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# Southern Ocean Divers Social Club Inc

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Constitution of Southern Ocean Divers Social Club Inc

1. NAME OF THE CLUB

The name of the Club shall be the SOUTHERN OCEAN DIVERS CLUB INC  
Hereinafter referred to as the Club

2. FOUNDATION MEMBERS

The foundation members shall be those members who were present at the inaugural meeting on 1st December 1993.

3. ADDRESS OF THE CLUB

The address of the Club shall be the address of the current Secretary or such other place as the Committee of Management may from time to time determine.

4. OBJECTS AND PURPOSES

The objects and purpose of the Club are:-

- (a) To promote and foster the advancement of diving within recreational limits in all its aspects among its members both in this Club and clubs of similar nature.
- (b) To promote the protection and propagation of the marine environment.
- (c) To seek improvement in the laws pertaining to the marine environment and to support or oppose proposed amendments to existing legislation.
- (d) To provide assistance for all eligible people in the art of recreational diving and knowledge of the rules relative to recreational diving.
- (e) To provide assistance in the art of recreational diving for those new to the sport and to provide a club atmosphere and activities.
- (f) To raise the scuba diver in Public esteem by the promotion of a better understanding between scuba divers, the public, land owners and other marine environment users.
- (g) To promulgate in the interest of safety. Knowledge of and information on recreational diving equipment, be it used above or below the water.
- (h) To do all such other things as are conducive or incidental to the attainment of the above objects and purposes or any of them.
- (i) To act in a manner that would bring credit to the Club.

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### 5. POWERS

To implement the basic objects and purposes of the Club, it shall also be deemed to have the following powers subject to resolution made at a duly constituted General Meeting unless otherwise stated:-

- (a) The purchase, sale, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that maybe deemed necessary or convenient for any of the objects and purposes of the Club.
- (b) The buying, selling, and supplying of, and dealing, in any personal or freehold property which may be deemed necessary or convenient for any of the objects and purposes of the Club.
- (c) The construction, maintenance and alterations of buildings or works necessary or convenient for any of the objects and purposes of the Club.
- (d) The acceptance of subscriptions, donations or any gifts whether subject to a special trust or not, for any one or more of the objects and purposes of the Club.
- (e) The taking of such steps from time to time as the Committee of Management may deem expedient for the purpose of procuring contributions to the funds of the Club, by way of donation, subscriptions or otherwise.
- (f) The printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the Committee of Management may think is desirable for the promotion of the objects and purposes of the Club.
- (g) The borrowing and raising of money in such a manner and on such terms as may be approved or directed by resolution passed at a Special General Meeting and securing the payment of a debt or liability of the Club by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Club.
- (h) The making of gifts, subscriptions or donations
- (i) The establishment and support, or the aiding in the establishment or support, of any other club formed for any of the basic objects and purposes of the Club, that the Committee of Management may be agreeable to.
- (j) To obtain any Act of Legislation, provision, Order or other official Government power, authority or licence which may be deemed requisite or desirable for the objects and purpose of the Club.
- (k) To amalgamate with any other club or association having objects altogether, or in part, similar to those of this Club, should the need ever arise.
- (l) The doing of all other things as are incidental or conducive to the attainment of the basic objects and purposes of the Club as specified in the foregoing provisions.

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### 6. MEMBERSHIP

(a) Membership of the Club shall be available to any person subscribing to the objects and purposes of the Club and this Constitution on a year to year basis and, subject to the Constitution conditional upon payment of the membership subscription and will comprise Ordinary Membership, Life Membership, Honorary Membership, Family Membership and social membership.

(b) All diving applicants shall have successfully completed a sanctioned scuba diving course.

(c) Membership will be unlimited

### 7. ORDINARY MEMBERS

(a) To qualify for membership a person must:-

- (i) make application for membership on the prescribed form
- (ii) Pay the requisite financial dues or fees
- (iii) Possess a copy of this Constitution and be familiar with its contents
- (iv) Affiliate with any other such bodies in this State or the Commonwealth of Australia as shall be stipulated by the Committee of Management

(b) Subject to the express provisions of this Constitution and to any By-Laws made by the Committee of Management as hereinafter provided for the time in force, all members of the Club shall be entitled to use in common all the premises, facilities and property available to members as prescribed in the regulations.

(c) The Committee of Management may at its discretion as defined under clause 29(e), refuse an application for membership without giving a reason for such refusal.

(d) The form of application for membership shall be prescribed by the Committee of Management.

(e) Every member of the Club shall be entitled to attend and with the exception of Honorary Members vote at every General Meeting and Annual General Meeting provided they are financial.

### 8. LIFE MEMBERS

On the recommendation of the Committee of Management any member with a minimum of ten years continuous membership of the Club may be elected a Life Member at any Annual General Meeting of the Club and shall thereafter be entitled to all the privileges of membership with out paying the Annual Subscription or other dues.

### 9. HONORARY MEMBERS

On the recommendations of the Committee of Management, Honorary Members may be elected at any Annual General Meeting of the Club. A seventy five per cent majority of members present shall be necessary at such election. Honorary Members may be elected for life or for such other period as the Annual General Meeting may deem expedient and they shall be entitled to all the privileges of membership, except that they shall not be obligated to pay the normal Annual Subscription or dues or be entitled to vote at meetings or as Office Bearers on the Committee of Management.

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10. FAMILY MEMBERS

Family membership shall be available to include the spouse, either putative or by marriage and their children. The Family Membership subscription shall be one hundred and fifty per cent of the Annual Subscription for ordinary members, but in all other respects as regards rights, privileges and obligations shall be regarded as an Ordinary Member. Family Membership shall be entitled to two adult votes.

11. SOCIAL MEMBERS

Social membership shall be available to any friends of a Club member who pays the requisite fee. Such member shall have no voting rights but shall be entitled to all other privileges of membership of a non-diving nature.

12. REGISTER OF MEMBERS

The Club Secretary shall keep a register of each members name, address, occupation, date of birth, up to date health details, next of kin and emergency contacts.

13. ENTITLEMENTS

(a) All membership other than Honorary and Social Members shall be entitled to propose and second and vote on any motion at all duly constituted meetings of the Club, as well as nominate and second and or accept a nomination for the Office Bearer of the Committee of Management provided their membership entitles them to vote.

(b) Membership of the Club does not confer on a member except as may be provided by the rules of the association, any right, title of interest in an real or personal property of the Club.

14. RESIGNATION OF MEMBERS

A member may at any time, by giving notice in writing to the Secretary, resign their membership of the Club, but shall continue to be liable for any Annual Subscription due and unpaid at the date of such resignation.

15. VISITORS

Visitors may attend and participate in Club activities at Club functions and outings provided they are invited to attend the function by a member of the Club. Visitors at these functions and outings will be bound by the rules and By-Laws of the Club.

16. INFRINGEMENT OF RULES

(a) The Committee of Management shall have the power to penalize any member who shall be found guilty of infringement of any rule or rules of this Constitution.

(b) Any member who may be considered to have been guilty of unfair practices or misbehaviour, or any action detrimental to the interest of the Club, shall be called to appear before the Committee of Management to answer such charges laid against the member, and if found guilty that member may be penalised by fine, suspension, censure or expulsion from the Club by the Committee of Management.

(c) Any member who may be considered to have infringed any rule or rules may be called upon to appear before the Committee of Management to answer such charges as may be laid against such member and, if such charges are found to be proven, the Committee of Management may fine, suspend, censure or expel such member.

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(d) Particulars of the charge or charges shall be communicated to the member at least one calendar month before the meeting of the Committee of Management at which the matter will be determined.

(e) Any member who is fined, suspended, censured or expelled shall be notified in writing by the Secretary within seven days of such penalty being imposed.

(f) Any member who is suspended or expelled shall during such time as they remain suspended or expelled, forfeit all rights and privileges of membership.

### 17. APPEALS

(a) Any member who has been so fined, suspended, censured or expelled shall have the rights to appeal such penalty. For such appeal shall be lodged with the Secretary within fourteen days of notice being given to that member. If any such appeal should be lodged an Extraordinary General Meeting shall be held within twenty one days of receipt of the notice of appeal, at which meeting the penalised member shall be summoned and who shall be entitled to explain his or her actions or answer the charges.

(b) Should the meeting not be unanimous in its decision on such appeal, a vote shall be taken and unless seventy five per cent vote of the entitled members present vote against the appeal, such appeal shall be upheld and the member reinstated.

### 18. OFFICE BEARERS OF THE CLUB

Office Bearers of the Club must be financial members of the Club, residents of South Australia, and have been a financial member of the Club for the previous twelve months.

(a) The Office Bearer of the Club shall be elected at the Annual General Meeting of the Club and shall, subject to this Constitution, hold office until the next Annual General Meeting.

(b) At each Annual General Meeting the Chair-person shall declare all offices vacant.

(c) Each retiring officer shall be eligible for re-election provided such officer is re-nominated in accordance with this Constitution.

(d) Any casual vacancy occurring during the year shall be filled by the Committee of Management by a financial member of the Club.

(e) Any Office Bearer of the Club may at any time be removed from office by resolution duly passed at a duly constituted meeting of members of the Club, and such meeting may fill up the vacated office and it shall not be necessary for any appointee to be proposed and seconded for any such casual vacancy and the provision of sub clause 28(d) shall apply to any such appointee.

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### 19. TITLES AND DUTIES OF OFFICERS

(a) Patron

(i) There may be one Patron

(ii) This is a position of honour which may be granted by the members of the Club at an Annual General Meeting.

(b) President

(i) There shall be one President

(ii) The president shall be the Executive Officer and Chair-person of the Club and shall act as liaison officer between the Club and all other Associations, bodies, groups or persons including Government bodies and instrumentalities.

(iii) The President shall preside at all meetings. If for any reason the President is unable to perform the President's duties, the Vice President shall occupy the position and perform those duties having the same authority as the President. In the event of the President and Vice President being absent, the eligible members present may nominate a member to preside at that meeting. Should more than one nomination be forthcoming, an election will be necessary where eligible members may vote for the candidate of their preference. For the purpose of conducting this election it will be necessary for the eligible members present to appoint a temporary Chair-person (not being one of the candidates) to preside over the meeting during the election.

(iv) The President shall be a member, *ex officio*, of all regular and special Committees.

(c) Vice President

(i) There shall be one Vice President.

(ii) If for any reason the office of President becomes vacant the Vice President shall automatically succeed to that office.

(d) Dive co-ordinator

There shall be one Dive Co-ordinator who:-

(i) Shall be responsible for the preparation of a long term Dive Calendar to be presented to the Committee of Management for approval.

(ii) Shall be responsible for the efficient organisation of programmed Club dives.

(iv) Shall have the power to delegate responsibilities as the need arises.

(e) Editor

There shall be one Editor who:-

(i) Shall be responsible for the monthly production of a newsletter for the Club, conveying news of the Club and other diving activities

(ii) Shall be responsible for the posting of that newsletter to all eligible Club members, ensuring the newsletter arrives at its intended destination prior to the next scheduled Monthly General Meeting

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- (f)           Secretary  
There shall be one Secretary who:-
- (i)       Shall keep a record of the proceedings of all Club meetings and such records will be read at the next meeting and confirmed by the Chair-person if approved by the meeting. These records so confirmed shall be paramount in the affairs of the Club.
  - (ii)      Shall keep a record of the proceedings of the Committee of Management and of all regular and special Committees.
  - (iii)     Shall conduct all correspondence in connection with the Club.
  - (iv)     Shall be a member *ex officio* of all regular and special Committees.
  - (v)      Shall keep a Register of all Club members to include the name, address, occupation, date of birth, next of kin and appurtenant health records.
- (g)           Treasurer  
There shall be one Treasurer who:-
- (i)       Shall be responsible for the finances of the Club.
  - (ii)      Shall be responsible for the collection of all monies due to the Club.
  - (iii)     Shall, within fourteen days of collection, pay all monies collected into an approved financial institution acceptable to the Committee of Management.
  - (iv)     Shall record in Books of Account the receipt and expenditure of all monies connected with the Club, and lay on the table at each General Meeting a précis of the previous months transactions. These Books of Accounts shall be made available for inspection for any members of the club on request.
  - (v)      Shall produce each year to the Auditor of the Club the Books of Account.
  - (vi)     Shall at the General Meeting deliver to the Chair-person a duly audited Balance Sheet and Profit and Loss Account covering the financial year immediately preceding the Annual General Meeting.
- (h)           Auditor  
There shall be one Auditor who:-
- (i)       Shall enquire into and ensure that the Balanced Sheet and Profit and Loss Accounts as presented annually by the Treasurer are a true and correct record of the Club's yearly financial; activities and position.
  - (ii)      Shall conduct financial investigations as required by the Committee of Management.
  - (iii)     Shall not be a member or related to a member of the Club.

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(i) Public Officer

The President shall be the Public Officer of the Club. The Public Officer of the Club will be a resident of the State of South Australia, and when elected, or at any other time thereafter, give notice to the Registrar of Companies of the appointment, the full name, address and any subsequent changes therein, and

(i) Shall hold the responsible for the safe keeping of the Seal of the Club, and shall affix the Seal to any instrument when authorized and so instructed to do so by the Committee of Management.

(ii) Shall be the guardian of the rights of members of the Club and to whom those members may lodge a petition requesting the restitution of any rights that may happen to be denied them, or the rectification of any practices they may deem improper.

(iii) Is empowered to convene a Special General Meeting of the Club and to investigate the grievance of a petitioner, should the public Officer believe it wise, prudent or necessary to do so.

(iv) Must fulfil those duties required by the Associations Incorporation Act as amended or an act amending the same in substitution thereof.

(j) Delegates and Officers to Other Clubs and Associations

Any member desirous of representing any other Club or Association as an Officer or Member of the Executive of such other club or Association shall apply to the Committee of Management for permission, if granted, shall be subject to review if deemed necessary for the welfare of this Club.

20. COMMITTEE OF MANAGEMENT

(a) The committee of Management shall consist of:-

The President

The Vice President

The Secretary

The Dive Co-ordinator

The Treasurer

The Editor

Three other members. ( these have been hand written in on original Constitution, which resides with, Noel Sears, and can be clarified with him, as I cannot read them due to my poor eyesight at the moment)

(b) The Committee of Management shall be responsible for the promoting and carrying out the objects and powers of the Club and shall have the care, control, management and conduct of all Property, Sub- Committees, Sections and affairs of the Club and may enter into agreements, contracts or arrangements in relation thereto.

(c) The Committee of Management, in addition to the powers hereinbefore or hereinafter specifically conferred upon them, shall have the control of the finances of the Club, power to engage, control and dismiss servants of the Club and all such administrative powers as may be necessary for properly carrying out the objects of the Club in accordance with the Constitution.

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(d) The withdrawal of money from the Club bank account shall be authorised only by the Committee of Management, and the instrument of withdrawal shall be signed by any two members of the Committee of Management, ensuring that one is not the spouse, either putative or by marriage, of the other.

(e) The Committee of Management may not enter into financial obligations which exceed either in one single transactions or in any recurrent expenditure per annum the sum of one hundred dollars without the approval of the Club as expressed at a General Meeting.

21. Nomination for Office Bearers

(a) All nominations must be in writing and signed by:-

- (i) The Nominee
- (ii) The Proposer
- (iii) The Seconder

( The Nominee, Proposer and Seconder must be members eligible to vote and move motions.)

(b) A member may make more than one proposal or secondment.

(c) A member may nominate themselves for a vacant office.

(d) All nominations ( for all vacancies ) shall close at the same time and on the same date.

(e) The Committee o Management shall elect a Returning Officer (s) who are non-contestants and preferably non voters.

(f) All nominations are to be in the hands of the Returning Officer (s), or post dated, fourteen days before the Annual General Meeting and only nominations that are received in a sealed envelope shall be accepted by the Returning Officer (s).

(g) Nominations will not be publicly declared until after the expiration of the specified date and time when nominations close.

(h) No candidate can withdraw their nomination between the time of nominations close and the declaration of results. If any candidate decides that they do not wish to stand, the election must go on withstanding, with their name being included in the usual way and, if they happen to be elected, they shall be free to resign thus creating an early casual vacancy. Once elected to office, all other nominations by the member lapse.

(i) Where more candidates are nominated than there are vacancies, their order on the ballot paper will be decided on the ballot.

(j) No candidate shall be elected to the Committee of Management for more than one office during one period.

(k) If there are no written nominations received for specific positions fourteen days prior to the Annual General Meeting the Chair-person may take nominations at the Annual General Meeting.

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22. ELECTION OF OFFICE BEARERS

- (a) The election of Office Bearers shall be held at the Annual General Meeting.
- (b) If there is a greater number of candidates than are required, then all elections shall be held by secret ballot.
- (c) The Chair-person shall have a second casting vote in cases where voting is equal.

23. MEMBERSHIP AND JOINING FEES

- (a) All Membership and Joining Fees shall be fixed at the Annual General Meeting.
- (b) Visitor fees shall be fixed at the Annual General Meeting.
- (c) The Annual Subscription shall become due on the 1st Wednesday of February each year. Any member who joins after the 1st day of October shall be financial for one year from the 1st of February the following year
- (d) Any member whose subscription is unpaid for two calendar months shall cease to be a member and that person's name shall be erased from the books of the Club but may be replaced by the Committee of Management upon an available vacancy and upon payment of all arrears including the repayment of the Joining Fee.

24. GENERAL MEETINGS

- (a) General Meetings of members of the Club shall be held at such time as the members at the previous General Meeting may determine, nominally the first Wednesday of the Month, or whenever called by the Committee of Management.
- (b) At any General Meeting of the Club, ten members entitled to vote shall form a quorum, and a quorum shall remain throughout the meeting.
- (c) At a General Meeting, unless a poll is demanded by at least five members, a declaration by the Chair-person that a resolution has been carried and an entry to that effect in the book of proceedings of the Club shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the motion.
- (d) If a poll is demanded in manner aforesaid, the same shall be taken in such a manner as the Chair-person directs and the results of such poll shall be deemed to be the resolution of the Club in General Meeting.
- (e) Any member may submit a resolution of special business at any General Meeting provided that not less than fourteen days notice be given by leaving a copy of the resolution to be moved in the hands of the Secretary.
- (f) All discussions at General Meetings or Committee Meetings of the Club shall be governed by the usual rules of debate and the Chair-person shall have a casting vote.

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25. Annual General Meeting

(a) The Annual General Meeting shall be held in January each year.

(b) All Financial and Life Members shall be given at least twenty one days written notice of the Annual General Meeting.

(c) The Chair-person shall be President. If for any reason the President is unable to perform the President's duties, the vice president shall occupy that position and perform those duties having the same authority as the President. In the event of the President and Vice President being absent, the eligible members may nominate a member to preside at that meeting. Should more than one nomination be forthcoming, an election will be necessary where eligible members may vote for the candidate of their preference. For the purpose of conducting this election it will be necessary for the eligible members present to appoint a temporary Chair-person( not being one of the candidates) to preside over the meeting during the election.

(d) Fifteen members of the Club entitled to Vote shall form a quorum and a quorum shall remain throughout the meeting.

(e) If the Annual General Meeting has not been called by the 31st January of any year, any ten members entitled to vote may convene and conduct an Annual General Meeting.

(f) Any member desirous of moving a motion at the Annual General Meeting shall provide the Secretary with written Notice of Motion fourteen days prior to the Annual General Meeting.

(g) The agenda for the Annual General Meeting shall be:-

Opening of Meeting  
Apologies  
Minutes of the previous Annual General Meeting  
Presentation of reports  
Presentation of Balance Sheet  
Club Presentations  
Election of Officers  
General Business

25. EXTRAORDINARY GENERAL MEETINGS

(a) The Committee of Management may at any time for any purpose call an Extraordinary General Meeting of the Club.

(b) Ten clear days notice in writing of such meeting shall be given to all members except in the case where a special resolution has been proposed, in which case twenty one days notice in writing shall be provided.

(c) Any six members entitled to vote may serve a requisition on the Secretary to convene and conduct an Extraordinary General Meeting.

(i) All such requisitions shall be signed by each of the six members.

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(ii) The requisition shall state the purpose for which the meeting is required.

(iii) If a Meeting has not been convened within twenty one days from the service of the requisition upon the Secretary, the six members may convene the meeting on behalf of the Club.

(d) Fifty per cent of the members of the Club entitled to vote shall form a quorum and a quorum shall remain throughout the meeting.

27. SPECIAL GENERAL MEETINGS

(a) The Committee of Management or the Public Officer may at any time call a Special General Meeting.

(b) Twenty one days notice in writing of such meeting shall be given to all financial members.

(c) A special resolution shall be passed by a majority of not less than seventy five per cent of the total number of the Club who, being entitled to do so, vote in favour.

28. PROXY VOTES

Proxy votes will be accepted at any duly constituted Club meeting. A letter of authorisation must be in the hands of the Secretary prior to the commencement of the meeting, naming the proxy delegate and signed by the absent member. Any member who has delegated another member to vote on their behalf shall not be deemed to be present for quorum purposes.

29. COMMITTEE OF MANAGEMENT MEETINGS

(a) The Committee of management will meet as required to conduct the affairs of the Club.

(b) The Committee of Management shall meet at least once a month.

(c) Any member of the Committee of management who fails to attend three consecutive meetings of the Committee of management and who is not granted leave of absence, may be suspended there-from.

(d) Should any vacancy occur in the Office Bearers of the Club other than in the normal course of elections, the Committee of Management shall have the power to fill such casual vacancy for a period not exceeding three months and such member duly appointed shall hold office until resolution passed at a General Meeting.

(e) Any resolution proposed and seconded at a meeting of the Committee of Management shall be passed by a majority of not less than fifty per cent of the total number of members of Committee of Management voting in it's favour.

(f) Four members of the Committee of Management shall form a quorum and a quorum shall remain throughout the meeting.

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30. BY-LAWS

The Committee of Management is empowered to make, repeal and amend such By-Laws as they may from time to time consider necessary for the well being of the Club, and the By-Laws (together with any variations) shall have effect until otherwise determined by the Committee of Management or a General Meeting. In particular but not exclusively they may by such By-Laws regulate:-

- (a) The terms as to payment or otherwise by members for use of any Club property or premises.
- (b) The rules to be observed by members of the Club.
- (c) The conduct of members of the Club in relation to one another.
- (d) The setting aside of any part of the Club's premises or property for a particular purpose.
- (e) The procedure at all duly constituted meetings of the Club.
- (f) The control and management of all competitions and outings for members of the Club.
- (g) Generally all such matters as may be necessary for the proper control and management of the Club.

31. SUB-COMMITTEES

- (a) The Committee of Management may from time to time appoint such Sub-Committees as they deem necessary or expedient and may depute or refer to them, such powers and duties of the Committee of Management as the Committee of Management may determine.
- (b) The Sub-Committee shall periodically report their proceedings to the Committee of Management and shall conduct their business in accordance with the direction of the Committee of Management.

32. ADDRESS OF MEMBERS

- (a) Every member shall within fourteen days communicate to the Secretary a change of address.
- (b) Such address shall be inserted into the Register of members.
- (c) All notices sent by post to such addresses shall be deemed to have been duly delivered two clear days following the date of posting.

33. FINANCIAL YEAR

The financial year of the Club shall end on the 30th day of November of each year.

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34. INTOXICATING LIQUOR AND DRUGS

Any person, whether a member or not, who has consumed any intoxicating liquor or any controlled drug as defined in the Controlled Substances Act 1984 as amended, shall have the responsibility of informing their dive partner of this fact.

35. VARIATIONS TO THIS CONSTITUTION

(a) This shall be the only Constitution of the Club and shall come into force forthwith and shall not be altered, varied, added to or repealed unless seventy five per cent of the Club's members present and entitled to vote at a meeting specially convened for that purpose are in favour of such alteration, variation, addition or repeal and who must be given prior notice of motion in writing received not less than twenty one days prior to the meeting.

(b) If any such alterations, variations, additions or revocation are passed in a manner hereinbefore set forth, the same shall be binding on all members whether they vote in favour of the alteration or not, subject always to the filing with the Registrar of Companies of the alteration in the manner provided in the Act.

36. PROPERTY AND ASSETS

The Property, assets and income of the Club, wherever and however derived, shall be applied towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to individuals or to members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of re-numeration to any officers or servants of the Club or any member in return for services actually rendered nor prevent the payment of interest on money borrowed from any member of the Club.

37. COMMON SEAL

The Common Seal of the Club shall not be affixed to any deed or document without the prior authority of a resolution by the Committee of Management. All documents requiring execution by the Club shall be sealed with the Common Seal and countersigned by either the President or Secretary and one other member of the Committee of Management.

38. DISSOLUTION

(a) Non Profit Clause

The income, property and assets of the Club shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be or transferred, directly or indirectly by way of dividend bonus or otherwise, howsoever, by way of profit to members or relatives of members of the Club, provided that nothing herein shall prevent the payment in good faith of re-numeration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club or reasonable and proper rental for premises or property let by any member of the Club.

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(b) If at any General Meeting a resolution for the dissolution of the Club shall be passed by a majority of the members present and such resolution shall, at a Special General Meeting held not less than one month thereafter (at which not less than seventy five per cent of the members shall be present), be confirmed by a resolution passed by a majority of not less than seventy five per cent of the total number of members voting thereon, the Committee of Management shall thereupon, or at such future date as shall be specified in such resolution, proceed to realise the property of the Club and after discharge of all liabilities shall apply the residue thereof to any other organisation (s) with South Australia having the same (or similar) objects and purposes to those of the Club, provided that any body to which the residue is transferred prohibits the distribution of property and income to it's members.

(c) If the Club becomes defunct or abandoned, it's funds property and assets shall be transferred to other organisation (s) within South Australia having the same (or similar) objects and purposes to those of the Club before it ceased to function, provided that any body to which the residue is transferred prohibits the distribution of property and income to it's members.

### 39. NOTICES

Any notice to be given by the Club to a member shall be in writing and may be given to the member at the last address of that person appearing in the Register of Members by delivering the same or by posting the same by prepaid and if a notice is so posted it shall be deemed to have been received at the expiration of two clear business days, not in-cluding a Saturday or Sunday or public holiday from the date of posting.

### 40. Club Logo

The name, emblem, insignia or badge of the Club shall be of a design approved by seventy five per cent of the Membership of the Club. The name, goodwill emblem and badge and other insignia of the Club shall not be used for any purpose except those expressly authorised by the provisions of this Constitution or by policies of the Club and no other individual or identity may use the name, goodwill emblem or other insignia of the Club without such written consent first had and obtained from the Committee of Management.

### 41. SHOP REPRESENTATIVE

There will be a representative from Southern Ocean Diving centre on committee at all times.

### 42. INTERPRETATION

In the event of any doubt or difficulty arising as to the meaning of any paragraph hereof or to any question arising as to their interpretation, the Committee of Management shall have the power to pronounce a decision thereon and it's decision shall be final and binding on it's members. In the absence of rules in this Constitution or in the By-Laws of the Club the proceedings of the Club's Committee of Management meetings and Annual or Special General Meetings shall be conducted in accordance with the current edition of the book published by Mervyn G Horseley entitled "Meetings, Procedure, Law and Practice" published by Butterworths Australia Limited.

This is a word for word copy of the original Constitution, as best as I could interpret it, please refer to original for correct wording.

Secretary  
Stephen Raphael