a member, shall be deemed to be duly delivered if it is sent to the last known address of the member as shown in the Association's records; delivery shall be deemed to have been effected at the expiration of four (4) working days from the day of sending. Publication within the regular club magazine posted to meet the required notice period shall be deemed to be notice correctly given pursuant to any Notice Period stated in these Rules of Association.

## **19 COMMON SEAL**

The Management Committee shall provide for a common seal and for its safe custody. The common seal shall only be used by authority of the Management Committee and every instrument to which the seal is fixed shall be signed by a member of the Management Committee and be counter-signed by the Secretary or by a second member of the Management Committee or some other person appointed by the Management Committee for the purpose.

## **20 ALTERATION OF RULES**

**20.1** Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting:

**20.2** However an amendment, repeal or addition is valid only if it is registered by the chief executive as duly appointed by the Queensland Department of Justice and Attorney-General.

## **21 LEAVE OF ABSENCE**

Leave of absence may, on written applications, be granted to members. Waiver of liability for subscription fees relating to leave of absence shall be at the absolute discretion of the Management Committee.

## **22 FUNCTIONS OF THE MANAGEMENT COMMITTEE**

**22.1** Except as otherwise provided by these Rules, and subject to resolutions of the members of the Association carried at any General Meeting, the Management Committee:

**22.1.1** All rules and regulations voted upon at General Meetings to be recorded in a standalone document and kept to be accessible to all members. All motions shall be submitted for advice to the Management Committee in a suitable time frame for consideration and distribution prior to any vote.

**22.1.2** Shall have the authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

**22.2** The management Committee may exercise all the powers of the Association:

**22.2.1** To borrow or raise or secure the payment of money in such a manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;

**22.2.2** To borrow money from its members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation to the Association, and to provide and pay off any such securities; and

**22.2.3** To invest in such manner as the members of the Association may from time to time determine.

## **23 INTERPRETATION OF THE RULES**

Any questions which may arise as to the interpretation of these Rules shall be decided by the Management Committee

## **24 CONTINGENCIES**

Any contingency which may arise and is not covered in these Rules shall be decided by the Management Committee.

## **25 GENERAL**

The group shall be non-political and no-sectarian and such matters shall not be proper for mention at any meeting whatsoever of the Association.

## **26 STATEMENTS**

All statements to any form of information media on behalf of the Association shall be in writing with the prior consent of two (2) of the following:-

- The President
- The Secretary
- The Public Relations Officer

## **27 BY – LAWS**

The Management Committee may from time to time make, amend or repeal By-Laws consistent with this Constitution for the internal management of the Association and any By-Laws may be set aside by a General Meeting of members.

## **28 DISTRIBUTION OF SURPLUS ASSETS**

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Association, and which shall prohibit the distribution of its or their

income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 15(1), such institution or institutions to be determined by the members of the Association.

## **29 CLUB BOAT**

**29.1** Use of our club boat is restricted to members only unless otherwise specified by this Constitution.

**29.2** Members may use the boat for activities other than diving (such as snorkelling). All members shall be given sufficient notice and opportunity to attend any use of the club boat. Members planning to dive shall be given priority.

**29.3** Diving off our club boat is restricted to full members who have passed a medical examination by a recognised Diving Medical Practitioner and who have achieved a competency pass in any accredited dive course recognised in Australia.

**29.4** No Commercial diving training of divers is to be conducted when using our club boat.

**29.5** Any member in charge of operating our club boat (skipper or surface watch) must hold a current boat license recognised in Australia. This person must operate the boat in accordance with all rules and regulations.

## **30 TRAINING WITHIN URGQ**

**30.1** URGQ promotes safe diving and knows the best training comes through diving experience. Members are encouraged to further their formal training outside of URGQ.

**30.2** Commercial Scuba Diving activities of any kind are not permitted when using club facilities. This includes but is not limited to commercial scuba diving training, theory or practical, presented by members or presented by non-members, if a commercial transaction is involved or no commercial transaction involved, using our boat, club house or on organised club trips.

**30.3** Commercial Training that is not related to diving and presented by an outside person is permitted as long as the presenter has their own Public and Liability Insurance.

**30.4** Informal training sessions that do not follow a formal education program or issue certificates or accreditation of any kind are permitted whether presented by members or non-members.