

13 JUN 2023

# THE CONSTITUTION

## **1. NAME**

1.1. The club shall be called “**MURDOCH UNIVERSITY DIVERS CLUB INCORPORATED**”  
(the Club).

## **2. 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. 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

3.1.1.3. Alumni is defined as past Murdoch Uni Staff and Students

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, and external groups actively collaborating in research with Murdoch University.

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:

3.3.2.1. long-term financial membership with the Club;

- 3.3.2.2. significant contributions to the operation and/or promotion of the Club;
- 3.3.2.3. appropriate conduct of the member while associated with the Club; and
- 3.3.2.4. 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 3.3 and 6.2.2, shall be current from January 1st until December 31st of the same year.

#### **4. 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;
  - 4.1.2.2. to compile and maintain the Dive Shed Roster.
- 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); and
- 4.1.3.4.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. NON-EXECUTIVE**

**5.1.**The Non-Executive of the Club shall consist of all those positions not listed under Section 4.1.1 above.

5.1.1. Equipment Officer whose duties include:

- 5.1.1.1.to maintain and ensure that all MUD equipment are serviced and operational;
- 5.1.1.2. to maintain the MUD equipment inventory list.

5.1.2. Dive Officer whose duties include:

- 5.1.2.1.organising at least three local Club dives or one dive trip over one year.
  - 5.1.2.1.1. a dive trip is defined by dive activities outside the Perth Metropolitan Area that require at least one night of accommodation.

5.1.3. Social Media Officer whose duties include:

- 5.1.3.1.managing all social media accounts, inclusive of;

- 5.1.3.1.1. responding to any correspondence sent to the Club via social media platforms;
  - 5.1.3.1.2. promoting Club events and associated events across all social media platforms;
  - 5.1.3.1.3. posting non-activity related content on all social media platforms; and
  - 5.1.3.1.4. ensuring social media content is posted at a minimum of once per fortnight.
- 5.1.4. Membership Officer whose duties include:
- 5.1.4.1. managing all membership applications, inclusive of:
    - 5.1.4.1.1. processing membership applications and queries;
    - 5.1.4.1.2. ensuring that the membership list and database are up to date;
    - 5.1.4.1.3. ensuring Murdoch University affiliation validity of nominated external members; and
    - 5.1.4.1.4. ensuring the validity of life members in accordance with Section 3.3.4
- 5.1.5. Environmental Officer whose duties include:
- 5.1.5.1. promoting environmental awareness; inclusive of:
    - 5.1.5.1.1. organising events such as clean-up dives; and
    - 5.1.5.1.2. initiating environmental actions taken by the Club
- 5.1.6. Newsletter/Website Officer whose duties include:
- 5.1.6.1. managing the MUD website; inclusive of:
    - 5.1.6.1.1. ensuring that the website and email lists are up to date; and
    - 5.1.6.1.2. providing a monthly newsletter to Club members
- 5.1.7. Student representative whose duties include:
- liaising with current student members and the Murdoch Guild; inclusive of
    - 5.1.7.1.1. ensuring the interests of student members are met by the Club;

5.1.7.1.2. ensuring the interests of the Club are expressed to the Murdoch Student Guild.

5.2. The Non-Executive of the Club shall also assist in additional duties as set out by the Executive.

## **6. THE COMMITTEE**

6.1. The conduct of the affairs of the Club shall be vested in a committee (i.e. the Committee) comprised of both Executive (6.4.1 – 6.4.4 below) and Non-executive positions (6.4.5 – 6.4.11 below). Management shall be in accordance with this constitution (the Constitution).

6.2. The Committee shall have power to:

6.2.1. 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

6.2.2. 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.

6.3. 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. Any valid club member has the right to nominate themselves, or be nominated by another valid club member. The nomination must be seconded and requires the approval of 75% of the Club's voting members.

6.4. Positions on the Committee shall be:

6.4.1. President;

6.4.2. Vice President;

6.4.3. Secretary;

6.4.4. Treasurer;

6.4.5. Equipment Officer;

6.4.6. Environmental Officer;

- 6.4.7. Membership Officer;
- 6.4.8. Newsletter/Website Officer
- 6.4.9. Dive Officer;
- 6.4.10. Social Media Officer; and
- 6.4.11. Student Representative;

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

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

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

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

**6.9.** 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.

**6.10.** In the event that a Committee position becomes vacant with more than two months of the term remaining, the vacant position will be made available for other Ordinary Club members to fill.

**6.11.** 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.

**6.12.** A Committee position is considered to be vacant if the position holder is:

- 6.12.1 no longer a member of the Club;
- 6.12.2 resigns from or is removed from office as per 6.2.2 or 6.11 above;
- 6.12.3 no longer able to perform the role due to disability.

**6.13.** Should a Committee position become vacant or not having been filled at the latest AGM the Committee may elect an eligible Club member to fill the role.

**6.14.** If the position of Secretary becomes vacant the Committee must elect an eligible Club member to fill the position within 14 days.

**6.15.** The Committee may continue to act with vacancies providing they are able to meet the requirements of quorum.

**6.16.** If there are insufficient Committee members to reach a quorum the Committee may continue to act only for the purpose of :

- 6.16.1 appointing Committee members under this rule; or
- 6.16.2 convening a general meeting.

## **7. COMMITTEE MEETINGS**

- 7.1.**The Committee must meet at least six times a year at a date, time and place determined by the Committee.
- 7.2.** The Committee must set a date, time and place for its first Committee meeting after the AGM as soon as practically possible.
- 7.3.**The quorum for a Committee meeting shall be six, at least three of whom shall be members of the Executive (or their nominated proxy).
- 7.4.**The meeting shall not proceed without a quorum.
- 7.5.**Should there be no quorum 30 minutes after the scheduled start time, the meeting may be adjourned to the following week.
- 7.6.**Should there be no quorum 30 minutes after the start time of the rescheduled meeting and there are at least 2 Committee members present, those Committee members present will constitute a quorum.
- 7.7.**The procedure for a committee meeting shall be: confirmation of previous minutes, correspondence, office bearer's reports, and new business.
- 7.8.** Special Committee meetings may be convened by the President or any two Committee members.
- 7.9.**Notice of Committee meetings must be supplied to all Committee members at least 48 hours prior to the meeting. The notice must state the date, time and place of the meeting and the general nature of the business.
- 7.10.**A Committee meeting must be chaired by the President, or in the President's absence the Vice-President or other nominated member of the Executive.
- 7.11.**Visitors are allowed to attend Committee meetings at the discretion of the Committee but have no voting rights.
- 7.12.**Each Committee member present at a Committee meeting has one vote arising from any question arising at the meeting.
- 7.13.**A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- 7.14.**If the votes for a motion are equally divided, the Chairperson has the right for a second and casting vote.



**7.15.**A Committee member can attend a meeting via any electronic means that gives all other attending Committee members simultaneous contact.

**7.16.**A Committee member who attends a meeting as per 7.15 above, is considered to have attended that meeting and voted in person.

**7.17.**Should a Committee member have a conflict of interest in any particular matter being discussed they must:

7.17.1 disclose the nature and extent of it immediately to the Committee;

7.17.2 disclose the details at the next General Meeting;

7.17.3 the member should leave the meeting while the matter is being discussed or voted on;

**7.18.**All events at Committee meetings must be recorded in the minutes.

## **8. GENERAL MEETINGS**

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

**8.2.**The quorum for a General meeting shall be at least twenty percent (20%) of Ordinary Members, including 6 Committee members, 3 of whom should be Executive (or a Proxy for the same).

**8.3.**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 10% of Club members is received at least 14 days before the date of the proposed meeting.

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

**8.5.**The invitation must be given by the Secretary for an AGM, or in the case of an EGM the convenors. The invitation must be in writing to a recorded email or residential address of each Club member.

**8.6.**Notice of the above must include:

8.6.1 the date, time and place of the meeting;

8.6.2 the general nature of each item to be considered;

8.6.3 in the case of the AGM, the names and positions of members who have nominated/ been nominated for Committee positions and;

8.6.4 if a special resolution is proposed, set out the wording and procedure of the proposed resolution according to rule 16 below and the Act.

**8.7.**No General Meeting shall be conducted without a quorum.

8.7.1 If a quorum is not present 30 minutes after the notified start time of a General Meeting the meeting may be adjourned to the following week.

8.7.2 Should there not be a quorum present 30 minutes after the notified start time of the rescheduled meeting, and there are 2 Committee members and 2 ordinary members present, those members will constitute a quorum.

**8.8.**The Chairperson of A General Meeting with a quorum may, with the consent of a majority, adjourn a meeting to another time if:

8.8.1 There is insufficient time to deal with the matters at hand or;

8.8.2 More time is required for voters to consider the matter.

**8.9.**Should a General Meeting be adjourned, only the matters left unresolved can be discussed at the rescheduled meeting.

**8.10.**Notice of adjourned meetings is not required to be given unless the adjournment is for more than 14 days.

**8.11.**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.

**8.12.**The Secretary or other person nominated by the Committee shall take the minutes at a General Meeting.

**8.13.**The minutes shall include:

8.13.1 the business conducted at the meeting;

8.13.2 any resolutions and voting results;

8.13.3 in the case of an AGM:

8.13.3.1 the names of all voting members including Proxy voters;

8.13.3.2 any Proxy votes submitted electronically or by post;

8.13.3.3 the annual Treasurer's report;

8.13.3.4 any other official report conducted during the past year.

- 8.14.**The procedure for a Member's meeting will be: confirmation of the minutes of the last AGM or EGM, Committee reports, voting for the new Committee (AGM) and on any other agenda items, other business.)
- 8.15.**The Chairperson must ensure the minutes of a General Meeting are signed off as true and correct.
- 8.16.**When the minutes of a General Meeting have been signed off it can be taken as proof that the following is true:
- 8.16.1 the meeting was duly convened and held;
  - 8.16.2 the matters took place as recorded;
  - 8.16.3 all elections and appointments were validly performed.
- 8.17.**An AGM or EGM must be chaired by the President, or in the President's absence the Vice-President or other nominated member by the Committee.
- 8.18.**Any Club decision at an AGM or EGM must be passed by the majority of 75% of the Club's voting members.
- 8.19.**If a voting member is unable to attend the AGM or 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.
- 8.20.**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.

## **9. FINANCE**

- 9.1.**Given this is a not-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.
- 9.2.**The Treasurer shall manage the Club finances. The Treasurer will be responsible for keeping an itemised ledger of the Club's accounts including:
- 9.2.1. Diving equipment; and
  - 9.2.2. Any other separate activities which may arise in the Club.
- 9.3.**The Club shall levy an annual subscription from all members other than Life Members. Such subscriptions shall not be excessive.
- 9.4.**The Club shall levy maintenance fees from members for the use of Club equipment.

**9.5.**The Club shall not spend in excess of \$500.00 for the purchase of any items or in excess of \$1000.00 for the maintenance of any existing items without first receiving approval for such expenditure from a Committee meeting. Any items that have been presented in a budget and have been passed at an AGM, shall be deemed to have received approval as above.

**9.6.**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 for use within the Club.

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

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

**9.9.**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. The latter can only occur if the payment is authorised by a resolution of the association.

## **10. PROPERTY**

**10.1.**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.

**10.2.**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.

**10.3.**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.

## **11. ACCOUNTS AND RECORDS**

**11.1.**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.

**11.2.**The membership register must include each member's name and a residential, postal or email address.

**11.3.**The Treasurer will be responsible for maintaining proper books of account in relation to funds and property.

**11.4.**The Secretary will be responsible for preparing minutes for all meetings and important decisions made by the Club.

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

**11.6.**In the event a person ceases to be a Committee member, that person shall as soon as practicably possible, return any records or documents to do with managing the Club.

## **12. SAFETY**

**12.1.**All members will agree to abide by the Club Safety Regulations.

## **13. ALTERATIONS TO THE CONSTITUTION**

**13.1.**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.

**13.2.**Any amendment to the Constitution must be undertaken in accordance with the special resolution process outlined in 16.0 of this Constitution.

## **14. TAKING OF MARINE FAUNA**

**14.1.**Club members shall obey State fisheries regulations, or their membership may be terminated at the discretion of the Committee.

## **15. DISSOLUTION**

**15.1.**The Club's incorporation may be voluntarily cancelled, providing it is solvent, by the special resolution process outlined in 16.0 of this Constitution. An application for voluntary cancellation must be lodged with Consumer Protection.

**15.2.**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:

to a body corporate that at the time of distribution is the holder of a license under the Charitable Collections Act, 1946.

**15.3.**A draft plan for distribution of assets must be lodged with Consumer Affairs.

## **16. SPECIAL RESOLUTION**

**16.1.**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.

**16.2.**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.

**16.3.**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.

## **17. DISPUTES AND MEDIATION**

**17.1.**Any dispute occurring either between Club members, between a member and the Club, or between the Club and an external body must be handled in the following manner:

17.1.1. both parties must meet to discuss and attempt to resolve the matter within 14 days of both parties becoming aware;

17.1.2. if the parties involved can't come to agreement within a further 10 days, both parties must meet in the presence of a mediator;

17.1.3. the mediator must be selected by mutual agreement with both parties, otherwise it must be a mediator from another not-for-profit organisation.

**17.2.**A Club member can be a mediator, but not a party to the dispute.

**17.3.**The parties to the dispute must make reasonable effort to solve the dispute.

## **18. EXECUTING DOCUMENTS AND COMMON SEAL**

**18.1.**The Association may execute a document without using a common seal if the document is signed by — two Committee members; or one Committee member and a person authorised by the Committee.

**18.2.**If the Association has a common seal — the name of the Association must appear in legible characters on the common seal; and a document may only be sealed with

the common seal by the authority of the committee and in the presence of — two committee members; or one Committee member and a person authorised by the committee, and each of them is to sign the document to attest that the document was sealed in their presence.

**18.3.**The Secretary must make a written record of each use of the common seal.

**18.4.**The common seal must be kept in the custody of the President, or another Committee member authorised by the Committee.

## **19. INSPECTION OF RECORDS AND DOCUMENTS**

**19.1.**Records and documents of the incorporated association must be made available for inspection by its own members.

**19.2.**The member must contact the Secretary to make the necessary arrangements for the inspection.

**19.3.**The member may make a copy or take an extract from a record or document but does not have a right to remove the record or document for that purpose.

**19.4.**The member must not use or disclose information in a record or document except for the purpose that is directly connected with the affairs of the association; or that is related to complying with a requirement of the Act.