

Club / branch byelaws

Club / branch number of the British Sub-Aqua Club
 on (date)

1. Scope	Explanatory Notes
<p>These byelaws shall regulate the structure, administration and activities of a Branch of the British Sub-Aqua Club to be known as a club / branch. These byelaws are made in compliance with Article 84 of the Articles of Association of the British Sub-Aqua Club.</p>	<p>Whilst explaining the intent of the byelaws this statement also clearly links the requirement to ensure that the byelaws do not conflict with BSAC Articles and consequently other Rules, Policies and guidelines of BSAC.</p> <p>Byelaws can also be considered a 'constitution', branch 'rules' or a branch 'management document'.</p> <p>This model sets out the minimum requirements for the efficient management of a branch and BSAC strongly advises against significant amendment of the model as this can frequently lead to unintended consequences when others interpret the intent differently. In advising on disputes and appropriate interpretation of byelaws BSAC will reference this model document as it aligns with BSAC Articles of Association.</p> <p>Note: The establishment of Branches is under the authority of Council as defined under Article 7.(C).</p> <p>In particular:</p>



	<p>Article 7.(C).(1): “<i>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</i>”</p> <p>Article 7.(C).(3): “<i>Only members of BSAC shall be members of Branches of BSAC.</i>”</p> <p>And</p> <p>Article 7.(C).(4): “<i>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.</i>”</p> <p>Model altered to refer to Article 84 following changes to the Articles and renumbering. (Jun 23)</p>
<p>2. Membership</p>	
<p>i. All persons who assist with club / branch activities must be a member of BSAC.</p>	<p>Anyone who assists in branch activities could cause or give rise to a potential claim under the BSAC Third Party Liability Insurance cover.</p> <p>This clause sets out the importance of those individuals holding an appropriate class of BSAC membership in order to ensure they and the branch are protected in the event of any potential claim.</p>

<p>ii. BSAC is a members' organisation and all members, by accepting membership, agree to abide by the rules, regulations and policies of the organisation. Members agree to follow the Code of Conduct and failure to do so may result in disciplinary or other action being taken. A copy of BSAC's Code of Conduct is at Appendix A of these byelaws and can also be found at bsac.com/codeofconduct.</p>	<p>This clause makes clear for members their membership is an acceptance of their responsibility to comply with BSAC rules, regulations and policies, which are summarised in the BSAC Code of Conduct.</p> <p>Any breach of the Code of Conduct could result in disciplinary action, which may be dealt with in the branch under Clause 9. Discipline.</p>
<p>iii. Anyone joining or rejoining the club / branch must pay the appropriate BSAC membership fees and the club / branch levy.</p>	<p>This clause makes clear the requirement for members of a branch to pay subscriptions for BOTH BSAC and the Branch</p>
<p>iv. The right to vote at the club / branch meeting shall be restricted to members who hold a current annual Branch and BSAC membership, having paid the appropriate fees.</p>	<p>This links the right to vote to paid up members of BOTH BSAC and the Branch.</p> <p>Note: under Article 7.(C).(3): <i>"Only members of BSAC shall be members of Branches of BSAC."</i></p>
<h3>3. Management</h3>	
<p>A Branch shall adopt byelaws not in conflict with the Articles of Association of BSAC in such form as such Branch may approve which provide for:</p>	<p>Mirrors Article 84.</p> <p><i>"A Branch shall adopt Bye-laws not in conflict with the Articles of Association of BSAC in such form as such Branch may approve which provide for:"</i></p>
<p>(A) The management of the Branch which shall be vested in a committee (of which the majority shall be 18 years or over):</p>	<p>Article 84.(A)</p>
<p>(1) In the case of an Ordinary or Snorkelling Branch elected and consisting of at least five members of which the officers shall be Chair, Secretary, Treasurer and Diving Officer.</p>	<p>Article 84.(A).(1)</p>

(2) In the case of a Special Branch in a committee of which the officers shall be Chair, Secretary, Treasurer and Diving Officer.	Article 84.(A).(2)
(B) An Annual General Meeting of the Branch and the Business thereof.	Article 84.(B)
(C) The dissolution of the Branch.	Article 84.(C)
(D) The suspension of club / branch members from taking part in activities of the Branch subject to a right of appeal to the members of the Branch in general meeting.	Article 84.(D) This ensures suspended/excluded members have a final right of appeal to a general meeting.
(E) Other matters as necessary for the proper management of Branch affairs.	Article 84.(E)
4. Annual General Meeting (AGM)	
i. The Annual General Meeting of the club / branch shall be held in each year. Notice of the meeting and the agenda shall be handed out to all paid-up members of the club / branch weeks before the meeting.	Made in compliance with Article 84.(B) and should reflect similar terms as for BSAC AGM.
i. The Notice shall identify those members of the committee who are standing again and shall request nominations for officers and the committee. Committee members standing again shall be deemed to have been nominated by the committee.	
ii. To be valid, nominations not deemed to have been made by the committee must be [a] delivered to the Secretary in writing at least fourteen (14) days before the meeting, [b] seconded and [c] endorsed by the nominee to the effect that they are willing to accept the position if they are elected.	

iii.	The Officers and general members of the committee shall be elected at the meeting by ballot. If a nominee stands unopposed, they shall be deemed to have been elected.	
iv.	The Notice shall also include the text of any motion proposed by the committee. Any member may propose amendments to such motion and may make any further motion for consideration at the meeting, but such amendments and further motions must be proposed and seconded in writing and delivered to the Secretary no less than fourteen (14) days before the meeting.	
v.	The meeting may vote to appoint a President for the ensuing year. If a President is appointed, they shall be a non-voting member of the committee.	
vi.	At least 10% of the Branch's membership entitled to vote at the meeting should be required for a quorum, but a quorum once formed shall not be lost despite the departure from the meeting of any member or members.	
vii.	The right to vote at the meeting shall be restricted to members who hold a current annual Branch and BSAC membership, having paid the appropriate fees.	
5. Special General Meeting		
i.	Any General Meeting of the Branch other than the Annual General meeting shall be known as a Special General Meeting.	Although not directly specified within Article 84. The terms should still reflect similar terms as for BSAC SGM.
ii.	The committee may call a Special General Meeting at any time upon giving no less than fourteen (14) days written notice to all paid-up members. The Notice shall state the reasons for the meeting and shall include the text of any motion proposed for consideration. Amendments to such motion may be proposed at the meeting.	

<p>iii. The committee shall call a Special General Meeting upon receipt of a request to do so signed by no less than paid-up members, provided that the request states the reason and contains the text of at least one motion proposed for consideration. The provisions of the preceding paragraph shall apply with regard to conduct of the meeting.</p>	<p>Note: A request received by the committee that:</p> <ul style="list-style-type: none"> • Is signed* by the requisite number of members • States the reason for calling the meeting and • Includes the text for at least one motion <p>Must be acted on by the committee and a Special General Meeting called providing at least fourteen (14) days notice to all paid up members. Paid up members would include all who were paid up at the time of receipt of the request.</p> <p>* signed can be by electronic means.</p>
<p>iv. Following expulsion of a member of the branch of a member under disciplinary action 9 (ii), the expelled member has the right to demand an SGM to appeal their expulsion from the branch. On receipt of the request the committee shall call a Special General Meeting to be held within 30 days of the request and giving no less than fourteen (14) days written notice to all paid-up members (who were paid up at the time of the request). The notice of the meeting shall state the reasons for the expulsion and any grounds on which the appeal is being made.</p> <p>Conduct of a disciplinary appeal SGM shall involve:</p> <ol style="list-style-type: none"> a. Statement of the reasons for the disciplinary action by the committee b. An opportunity for the excluded member to state their case to be allowed to continue in the branch c. A vote to be conducted as defined in the provisions of byelaw 6 (ii) 	<p>Article 84. (D)</p> <p>Made in compliance with clause 3. Iv. above</p> <p>This ensures suspended/excluded members have a final right of appeal to a General meeting and sets out the requirement for the member to appeal to an SGM.</p> <p>It does not exclude the opportunity to appeal to an AGM, should the timing of such be imminent and expedient.</p>



v.	The business of a Special General Meeting shall be that for which it was called and no other.	
vi.	The provisions of byelaws 4 (vi) and (vii) shall apply to Special General Meetings.	
6.	Voting	
i.	Subject to the provisions of byelaws 4 (vii) and 10 (ii) and of the succeeding paragraph, voting on any given motion at a General Meeting shall be by show of hands or by ballot, as the Chair may decide and motions shall be carried by the votes of a simple majority of voting members present.	
ii.	Subject to the provisions of byelaw 5 (iv) a vote to agree to uphold an appeal by an expelled member must be conducted by a secret ballot and shall require to be carried by at least a two-thirds majority of votes cast by not less than 10% of the members of the Branch entitled to vote at General Meetings.	Article 84.(D) Made in compliance with clause 3 (iv) above and sets out the conduct and required majority for such an appeal. The requirement is for a two thirds majority to confirm the committee decision to exclude. If the vote does not achieve this majority the appeal is upheld and the exclusion lifted.
iii.	Subject to byelaw 11, a motion to alter these byelaws shall only be carried by at least a two-thirds majority of votes cast by not less than 10% of the members of the Branch entitled to vote at General Meetings. Such motion may be voted upon in General Meeting or by postal ballot of all voting members.	
iv.	Except as provided in byelaws 10 and 11, the committee may put any motion to the voting membership at any time by postal ballot.	

<p>a. Voting papers for such ballot shall be sent to all paid-up members not less than fourteen (14) days before the date on which the votes are to be counted. A motion put to postal ballot shall only be carried by a majority of votes cast by not less than 10% of the members of the Branch entitled to vote at General Meetings.</p>	
<p>7. Committee</p>	<p>Made in compliance with Article 84.(A).(1) & (2) or 86.(A) as appropriate.</p>
<p>i. The appointed committee member should take their position upon election and remain until their successors have been elected.</p>	
<p>ii. The committee shall have the power to fill a vacancy amongst the officers of the club/branch or amongst the rest of the committee's membership which occurs during their term of office, and any person newly appointed to the committee to fill such vacancy shall become a full voting member thereof. The committee shall also have the power to co-opt up to four non-voting members.</p>	
<p>iii. A simple majority of voting committee members shall form a quorum for a meeting; provided, however, that no quorum shall be formed without the presence of either the Chair, or the Secretary. A quorum once formed shall not be lost even though, as a result of the departure of a member during the meeting, the number of voting members falls below the number required to open the meeting.</p>	
<p>iv. The committee may adopt no resolution unless:</p>	

<p>a. It has the votes of a simple majority of those members present and entitled to vote.</p> <p>AND</p> <p>b. The number of such votes is at least equal to a simple majority of the number of members required to open the meeting at which the resolution is proposed.</p>	
<p>v. No member shall be entitled to vote on a matter in which their interest differs from that of the Branch as a whole, and they shall withdraw from any meeting during the period of discussion of such interest.</p>	<p>An example could be 'in disciplinary matters where a committee member is in direct dispute with a member, the committee member can provide any relevant evidence to support the complaint but then should withdraw from the meeting prior to any discussion and not have the right to exercise a vote on the matter.'</p>
<p>vi. Any Officer shall have the power to require the Secretary to call a meeting of the committee at any time.</p>	
<p>8. Branch Activities</p>	
<p>i. At the discretion of the Diving Officer, club / branch diving and open-water training activities shall be open to members of other club / branches and to guests.</p>	<p>Reflects Article 86.(A)</p>
<p>ii. If a member damages or loses club / branch equipment the committee may charge that member the cost of repairing or replacing it.</p>	<p>The inclusion of this clause is to make clear to members of a branch that they can be held liable for any costs associated with damage or loss to club equipment or property. Without this clause a member might argue that they cannot be held liable for property they are part owner of for the duration of their membership.</p>
<p>9. Discipline</p>	<p>Made in compliance with Article 84.(D) and should reflect similar terms as for BSAC AGM.</p>

i. Temporary suspension from participation:	
<p>a. The person in charge of a club / branch activity may suspend, at their discretion and for the duration of the activity, any member who misconducts themselves. Any such suspension shall be reported as soon as possible to the Chair or Secretary and shall be discussed at the next meeting of the committee.</p>	<p>The authority to manage activities and suspend anyone who misconducts themselves is made under Article 87. (B) and (C).</p> <p>This clause allows the person responsible for an activity to immediately suspend a member from that activity. (an example might be where a member turns up for a dive who is severely hungover or still drunk and therefore unsafe to dive).</p> <p>Any such suspension should be reported to the committee and discussed as appropriate at the next meeting. Any action taken, such as an officer having a quiet word, might be deemed as sufficient action providing there is no subsequent recurrence.</p>
<p>b. The committee shall first discuss the incident without the presence of the member in question and then shall invite them to join the discussion and explain their view of the matter.</p>	<p>It is essential that if any further action is proposed that the individual has the opportunity to explain their side of the matter before any decision is made.</p>
ii. Suspension and loss of membership:	<p>This clause is intended to provide the procedure for disciplining members for serious breaches of the code of conduct.</p>

a. The committee shall have the power by a two-thirds majority of all current voting members to suspend the membership of any member of the club / branch. Suspension of the membership of any officer or other committee member shall be dealt with in accordance with the provisions of the next sub-clause. A decision to suspend shall be immediately communicated to the member concerned, and their membership shall be suspended. A suspended member shall be entitled to demand a hearing at the next regular meeting of the committee during which the reasons for the suspension shall be made fully known and they shall be given the opportunity to answer fully the charges against them. Upon conclusion of the hearing, the member shall leave the meeting and the committee shall vote again on the suspension. If the requisite two-thirds majority does not carry the motion, the suspension shall be lifted and the member shall be informed accordingly. If the motion is carried again by the said majority, the member shall be informed and they shall be deemed to have resigned their membership in the Branch. The member affected shall have the right to appeal the decision of the committee to the next General Meeting of the Branch. In that regard only, they shall have the rights of a paid-up member.

Suspension in this manner is intended as a precautionary measure to prevent any recurrence, interfering or destruction of evidence, or a situation escalating.

Suspension of members of the committee should be dealt with by the next clause (b).

The notification of suspension must include the reasons for the suspension and any terms associated with it.

A suspended member is entitled to attend a committee meeting to fully answer the charges against them. The "...reasons for the suspension shall be made fully known..." DOES NOT mean that the reason should be withheld from them prior to this but means that any evidence must be disclosed at that time.

The final right of appeal must be to a General meeting of the branch as provided for in byelaws 5 (iv) and 6 (ii). The excluded member has the right to plead their case to the entire membership.

<p>b. Suspension of the membership of an Officer or general committee member shall only be voted upon at a meeting where the agenda has [a] been posted or distributed to all committee members at least one week prior to the meeting and [b] explicitly refers to the motion of suspension. If the person charged attends the meeting, they shall be entitled to hear and respond to the charges levied against them. When the Chair of the meeting is satisfied that the matter has been adequately and fairly discussed, the person charged shall leave the meeting and a vote shall be taken. If the proposal to suspend is carried by the requisite two-thirds majority, the person charged shall be deemed to have resigned their membership in the Branch, and they shall have the right of appeal provided for in the preceding paragraph. If the person charged does not attend the meeting, the provisions of the preceding paragraph shall apply.</p>	<p>This clause relates to the potential expulsion of an officer or committee member. It differs from the exclusion of an ordinary member in that the agenda must be posted to all committee members, including the accused, and explicitly refer to the motion to exclude.</p> <p>Subsequent appeal to the committee and an AGM follow the same process as above.</p>
<p>10. Dissolution</p>	
<p>i. The club / branch may not be dissolved except pursuant to a vote taken at a General Meeting; provided, however, that dissolution may be put to a vote at an Annual General Meeting only if it appears on the agenda provided for in byelaw 4 (i).</p>	
<p>ii. A proposal to dissolve the club / branch shall be subject to ballot and, in order to be carried, it must receive the votes of two-thirds of the voting members of the club / branch who are present at the Meeting.</p>	

<p>iii. If dissolution of the club / branch is voted in accordance with the preceding provisions of this byelaw, the committee shall proceed without delay to realise the value of the property of the club / branch and to discharge the club / branch's outstanding liabilities. Any net assets remaining shall be distributed to such recipient or recipients and in such fashion as the meeting shall have decided.</p>	
<p>a. If the club/branch has assets acquired in part or in full with grants from agencies such as the Lottery Sports Fund or Foundation for Sport and the Arts, those agencies should be informed of the proposed dissolution, for they have a right to recover a proportion of the current value of the assets.</p>	
<p>11. Amendment</p>	
<p>i. These byelaws may only be amended in a General Meeting in accordance with the affirmative votes of a majority of% of those voting members of the club / branch who are present at the meeting.</p>	<p>The branch should agree a majority percentage that reduces the changes of frequent and significant alterations to the byelaws as doing so can frequently result in confusion and conflict down the line.</p>
<p>ii. Notwithstanding anything to the contrary contained in these byelaws, no amendment may be made to this byelaw or to byelaws 3, 10 and 12, unless prior to the meeting at which such amendment is proposed, an Officer or the Chief Executive of the British Sub-Aqua Club shall have notified the Branch in writing of the British Sub-Aqua Club's approval of the subject and text thereof.</p>	<p>The noted clauses represent those which are likely to give rise to conflict with the Articles if altered significantly. BSAC strongly advises against any significant changes to the model byelaws and recommends that any proposed changes are discussed with an appropriate BSAC officer.</p>
<p>12. British Sub-Aqua Club rules</p>	

<p>These byelaws are made in compliance with Article 84 of the Articles of Association of the British Sub-Aqua Club, shall be subject to the provisions and requirements of that Rule, and shall only be valid to the extent that they are not in conflict with the said provisions and requirements or with those of the Articles of Association of the British Sub-Aqua Club.</p>	<p>Mirrors Article 84.</p> <p>“A Branch shall adopt Bye-laws not in conflict with the Memorandum and Articles of Association of BSAC in such form as such Branch may approve which provide for:”</p> <p>It also importantly clarifies that clauses within the byelaws are only valid if they do not conflict with the Articles of Association.</p> <p>Model altered to refer to Article 84 following changes to the Articles and renumbering. (Feb 23)</p>
<p>Important Note: Clubs must also comply with Article 86.(E) which requires that:</p> <p><i>“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.”</i></p>	<p>The use of boats for club activities MUST be insured separately with an appropriate policy because it is specifically excluded from BSAC members’ insurance.</p> <p>Any claim arising from the operation of a boat should be referred to the insurance policy for the boat.</p> <p>Additionally, all club property should be appropriately insured and not rely on the BSAC members’ insurance.</p>