



## **ARTICLES OF ASSOCIATION OF BRITISH SUB-AQUA CLUB**

**Adopted by Special Resolution on  
[11 May 2024]**

**British Sub-Aqua Club is a company registered in England No.  
1417376 and limited by guarantee**

# INDEX TO THE ARTICLES

---

## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members

## PART 2

### COUNCIL

3. Management of BSAC
4. Structure of Council
5. President, Vice-president and Patron

### COUNCIL'S POWERS AND RESPONSIBILITIES

6. Council's general authority
7. Council's authority
8. Members' reserve power
9. Council may delegate

### DECISION-MAKING BY COUNCIL

10. Council to take decisions collectively
11. Unanimous decisions
12. Calling a Council meeting
13. Participation in Council meetings
14. Quorum for a Council meeting
15. Chairing of Council meetings
16. Casting vote
17. Conflicts of interest
18. Records of decisions to be kept
19. Council's discretion to make further rules

### APPOINTMENT OF COUNCIL MEMBERS

- 20-28. Methods of appointing voting members of Council
29. Termination of a member of Council's appointment
30. Council Members' remuneration
31. Council Members' expenses

## PART 3

### MEMBERS

- 32-38. Applications for membership
- 39-41. Termination and suspension of membership
- 42-44. General membership matters

### ORGANISATION OF GENERAL MEETINGS

45. Attendance and speaking at general meetings
- 46-53. General meetings
- 54-55. Quorum for general meetings and adjournment
56. Chairing general meetings
57. Attendance and speaking by non-members

### VOTING AT GENERAL MEETINGS

- 58-61. Voting: general
62. Errors and disputes
63. Content of proxy notices

# INDEX TO THE ARTICLES

---

- 64. Delivery of proxy notices
- 65. Amendments to resolutions

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

- 66. Means of communication to be used
- 67. Company seals
- 68. No right to inspect accounts and other records

### COUNCIL MEMBERS' INDEMNITY AND INSURANCE

- 69. Indemnity
- 70. Insurance

## PART 5

### OFFICERS' DUTIES, ACCOUNTS, SUBSCRIPTIONS ETC

- 71. Secretary
- 72-76. The Accounts
- 77. Audit
- 78. Winding-up
- 79. Duties of members
- 80. Dissolution
- 81. Interpretation

### OFFICER AND SUNDRY OTHER MATTERS

- 82. Officers' roles
- 83. Publications
- 84. Branches
- 85. Youth Branches
- 86. Activities
- 87. Subscriptions
- 88. Payment of subscriptions

## PART 6

### OBJECTS AND REGISTERED OFFICE

- 89. Specific objects
- 90. Restrictions applied to income and property
- 91. Unrestricted objects clause
- 92. Registered office

# ARTICLES

---

## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### Defined terms

##### 1.

In the articles, unless the context requires otherwise:

“Articles” means the company’s Articles of Association;

The act “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“byelaws” shall include terms such as “constitution” or “Branch Rules”;

“Chair” has the meaning given in Article 82(A); “chair of the meeting” has (subject to Article 56(B)) the meaning given in Article 15;

“Companies Acts” and “the Act” means the Companies Acts (as defined in section 2 of the Companies Act 2006) and any statutory amendment or re-enactment thereof, in so far as they apply to the company;

“Council” has the meaning as described in Article 3;

“disciplinary committee” has the meaning given in Article 40(F);

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006, and any statutory amendment or re-enactment thereof;

“member” has the meaning given in section 112 of the Companies Act 2006 and any statutory amendment or re-enactment thereof;

“the office” means the registered office of the company;

“officers” are the Chair, the Vice-Chair, the Honorary Secretary, the Honorary Treasurer and the National Diving Officer;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006, and any statutory amendment or re-enactment thereof;

“participate”, in relation to a Council meeting, has the meaning given in Article 13 Participation in Council meetings;

“proxy notice” has the meaning given in Article 63;

“Secretary” means the Honorary Secretary as defined in Article 71 and 82(B);

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

# ARTICLES

---

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

Words importing the singular include the plural and vice versa and words importing a gender include every gender.

“Accounting Reference Period” is a more precise term for a financial year. The Accounting Reference Period ends on the Accounting Reference Date or within seven days either side of the Accounting Reference Date, which is 31<sup>st</sup> December;

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the company.

## **Liability of members**

### **2.**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while they are a member or within one year after they cease to be a member, for:

- (A). payment of the company’s debts and liabilities contracted before they cease to be a member,
- (B). payment of the costs, charges and expenses of winding up, and
- (C). adjustment of the rights of the contributories among themselves.

## **PART 2**

## **COUNCIL**

### **Management of BSAC**

#### **3.**

The Management of BSAC's affairs shall be vested in a Council comprising not fewer than ten and not more than thirteen persons elected together with any persons appointed, co-opted or holding office in accordance with the provisions of these Articles.

### **Structure of Council**

#### **4.**

- (A). The Council shall consist of:
  - (1). Five elected Officers namely the Chair and Vice-Chair and Honorary Secretary and Honorary Treasurer and National Diving Officer who shall all be entitled to vote.
  - (2). Not fewer than five and not more than eight other Members who shall all be entitled to vote.
  - (3). The Chief Executive Officer of BSAC who shall be a member of Council *ex officio* and who shall be entitled to vote.
  - (4). Two Independent Directors who shall be entitled to vote.
  - (5). The Patron and the President, who shall be entitled to vote.

# ARTICLES

---

(6). Members co-opted under the provisions of these Articles (those co-opted under Article 25 not being entitled to vote).

(7). Those persons who are Members of Council in accordance with Article 26(B)(2).

(B). Subject to Article 4(C):

(1). no person shall be elected National Diving Officer unless at the time of such election such person holds the qualification of BSAC National Instructor;

(2). no person shall be elected Honorary Treasurer unless at the time of such election such person is a member of one or more of the bodies set out in the Companies Act 2006 or otherwise demonstrates to the satisfaction of the Council that they have the appropriate financial/accounting experience and expertise to enable them to properly discharge the functions of Honorary Treasurer of BSAC.

(3). no person shall be appointed as an Independent Director unless they have demonstrated to the satisfaction of the Council that they have no interest in BSAC which could influence their objective judgement as a member of Council. An Independent Director may not be a past or current member of BSAC.

(C). In the event that upon any election held to appoint a person to either of the office of National Diving Officer or Honorary Treasurer, no person meeting the requirements of Article 4(B)(1) (in the case of National Diving Officer) or 4(B)(2) (in the case of Honorary Treasurer) shall be willing to stand for election, the existing Council (as comprised prior to such election) may (subject to any restrictions contained in Article 24) appoint any person (being a member of BSAC) to the Office in question, any such appointment to be for such period, and upon such terms, as Council (as so comprised) may determine. In the event that, pursuant to this Article 4(C), any person is appointed National Diving Officer or Honorary Treasurer for a period expiring prior to the date upon which the next succeeding election of Officers is to occur pursuant to these Articles, Council shall at the relevant time make such arrangements as it shall consider appropriate for an election of the relevant Officer, or a further appointment by Council of such Officer, to serve as from the expiry of such period until the date upon which the next succeeding election of Officers and members of Council is to occur pursuant to these Articles (or such earlier date as Council may specify). Any National Diving Officer or Honorary Treasurer appointed pursuant to this Article 4(C) shall be entitled to vote in the same manner as if elected.

## **President, Vice-presidents and Patron**

### **5.**

(A) The appointment of a President, Vice-presidents, Life Vice-presidents and a Patron as provided for in Article 7(A)(6) shall be by a 2:1 majority of the voting Members of Council. The appointment shall be for a term of not more than three years.

(B) The Patron and the President shall be voting members of the Council and shall be eligible for re-appointment.

(C) Vice-presidents and Life Vice-presidents shall not be members of Council but may attend Council meetings as advisors to Council, and therefore receive Council papers. Vice-presidents shall be eligible for re-appointment.

# ARTICLES

---

## COUNCIL'S POWERS AND RESPONSIBILITIES

### Council's general authority

6.

(A). Subject to the Articles, Council is responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

(B). All acts bona fide done by any member of Council shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of such person or that they were disqualified.

### Council's authority

7.

(A). Without derogation from the general powers of management and the particular powers conferred upon it by these Articles, Council shall have power:

(1). To promulgate amend revise and amplify such advice not being inconsistent with these Articles as it may consider necessary or desirable in connection with the conduct of the activities of members of BSAC the maintenance of the highest standards of safety in all underwater activities or other matters within the scope of the objects of BSAC.

(2). Generally to exercise all such powers of BSAC and to do on behalf of BSAC all such acts as may be exercised or done by BSAC and are not by the Act or by these Articles required to be exercised or done by BSAC in General Meeting or are inconsistent with the Act or with the provisions of these Articles.

(3). To hold meetings at such times and in such places as it may think fit and not less than once in each quarter.

(4). To appoint, fix the remuneration of, and dismiss paid staff of BSAC.

(5). To appoint, determine the terms of reference of and dissolve such committees, sub-committees and working groups as it may think fit under the terms of Article 9.

(6). To appoint a President, Vice-presidents, Life Vice-presidents and a Patron.

(7). To create such classes of Membership of BSAC carrying such rights and being subject to such restrictions and eligibility criteria, as it may think fit.

(8). To suspend or terminate the membership of a member in accordance with these Articles and any disciplinary policy adopted by Council from time to time.

(B). The Members of Council may act notwithstanding any vacancy in their body provided that if the number of members of Council shall at any time be reduced below the limit prescribed by Article 4 they shall act as the Council only to admit persons to membership of BSAC, fill vacancies in Council or to convene a General Meeting and for no other purpose.

(C).

(1). Council may establish or permit to be established Branches of BSAC with such conditions attached to the said Branches as Council may determine from time to time. A full current list of such branches may be obtained from the Honorary Secretary by application to the registered office.

(2). A Branch other than a Youth Branch shall not normally be established unless it shall consist of eight voting members of BSAC. If the number of voting members in such a Branch shall fall below eight and remain so for a year the Branch will if Council so directs be dissolved.

# ARTICLES

---

- (3). Only members of BSAC shall be members of Branches of BSAC.
- (4). A Branch may make rules and bye-laws for the conduct of its own internal affairs but such rules and bye-laws shall not be contrary or inconsistent with these Articles of Association.
- (5). A Branch shall not be entitled to be indemnified by BSAC against any liability which the Branch may incur.

## **Members' reserve power**

### **8.**

(A). The members may, by special resolution, direct Council to take, or refrain from taking, specified action.

(B). No such special resolution invalidates anything which Council has done before the passing of the resolution.

## **Council may delegate**

### **9.**

(A). Subject to the Articles, Council may delegate any of the powers (including disciplinary powers) which are conferred on them under the Articles:

- (1). to such person or committee;
  - (2). by such means (including by power of attorney);
  - (3). to such an extent;
  - (4). in relation to such matters or territories; and
  - (5). on such terms and conditions; as they think fit (including whether or not any resolution of or action by such person or committee shall bind Council or BSAC until ratified by Council).
- (B). If Council so specify, any such delegation may authorise further delegation of Council's powers by any person to whom they are delegated.
- (C). Council may revoke any delegation in whole or part or alter its terms and conditions.
- (D). Any reference in these articles to a majority of members of Council in respect of a delegated disciplinary power shall be read as a reference to a majority of the persons to whom power has been delegated

## **DECISION-MAKING BY COUNCIL**

### **Council to take decisions collectively**

#### **10.**

The general rule about decision-making Council is that any decision of Council must be either a majority decision at a meeting or a decision taken in accordance with Article 11.

### **Unanimous decisions**

#### **11.**

(A). A decision of Council is taken in accordance with this Article when all eligible members of Council indicate to each other by any means that they share a common view on a matter.



# ARTICLES

---

(B). Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible member of Council or to which each eligible member of Council has otherwise indicated agreement in writing.

(C). References in this Article to eligible voting members of Council are to members of Council who would have been entitled to vote on the matter had it been proposed as a resolution at a Council meeting.

(D). A decision may not be taken in accordance with this Article if the eligible member of Council would not have formed a quorum at such a meeting.

## **Calling a Council meeting**

### **12.**

(A). A meeting of Council may be summoned by a written notice to that effect signed by at least six members of Council and delivered to the registered office addressed to the Honorary Secretary.

(B). Notice of any Council meeting must indicate:

(1). its proposed date and time;

(2). where it is to take place; and

(3). if it is anticipated that member's of Council participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(C). Notice of a Council meeting must be given to each member of Council, but need not be in writing but must be given 7 clear days before said meeting.

## **Participation in Council meetings**

### **13.**

(A). Subject to the Articles, members of Council participate in a Council meeting, or part of a Council meeting, when:

(1). the meeting has been called and takes place in accordance with the Articles, and

(2). they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(B). In determining whether members of Council are participating in a Council meeting, it is irrelevant where any member of Council is located or how they communicate with each other.

(C). If all the members of Council participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **Quorum for a Council meeting**

### **14.**

(A). At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(B). The quorum for Council meeting shall be six voting members of Council who are entitled to vote on the business of the meeting in accordance with the Articles.

# ARTICLES

---

(C). If the total number of voting members of Council for the time being is less than the quorum required, the Council must not take any decision other than a decision:

- (1). to appoint further voting members of Council, or
- (2). to call a general meeting so as to enable the members to appoint further voting members of Council.

## **Chairing of Council meetings**

### **15.**

The chair at Council Meetings shall be taken by the Chair or in their absence the Vice-Chair or if neither is present the Members of Council present shall choose one of their number to be chair of the meeting.

## **Casting vote**

### **16.**

(A). If the numbers of votes for and against a proposal are equal, the Chair, the Vice-Chair or other voting member of Council designated as the “chair of the meeting” has a casting vote.

(B). But this does not apply if, in accordance with the Articles, the Chair, the Vice-Chair or other voting members of Council designated as the “chair of the meeting” is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **Conflicts of interest**

### **17.**

(A). If a proposed decision of the voting members of Council is concerned with an actual or proposed transaction or arrangement with a company in which a voting member of Council is interested, that voting member of Council is not to be counted as participating in the decision-making process for quorum voting or agreement purposes.

(B). But if paragraph (3) applies, a voting member of Council who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(C). This paragraph applies when:

(1). the company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a voting member of Council from being counted as participating in the decision-making process;

(2). the voting member of Councils interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(3). the voting member of Council’s conflict of interest arises from a permitted cause.

(D). For the purposes of this Article, the following are permitted causes:

a guarantee given, or to be given, by or to a voting member of Council in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(1). subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(2). arrangements pursuant to which benefit made available to employees and voting members of Council or former employees and voting members of Council of the company or

# ARTICLES

---

any of its subsidiaries which do not provide special benefits for voting members of Council or former voting members of Council.

(E). For the purposes of this Article, references to proposed decisions and decision-making processes include any voting members of Council meeting or part of a Council meeting.

(F). Subject to Article 17(G), if a question arises at a meeting of Council or of a committee of Council as to the right of a voting member of Council to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any voting member of Council other than the Chair is to be final and conclusive.

(G). If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the voting members of Council at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **Records of decisions to be kept**

### **18.**

(A). Council must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by Council.

(B). Council shall cause proper minutes to be made of all proceedings of all General Meetings of BSAC and of Council and of committees of Council and every such minute if purported to be signed by the chair of such meeting or by the chair of the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts therein stated.

## **Council's discretion to make further rules**

### **19.**

Subject to the Articles, Council may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the membership.

# **APPOINTMENT OF MEMBERS OF COUNCIL**

## **Methods of appointing voting members of Council**

### **20.**

(A). Any person who is willing to act as a voting member of Council, and is permitted by law to do so, may be appointed to be a voting member of Council:

- (1). by ordinary resolution, or
- (2). by a decision of the voting members of Council.

(B). In any case where, as a result of death, the company has no members and no voting members of Council, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a voting member of Council.

(C). For the purposes of Article 20(B), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

### **21.**

# ARTICLES

---

- (A). No person shall be eligible to be an elected Officer or elected member of Council who:
- (1). Is under the age of eighteen years.
  - (2). Is not a voting member of BSAC.
  - (3). Is a paid employee of BSAC or is a person whose main source of income is derived from BSAC.
- (B). There shall be no upper age limit applicable to appointment as a member of Council of BSAC.

## 22.

(A). In advance of any Annual General Meeting at which Officers and Council are to retire pursuant to Article 27, all voting members of BSAC shall be invited in writing to nominate themselves to serve as Officers or as elected members of Council. Such invitation shall be made not later than the accounting reference date to which the accounts to be laid before such Annual General Meeting are to be made up and all such nominations shall be in writing and shall be dispatched so as to be received by the Honorary Secretary at the Office not later than the date falling one month after such accounting reference date. No person may be nominated for more than one position on Council.

(B).

(1). The names of all persons so nominated who would be eligible if elected shall be entered on a ballot paper in alphabetical order and not fewer than twenty-eight days before the date fixed for the Annual General Meeting a ballot paper shall be sent out to each Member of BSAC entitled to vote. Ballot papers duly marked shall be returned to the Office or other such place in the United Kingdom as is specified by Council so as to arrive not later than fourteen days prior to the date fixed for the Annual General Meeting.

(2). As an alternative to a postal ballot return members may make the return of the ballot forms by secure electronic means as prescribed by Council.

(C). The candidates successful in the ballot shall be announced at the meeting and shall be Members of Council from the end of that meeting.

## 23.

In the absence of competing candidates for any Office or membership of Council unopposed qualified candidates shall be deemed to have been elected as if by ballot.

## 24.

(A). No person may be elected to hold more than one Office at any one time.

(B). Any retiring Officer or member of Council may stand for and be elected to Council and in the case of an Officer to the same Office from which they are retiring Provided That:

(1). no individual may hold the same Office for a continuous period in excess of six years (or, if longer, the period from the date of their appointment until the date of the sixth Annual General Meeting thereafter) provided that no period during which an individual serves as an Officer other than in accordance with these Articles shall count towards any period of continuous holding of an Office for the purposes of this Article 24(B)(1); and

(2). no individual elected as a member of Council may serve as a member of Council (whether or not an Officer) for a continuous period in excess of nine years (or, if longer, the period from the date of such election until the date of the ninth Annual General Meeting

# ARTICLES

---

thereafter) provided that no period during which an individual serves as a Member of Council other than as a result of election in accordance with these Articles shall count towards any period of continuous service for the purposes of this Article 24(B)(2); and

(3). any individual who retires from Council having served for the maximum continuous period permitted pursuant to Article 24(B)(2) shall not be eligible for election to Council (other than as a non-voting member) for a period of three years after such retirement (or, if shorter, the period commencing on the date of such retirement and expiring on the date of the third Annual General Meeting thereafter) provided that nothing in this Article 24(B)(3) shall prevent Council appointing or co-opting any such individual as a member of Council pursuant to any provision of these Articles.

(C). Save as specified in Article 24(B), retiring members of Council (including Officers) shall not, upon retirement be ineligible for re-election to Council (or to any Office).

(D). A Council member as defined at Article 4(A)(2) who stands for election as an Officer and is successful is deemed to have retired at the end of the General Meeting at which the results of the ballot for said Officer position is declared and may not, therefore, continue as a general member of Council.

In the event that they are unsuccessful their current position on Council remains unchanged subject to the time limits in the preceding clauses.

## 25.

(A). Council may appoint as a co-opted member of Council any person or any member of any organisation having in the opinion of Council community of interests with BSAC Provided That the number of Co-opted Members so appointed shall never exceed half the number of elected members. Any member so co-opted shall retire from office at the conclusion of the next Annual General Meeting but thereafter may subject to the other requirements of this Article being met again be co-opted to serve on Council.

(B). Council shall appoint as a co-opted member of Council an Independent Director.

## 26.

(A). Officers and other elected members of Council may retire at any time during the term of their appointment by giving written notice to Council of their intention to do so.

(B). In the event of a retirement of an Officer or member of Council other than upon expiry of their term of appointment in accordance with Article 27, Council will arrange for an election for that position at the next AGM. If the date of the next AGM is such as to leave the position vacant for some time, Council may:

(1). assign the duties of the retiring Officer or member of Council to another elected member of Council who is willing to take on such duties; or

(2). co-opt onto Council, to perform the duties of the retiring Officer or member of Council any person who is a Member of BSAC and who is willing to be so co-opted (and any person so co-opted shall be a voting member of Council).

In either case upon such terms as Council may determine.

(C). Any person co-opted as referred to in Article 26(B)(2) shall retire from Council at the Annual General Meeting next following the date of such co-option.

## 27.

# ARTICLES

---

All Officers, all other members of Council referred to in Article 4(A) who are elected at the Annual General Meeting and the Independent Director shall serve a period commencing on their date of election or appointment and expiring at the third Annual General Meeting following the Annual General Meeting at which they are so elected or their date of appointment and shall retire at such later Annual General Meeting.

## **28.**

(A). A member of Council retiring at any meeting shall retain office until the close of the meeting or any adjournment thereof.

(B). Amendments to Article 4 reducing the size of Council shall not affect the term of office or retirement of existing members of Council under Articles 27 and 28.

## **Termination of a member of Council's appointment**

### **29.**

(A). A person ceases to be a member of Council as soon as:

(1). that person ceases to be a member of Council by virtue of any provision of the Companies Act 2006 or is prohibited from being a member of Council by law;

(2). a bankruptcy order is made against that person;

(3). a composition is made with that person's creditors generally in satisfaction of that person's debts;

(4). a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a member of Council and may remain so for more than three months;

(5). by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(6). notification is received by the company from the member of Council that the member of Council is resigning from office, and such resignation has taken effect in accordance with its terms;

(7). if while being an elected member of Council they cease to be a voting member of BSAC as defined by Article 34(B);

## **Council Members' remuneration**

### **30.**

Unless and until otherwise determined by a General Meeting of BSAC elected or co-opted Members of Council shall not be entitled to any remuneration for their services as such Members.

## **Council Members' expenses**

### **31.**

Council may authorise the payment by BSAC of any reasonable and proper out-of-pocket expense incurred by any Member of Council and of the Vice-presidents and Life Vice-presidents in the performance of their duties in connection with the affairs of BSAC and of reasonable and proper remuneration for necessary technical or professional services to BSAC which would otherwise have required the employment of an independent contractor. These to be disclosed in the annual report to members.

# ARTICLES

---

## PART 3

### MEMBERS

#### Applications for membership

**32.**

The present members and such other persons as shall be admitted to membership in accordance with these Articles and no other shall be members of BSAC (subject as hereinafter provided) and shall be entered in the Register of Members.

**33.**

Except in the case of Honorary or Corporate Members appointed by Council it shall be a condition of membership that the applicant shall have been accepted as a member of one of the Branches of BSAC or accepted as a member via BSAC Direct and shall have paid to BSAC the subscription appropriate to the applicant's class of Membership. A member may transfer to any other Branch that is able and willing to accept them and may be a member of more than one Branch.

**34.**

(A). The classes of membership shall be as determined by Council from time to time under the authority given in Article 7(A)(7).

(B). BSAC membership classes of Honorary Life Members, Full Diving or Snorkelling Members (including Family, Joint and Associate memberships) and Student Diving Members shall be voting members of BSAC. All other members shall be non-voting members of BSAC.

(C). Non-voting members shall have no right to receive notices of or to attend General Meetings of BSAC.

**35.**

Council may from time to time register an increase in the number of eligible members.

**36.**

Council shall be entitled to elect (by a 2:1 majority) Honorary Life Members with such qualifications and such privileges and subject to such limitations as Council shall from time to time determine, provided that the number of such members shall not exceed one per cent of the total membership.

**37.**

Every application for membership shall be in the form and accompanied by such information concerning the applicant as Council may require together with an undertaking that if accepted the applicant shall conform with these Articles and such application shall be considered and acceptance be determined by Council or a Branch committee (as the case may be).

**38.**

All members shall pay to BSAC on being accepted to membership such initial and thereafter such annual or other periodical subscriptions as shall be established from time to time by Council Provided That all subscriptions shall be payable at such time in such manner and in respect of such period as Council shall determine.

#### Disciplinary procedure

**39.**

Council may at any time require any member to give to Council orally at a meeting of Council or in writing particulars or explanations in regard to any act alleged to have been done or omitted to be done by such member which in the opinion of Council constitutes a breach of

# ARTICLES

---

such member's obligations under these Articles or is calculated to be prejudicial to the interests of BSAC or its members collectively. Where such particulars or explanations are required in writing Council may permit such member and any witnesses they may call to be heard at a meeting of Council. Any requisition under this Article shall be made by notice in writing accompanied by a copy of this and the next following Article to the member in question and shall specify the date being not less than seven days from the date of notice within which such member is required to comply therewith by attendance at a meeting of Council or by an explanation in writing as the case may be.

## 40.

(A). Any member may be subject to disciplinary sanctions from BSAC by resolution of Council by a two thirds majority vote at a meeting of Council.

(B). No member shall be subject to disciplinary sanctions from BSAC unless the member in question has first been required by Council to give particulars and explanations of any acts alleged to have been done or omitted by such member in accordance with the provisions of the last foregoing Article.

(C). Any Officer or Member of Council who has been subject to disciplinary sanctions shall if they so wish be permitted to address the next following Annual General Meeting in the same regard.

(D). The disciplinary sanctions that may be imposed under this article are at the discretion of Council. They include but are not limited to exclusion from BSAC and/or its Branches or any of them (either permanently, for a fixed period or subject to the satisfaction of conditions or requirements), the removal (either in whole or in part, permanently or subject to the satisfaction of conditions or requirements) of the right to carry out any activity carried out by BSAC, and/or a public or private reprimand or warning or formal advice. More than one sanction may be imposed where appropriate.

(E). No person who has been excluded from BSAC by virtue of Article 40(A) shall on any application for membership be re-admitted as a member except by resolution of Council by a two-thirds majority.

(F). Any member may have their membership of BSAC suspended or any other condition or requirement imposed by a resolution of Council, passed by a two thirds majority vote.

(G). In the event that a member has their membership suspended, then for so long as that member's membership is suspended:

(1). notwithstanding any other provision of these Articles unless Council resolves otherwise, that member shall not have the right to receive notice of, or attend, speak or vote at, any general meeting of the company, or any right to receive or vote on any written resolution of the Company;

(2). if that member is a member of Council, they shall not be entitled to notice of, or to attend, speak at, or vote at any meeting of Council; and

(3). that member shall abide by any and all directions or restrictions that are imposed on that member from time to time by Council as the case may be.

(H). Any suspension of membership or other condition or requirement may be revoked or modified by a resolution passed by Council by a two thirds majority vote, provided that Council may impose any conditions on a revocation of the suspension of membership or other condition or requirement as they see fit.



# ARTICLES

---

(l). Nothing in this Article shall restrict the authority of the National Diving Officer, or a person acting with their delegated authority, to authorise, prohibit, control or limit a person's diving, dive management or diving instruction in connection with BSAC activities.

## **41.**

A member shall immediately cease to be a member upon the happening of any one of the events following namely:

- (A). If they shall not pay within one month any subscriptions due.
- (B). If they shall be excluded from BSAC under the provisions of Article 40.
- (C). If that person shall die or cease to exist.
- (D). Membership is not transferable

## **General membership matters**

### **42.**

A register shall be kept by BSAC containing the names and addresses of all the members together with such other particulars as may be required by the Act.

### **43.**

Any member who for any cause whatsoever shall cease to be a member or shall have their membership suspended or who is excluded from BSAC under Article 40 shall have no claim whatsoever upon BSAC or the undertaking or assets thereof and shall not be entitled to be repaid any part of the subscriptions paid by such member to BSAC unless Council in their absolute discretion shall otherwise determine but such member notwithstanding that they have ceased to be a member or has had their membership suspended shall remain liable for and shall pay to BSAC all the moneys which at the time when they ceased to be a member, or was suspended as a member, may have been due from them to BSAC under any of the provisions of these Articles or which may become payable by them by virtue of their liability under these Articles.

### **44.**

Any member who for any cause whatsoever shall cease to be a member or shall have their membership suspended shall immediately discontinue the use of any device of BSAC printed or impressed on any document or other material or any other indication of membership of BSAC and shall not make any use of the name or purport to use the authority of BSAC and shall forthwith return to the Honorary Secretary any property of BSAC then in their possession.

## **ORGANISATION OF GENERAL MEETINGS**

### **Attendance and speaking at general meetings**

#### **45.**

(A). A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(B). A person is able to exercise the right to vote at a general meeting when:

(1). that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

# ARTICLES

---

(2). that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(C). Council may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(D). In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(E). Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

## **General meetings**

### **46.**

(A). Every year BSAC shall within six months of the end of the Accounting Reference Period hold a General Meeting as its Annual General Meeting (in addition to any other meetings in that year) which shall be held at such time and place as Council shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

(B). Not more than 15 months shall elapse between successive Annual General Meetings.

### **47.**

(A). Council may call an Extraordinary General Meeting whenever it shall think fit and shall do so on a requisition as provided for by Article 47(B).

(B). Council shall within twenty-one days after receiving a requisition in writing to do so signed by at least 300 eligible voting Members and giving the reason therefor proceed to convene an Extraordinary General Meeting. Such meeting shall be arranged for a date not later than three months after the date of such requisition.

### **48.**

Subject to the provisions of the Act no Member shall be entitled to bring any special business (as defined in Article 52) before any General Meeting unless they shall have given notice in writing of such special business to the Honorary Secretary so as to be received by them at the registered office:

(A). in the case of an Annual General Meeting not later than the date specified in the call for nominations and motions, as specified by Council, or not less than thirty days, whichever is greater

(B). in the case of an Extraordinary General Meeting not less than five days before the date of the Extraordinary General Meeting;

and in any such case the Honorary Secretary shall in the notice convening the General Meeting at which such special business is to be considered give notice of such special business to all persons for the time being entitled under these Articles to receive notice of General Meetings.

### **49.**

Advance notice shall be given in the following manner (exclusive both of the day on which the notice is served or deemed to be served and of the date of the meeting):

# ARTICLES

---

(A). in the case of an Annual General Meeting at least sixty days before the Annual General Meeting;

(B). in the case of an Extraordinary General Meeting at least fourteen days before the Extraordinary General Meeting;

specifying the place the day and the hour of the Meeting and in case of special business the general nature of such business to voting members and such other persons (including the auditors) as are for the time being entitled under the Act or under these Articles to receive notice of General Meetings Provided That with the written consent of the voting members in accordance with the provisions of the Act a meeting may be convened on such shorter notice and in such manner as such members may think fit. The accidental omission to give notice to, or the non-receipt of such notice by any person entitled to receive the same shall not invalidate the proceedings at any General Meeting.

## 50.

(A). The Honorary Secretary shall accept motions from Council, Branch committees and voting members. Motions submitted by a Branch committee shall be accompanied by extracts from minutes of the Branch General Meeting at which it was resolved that they be put forward.

(B). Motions submitted by a voting member shall be seconded by at least four voting members.

(C). Motions shall be submitted in writing, subject to Article 48, to the Honorary Secretary at the registered office so as to be received by them.

(D). No motion presented in accordance with this Article shall be accepted by the Honorary Secretary if the same motion or a substantially similar motion has been defeated since the preceding Annual General Meeting.

## 51.

The business referred to hereunder shall be transacted at an Annual General Meeting.

(A). The presentation of the minutes of the previous Annual General Meeting and of any Extraordinary General Meeting held since.

(B). The appointment of tellers for any poll or show of hands which may be required.

(C). The Chair's opening address to the members.

(D). Presentation of annual report and questions to Council.

(E). Q&A opportunity for members to Council, National Diving Officer (as defined at Article 82(D) and HQ representatives.

(F). Where appropriate, declaration of the results of the election for the Officers and other members of Council for the ensuing year.

(G). The appointment of auditors for the ensuing year and the fixing of their remuneration.

(H). The consideration of motions of which due notice has been given.

(I). Such other business (without prejudice to the provisions of the Act) as the Chair may allow Provided That this shall not empower the Chair to treat as ordinary business under this Article business which would otherwise fall to be treated as special business.

# ARTICLES

---

## **52.**

All business shall be deemed to be special that is transacted at an Extraordinary General Meeting and all that business (save such as is specified in Article 51 hereof) which is transacted at an Annual General Meeting.

## **53.**

Every notice convening a General Meeting shall comply with the provisions of the Act as to the giving of information to Members in relation to their right to appoint proxies and notices of and other communications relating to General Meetings which any Member is entitled to receive shall be sent to all Members and to the Auditors.

## **Quorum for general meetings and adjournment**

## **54.**

(A). No business shall be transacted at any General Meeting (other than the appointment of a chair, if necessary, in accordance with Article 56(A) unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the number of members being a quorum shall be:

- (1). in the case of an Annual General Meeting fifteen voting members;
- (2). in the case of an Extraordinary General Meeting fifty voting members.

(B). If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to such other day and at such other time and place as Council 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 members present shall be a quorum.

## **55.**

(A). The chair of the meeting may adjourn a general meeting at which a quorum is present if:

- (1). the meeting consents to an adjournment, or
- (2). it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(B). The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

(C). When adjourning a general meeting, the chair of the meeting must:

- (1). either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by Council, and
- (2). have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(D). If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- (1). to the same persons to whom notice of the company's general meetings is required to be given, and

# ARTICLES

---

(2). containing the same information which such notice is required to contain.

(E). No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **Chairing general meetings**

### **56.**

(A). The Chair of BSAC or in their absence the Vice-Chair shall preside as the chair of every General Meeting but if there be no such Chair or Vice-Chair or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the Members present and entitled to vote shall choose some member of the Council or, if no member of the Council be present or if all the members of the Council present decline to take the chair, they shall choose some other member of BSAC who shall be present to preside. No business shall be discussed or transacted at any General Meeting whilst the chair is vacant except for the election of a chair.

(B). The person chairing a meeting in accordance with this Article is referred to as “the chair of the meeting”.

## **Attendance and speaking by non-members**

### **57.**

The chair of the meeting may permit other persons who are not members of BSAC to attend and speak at a General Meeting.

# VOTING AT GENERAL MEETINGS

## **Voting: general**

### **58.**

Article 34(B) defines which members shall be entitled to vote at General Meetings.

### **59.**

(A). A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in mental health may vote whether on a show of hands or on a poll by their committee receiver curator bonis or other person in the nature of a committee receiver or curator bonis appointed by that court and any such committee receiver curator bonis or other person may on a poll vote by proxy.

(B). No member shall be entitled to vote at any General Meeting unless all moneys presently payable by them to BSAC have been paid. An original copy of a valid membership receipt from a branch shall be sufficient evidence that subscriptions have been paid.

(C). On a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

(D). The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an Officer or attorney duly authorised. A proxy need not be a member of BSAC. The instrument appointing a proxy may be in the form of a secure electronic means as prescribed by Council.

(E). The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the

# ARTICLES

---

instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

(F). An instrument appointing a proxy shall include the information defined in Article 63 as near thereto as circumstances permit.

(G). A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed Provided That no intimation in writing of such death insanity or revocation as aforesaid shall have been received by BSAC at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

(H). A member present only by proxy may vote on a show of hands. A proxy need not be a member.

## **60.**

In the case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

## **61.**

(A). At any General Meeting a motion or resolution put to the vote of the meeting shall be decided by a poll.

(B). A poll shall be taken in such manner as the chair of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

## **Errors and disputes**

### **62.**

(A). No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(B). Any such objection must be referred to the chair of the meeting whose decision is final.

## **Content of proxy notices**

### **63.**

(A). Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

(1). states the name and membership number of the member appointing the proxy;

(2). identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(3). is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as Council may determine; and

(4). is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

(B). The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(C). Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

# ARTICLES

---

(D). Unless a proxy notice indicates otherwise, it must be treated as:

(1). allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(2). appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **Delivery of proxy notices**

### **64.**

(A). A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(B). An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(C). A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(D). If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **Amendments to resolutions**

### **65.**

(A). An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

(1). notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and

(2). the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

(B). A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

(1). the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(2). the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(C). If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

# ARTICLES

---

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

#### Means of communication to be used

**66.**

(A). Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(B). Subject to the Articles, any notice or document to be sent or supplied to a voting member of Council in connection with the taking of decisions by Council may also be sent or supplied by the means by which that voting member of Council has asked to be sent or supplied with such notices or documents for the time being.

(C). A voting member of Council may agree with the company that notices or documents sent to that voting member of Council in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### Company seals

**67.**

(A). Any common seal may only be used by the authority of Council.

(B). Council may decide by what means and in what form any common seal is to be used.

(C). Unless otherwise decided by Council, if the company seal is affixed to a document, the document must also be signed by the Honorary Secretary and at least two other elected members of Council

#### No right to inspect accounts and other records

**68.**

Except as provided by law or authorised by Council or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

### COUNCIL MEMBERS' INDEMNITY AND INSURANCE

#### Indemnity

**69.**

(A). Subject to paragraph (2), a relevant member of Council of the company or an associated company may be indemnified out of the company's assets against:

(1). any liability incurred by that member of Council in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(2). any liability incurred by that member of Council in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(3). any other liability incurred by that member of Council as an officer of the company or an associated company.



# ARTICLES

---

(B). This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(C). In this Article:

(1). companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(2). a "relevant member of Council" means any member of Council or former member of Council of the company or an associated company.

## **Insurance**

### **70.**

(A). Council may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant member of Council in respect of any relevant loss.

(B). In this Article:

(1). a "relevant member of Council" means any member of Council or former member of Council of the company or an associated company,

(2). a "relevant loss" means any loss or liability which has been or may be incurred by a relevant member of Council in connection with that member of Council's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

(3). companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **PART 5**

### **OFFICERS' DUTIES, ACCOUNTS, SUBSCRIPTIONS ETC**

#### **The Secretary**

##### **71.**

The company shall not have a "Company Secretary" as allowed by the Act. The office of "Secretary" on Council shall continue but that function shall be as defined at Article 82(B) and not that of Company Secretary as per the Act.

#### **The Accounts**

##### **72.**

(A). Council shall cause accounting records to be kept in accordance with the requirements of the Act and such records shall include:

(1). all sums of money received and expended by BSAC and the matters in respect of which such receipts and expenditures take place;

(2). a summary of all sales and purchases of goods by BSAC and;

(3). the assets and liabilities of BSAC.

(B). Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of BSAC's affairs and to explain its transactions.

# ARTICLES

---

**73.**

The accounting records and books of account shall be kept at the registered office or at such other place or places as Council may think fit and shall always be open to the inspection of members of Council.

**74.**

At least once in every year within six months of the end of the Accounting Reference Period. Council shall lay before BSAC in General Meeting an income and expenditure account made up to the end of such accounting reference period and a balance sheet made up as at the same date containing all such particulars with regard to the capital the assets and the liabilities of BSAC as are required by the Act.

**75.**

Every such balance sheet as aforesaid shall be signed on behalf of Council by two members of Council and shall be accompanied by a report of Council as to the state of BSAC's affairs and the report of BSAC's Auditors in accordance with the Act.

**76.**

A copy of every income and expenditure account balance sheet and report which is to be laid before BSAC in General Meeting shall be sent to the Auditors. The Auditor's report shall be open to inspection and be read before the meeting as required by the Act.

## **Audit**

**77.**

Once at least in every year the accounts of BSAC shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditors.

Auditors shall be appointed and their duties regulated in accordance with the Act.

## **Winding-up**

**78.**

If upon the winding up or dissolution of BSAC there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of BSAC but shall be given or transferred to some other institution or institutions having objects similar to the objects of BSAC 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 imposed on BSAC under or by virtue of Article 90 hereof such institution or institutions to be determined by the members of BSAC at or before the time of dissolution and if and so far as effect can not be given to such provision then to some charitable object.

## **Duties of members**

**79.**

Every member of BSAC shall be bound to further to the best of their ability the objects interests and influence of BSAC and shall observe all the rules and recommendations of BSAC and shall undertake not to bring or join in bringing any action claim or other proceeding against BSAC its Officers or Members on account of their bona fide actions not contrary to these Articles and carried out in the course of furthering the objects of BSAC.

## **Dissolution**

**80.**

A motion calling for the dissolution of BSAC shall be put only at an Extraordinary General Meeting convened for the purpose and at which special proxies only shall be used and shall be passed only by a 2:1 majority of votes cast by not less than 10% of the members of BSAC who are entitled to vote.

# ARTICLES

---

## Interpretation

81.

Council shall determine any question as to the interpretation of these Articles and may rule for any occurrence not provided for in these Articles.

## OFFICERS AND SUNDRY OTHER MATTERS

### Officers' and Independent Director roles

82.

The Officers and Independent Director of BSAC Council shall have the following duties:

(A). The Chair

(1). The Chair shall be the spokesperson for BSAC and shall further its interests to the best of their ability. They should address the Annual General Meeting on the affairs of BSAC. They shall preside at the Annual General Meeting, Extraordinary General Meetings and meetings of Council.

(B). The Honorary Secretary

(1). The Honorary Secretary shall:

- (a) keep the minute books of all proceedings of BSAC of Council and of sub-committees of Council;
- (b) convene meetings, prepare agendas, record transactions at meetings, deal with BSAC correspondence and maintain in good order and safe-keeping all records documents and books of BSAC;
- (c) present a report to the Annual General Meeting;
- (d) invite nominations of candidates for Council, prepare ballot papers, receive notification of any special business proposed by members and give all the notices required by the Articles and by statute in the manner and at the times there prescribed;
- (e) be present whenever the Seal of BSAC is affixed to any instrument and they shall sign all instruments so sealed in accordance with the provisions of Article 67.

(2). The Honorary Secretary may be assisted by such person or persons as Council may approve.

(C). The Honorary Treasurer

(1). The Honorary Treasurer shall:

- (a) be responsible for the financial administration required by the Articles and by statute.
- (b) keep proper books of account of all sums received and expended on behalf of BSAC other than by Branches and shall record the assets and liabilities of BSAC so as to show a true and fair view of the state of its affairs and explain its transactions.
- (c) prepare a statement of income and expenditure and a balance sheet to the Accounting Reference Date each year which they shall cause to be examined by BSAC auditors and presented to Council not less than 21 days before each Annual General Meeting.
- (d) effect in the name of BSAC and keep records of all investments by Council. They shall arrange for all such monies and securities to be deposited at such branch of such bank as Council may direct to the credit of an account in the name of BSAC for which cheques or other orders shall be signed by not less than two signatories authorised by Council.

# ARTICLES

---

(e) be responsible for the calling in and collection of all debts and of subscriptions from Branches and affiliated bodies and for the discharge of all liabilities of BSAC out of BSAC funds as Council may direct.

(2). The Honorary Treasurer may be assisted in all their duties by such person or persons as Council may approve.

(D). The National Diving Officer

(1). The National Diving Officer shall:

(a) be the adviser to Council on all technical aspects of diving and shall be responsible for diving arrangements in connection with BSAC activities;

(b) prepare diving regulations for approval and publication by Council in which shall be laid down the standards of training and experience and theoretical knowledge required for the purpose of BSAC theoretical and practical diving examinations;

(c) arrange for examinations to be held and certificates of qualification to be issued to those who attain the required standard in such examinations;

(d) report to the Annual General Meeting on all matters which fall within their responsibilities.

(2). The National Diving Officer may be assisted in their work by such person or persons as Council may approve.

(E). Independent Directors

(1). The Independent Directors shall provide external expertise, advice, diversity and independence of thought and have no involvement in BSAC or its branches which could influence their objective judgement.

## **Publications**

### **83.**

Council shall publish or cause to be published safety precautions, examinations, qualifications, training materials and other publications in such form as it sees fit.

## **Branches**

### **84.**

A Branch shall adopt Bye-laws not in conflict with these Articles of Association of BSAC in such form as such Branch may approve which provide for:

(A). The management of the Branch which shall be vested in a committee (of which the majority shall be 18 years of age or over):

(1). In the case of an Ordinary or a Snorkelling Branch elected and consisting of at least 5 members of which the officers shall be Chair, Secretary, Treasurer and Diving Officer.

(2). In the case of a Special Branch in a committee of which the officers shall be Chair, Secretary, Treasurer and Diving Officer.

(B). An Annual General Meeting of the Branch and the Business thereof.

(C). The dissolution of the Branch.

(D). The suspension of Branch members from taking part in the activities of the Branch subject to a right of appeal to the members of the Branch in general meeting or in the case of expulsion from the branch to a specially constituted SGM within 30 days.

# ARTICLES

---

(E). Other matters as necessary for the proper management of Branch affairs.

## **Youth Branches**

### **85.**

(A). A Youth Branch shall be managed by such persons and in such fashion and its activities shall be subject to such regulations as Council may from time to time prescribe.

(B). The provisions of Articles 86 to 88 below shall have no application to Youth Branches or Youth Members save as expressly decreed by Council.

## **Activities**

### **86.**

(A). A member of any Branch may participate in the activities of any other Branch that is able and willing to accept them.

(B). Activities of BSAC or of Branches shall be undertaken only with the authority of Council or of a Branch committee or Diving Officer as appropriate. Activities involving diving shall require the appointment by Council or a Branch Diving Officer, as appropriate, of a person to control and supervise that activity who shall be called the Dive Manager.

(C). To secure safety and discipline on diving expeditions the Dive Manager may prohibit further participation for the duration of the expedition any member who fails to obey orders given by such leader for the said purpose. All such prohibitions regarding participation shall be promptly reported to Council or the Diving Officer that appointed them.

(D). No member may take part in any activity unless they have complied with the requirements for medical examination as laid down by Council from time to time.

(E). All boats (other than hand propelled watercraft) used by a Branch or by any member of the Club on Branch or Club activities must be insured for Third Party risks with a minimum indemnity limit of an amount stipulated by Council from time to time.

## **Subscriptions**

### **87.**

(A). Membership other than Honorary Life Membership conferred by Council shall entail the payment of a subscription at the time of joining and annually thereafter. The subscription shall consist of a portion due to BSAC and an additional levy retained by the Branch. If a Branch committee wishes to appoint a person to honorary membership of the Branch it shall on their behalf pay to BSAC that portion of the subscription appropriate to their class of membership which is due to BSAC.

(B). Subscriptions due to BSAC shall be collected by either BSAC or the Branch as determined by Council from time to time. A Branch committee may also in its discretion impose a levy reasonably appropriate to the circumstances of a particular Branch; such levy being retained by the Branch for its own purposes. If such levy is collected by BSAC it shall be remitted to the Branch within 30 days of receipt at BSAC.

(C). Where a member belongs to more than one Branch at the same time the portion of the subscription due to BSAC shall be payable in respect of one of the Branches only but each Branch shall be entitled to require its own levy from such a member.

(D). Alterations to the portion of the initial and annual subscription that is to be paid to BSAC shall be published by Council. The new rates shall not come into effect until one month after the publication date announcing the new rates. A statement of correct rates will be made to Branch treasurers and membership secretaries.

# ARTICLES

---

## **Payment of Subscriptions**

**88.**

(A). Subscriptions shall be payable on an annual basis in a manner as prescribed by Council from time to time. Branch committees shall be responsible for issuing a receipt to members in a form prescribed by Council in respect of member's initial and annual subscriptions.

(B). Any member who has resigned or has been deemed to have resigned:

(1). may, within twelve months of the expiry of their last subscription, renew their membership on payment of the then current year's subscription which shall continue to be renewable as in 88(A) above.

(2). may at any time beyond twelve months of the expiry of their subscription apply to re-join the Club.

## **PART 6**

### **OBJECTS AND REGISTERED OFFICE**

#### **Specific objectives**

**89.**

The objects for which BSAC is established are:

To promote underwater sport, exploration, science and related studies, to promote safety in these activities and by co-operation with other organisations with related objects to provide the widest exchange of knowledge and experience therein and by setting and maintaining the highest standards to sustain recognition as the governing body for all such amateur activity.

In addition BSAC supports a policy of conservation for all water resources.

In pursuance of these objects but not further on otherwise BSAC shall have the following powers:

(A). Subject to the overriding provisions of Article 90 hereof to make grants of money or other benefits to such Clubs, persons or body of persons as BSAC shall think fit in order to promote the objects;

(B). To establish, subsidise, support financially or otherwise promote, co-operate, enter into partnership or federate with or affiliate or become affiliated to and act as Trustee or agents for or to manage or lend money or other assistance to any one or more associations societies or other bodies corporate or unincorporate being established for the purposes of promoting objects altogether or in part similar to those of BSAC 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 BSAC under or by virtue of Article 90 hereof;

(C). To amalgamate with any Company, association, society or other body corporate not formed for profit and having objects altogether or in part similar to those of BSAC (or carrying on some business capable of being conducted so as directly or indirectly to benefit BSAC or further its objects);

(D). To acquire or undertake the whole or any part of the business property or liabilities of any association, society or other body to which BSAC is authorised to affiliate or amalgamate as provided by the last two preceding paragraphs;

# ARTICLES

---

(E). To promote any charitable company or companies for the purpose of acquiring all or any of the property and liabilities of BSAC or for any other purpose which may seem directly or indirectly calculated to benefit BSAC or further its objects;

(F). To undertake and execute any trusts which may lawfully be undertaken by BSAC and may be conducive to the attainments of its objects;

(G). Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which BSAC may think necessary or convenient for the promotion of its objects and to construct maintain and alter any buildings and erections necessary or convenient for the work of BSAC;

(H). To invest the monies of BSAC not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(I). To borrow or raise or secure the payment of money on such terms and in such manner as BSAC shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of BSAC's present and future property or assets not subject to the jurisdiction of the Charity Commissioners for England and Wales and to purchase, redeem or payoff such securities as may from time to time be determined in accordance with the terms on conditions thereof;

(J). To remunerate any persons or company for services rendered or to be rendered in placing or guaranteeing the placing of any debentures debenture stock or other securities of BSAC or in or about the formation or promotion of BSAC or the furtherance of its objects;

(K). To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments;

(L). To adopt such means of making known the operation of BSAC as may seem expedient and in particular by advertising in the press by circular or by publication of books and periodicals;

(M). To sell, improve, manage, let, mortgage, dispose of, turn to account or otherwise deal with all or any of the property or assets of BSAC not subject to the jurisdiction of the Charity Commissioners for England and Wales as may be thought expedient;

(N). To appoint any agent or agents for the collection and recovery of any monies receivable by BSAC in the exercise of its powers or otherwise for the purpose of the exercise of any such powers;

(O). To procure BSAC to be registered or recognised in any foreign country or place and generally to do all such other things as BSAC may think are incidental or conducive to the attainment of the objects of BSAC or any of them;

(P). To do all or any of the above things in any part of the British Commonwealth or elsewhere abroad and as principal agents; contractors; trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.

## **PROVIDED THAT:-**

(1). In case BSAC shall take or hold any property which may be subject to any trusts BSAC may only deal with or invest the same in such manner as allowed by law having regard to such trusts;

# ARTICLES

---

(2). The objects of BSAC shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

(3). In case BSAC shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales BSAC shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Council or Governing Body of BSAC shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council or Governing Body have been if no incorporation had been effected and the incorporation of BSAC shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners or the Minister of Education over such Council or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if BSAC were not incorporated.

## **Restrictions applied to income and property**

### **90.**

The income and property of BSAC shall be applied solely towards the promotion of its objects as set forth in Article 89 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of BSAC Provided That nothing herein shall prevent any payment in good faith by BSAC:

(A). of reasonable and proper remuneration to any member officer or servant of BSAC.

(B). of interest on money lent by any member of BSAC at a rate per annum not exceeding two percent less than the minimum lending rate prescribed for the time being by the Bank of England or three percent whichever is the greater.

(C). of reasonable and proper rent for premises demised or let by any member of BSAC.

## **Unrestricted objects clause**

### **91.**

Any kind of activity which BSAC either expressly or by implication is authorised to undertake may subject, nevertheless to the provisions of these Articles, be undertaken by Council at such times or time as it may consider expedient and further may be suffered by it to be put into abeyance (whether such kind of activity may have been actually commenced) or to be proceeded with.

## **Registered office**

### **92.**

The registered office shall be at such place in the United Kingdom as Council shall from time to time appoint.

..... End of Articles .....