

Information for Branches on Implementing the ScotSAC Byelaws



Introduction

This document has been produced to assist Branch officials to understand and meet the requirements of the ScotSAC byelaws. ScotSAC incorporated as a company limited by guarantee in December 2006, resulting in the adoption of the Memorandum and Articles of Association and the Byelaws; the legal documents governing what we do and how we do it.

The Byelaws form a legal document and ALL Branches and members are required to comply with their contents. Changes to the Byelaws are permitted only following an AGM or EGM, where members.

The following provides only a short SUMMARY of the content of each byelaw. Some frequently asked questions also follow, to further assist branches. If you have queries on any of the byelaws and your question is not covered in the FAQs, please contact the Company Secretary secretary@scotsac.com

Byelaw 1 - Membership

This byelaw sets out the requirements of each membership category, most notably that all members of Branches MUST also be members of ScotSAC. Anyone who does not fulfil the current requirements of both the Branch and ScotSAC is not considered a member, may not participate in Branch or ScotSAC activities and may not be insured for any Branch or diving activities. Training must not be delivered by non members under any circumstances.

New members must have their application for membership endorsed by a member of the Branch committee (1.3). Any member wishing to transfer to another Branch may do so by applying to the new branch committee who shall notify ScotSAC headquarters.

ScotSAC is a recreational organisation and no member is permitted to dive for gain.

Byelaw 2 - Branches

This byelaw outlines the requirements of a Branch committee; that they are appointed annually at the AGM, will hold office until the next AGM, and shall meet at least 6 times per year.

Constitution - Branch Committees are required to make a copy of the Branch Constitution available to all Branch members. If you don't have a current constitution, a short template is available from ScotSAC for completion. The quorum for branch committee meetings is 50% of the committee.

Election of committee members and voting on any proposals is by a simple majority of those present. Postal votes and proxy votes are not permitted.

The duties of the branch committee are also included in this section, complementing the ScotSAC role descriptions available from www.scotsac.com.

Byelaw 3

This relates to meetings of both the company and Branches. Branches are required to hold their AGM at least 2 weeks before the Company AGM, which will now take place by end of October each year. This can be altered by arrangement with the Board.

A quorum for a Branch AGM/EGM shall be the greater of 3 members or 10% of the Branch membership.

Byelaws 4 and 5

These byelaws relate to Nomination and Election Procedures and Duties of Directors and therefore do not impact directly on the Branch.

Byelaw 6 - Finance

The financial year for both ScotSAC and Branches shall end on 31st December unless otherwise determined. If your Branch has an alternative year end, then please let HQ know.

The Branch Treasurer is responsible for keeping financial records, preparing statement of income and expenditure and a balance sheet prior to the Branch AGM.

A copy of the Branch accounts shall be submitted annually to ScotSAC HQ prior to the ScotSAC AGM.

Byelaw 7 - Training & Diving

This byelaw outlines the responsibility of the BDO; they are responsible to the Branch Committee for carrying out the rules and regulations laid down by the Company for diving and training.

The Branch Diving Officer immediately after his election shall select from suitably qualified Members of his Branch his Training Personnel who should hold or be working towards Branch Instructor Qualification. He shall present the list to the Branch Committee for approval. They shall constitute the Branch Diving Committee and shall be responsible for all the Training and Diving activities of the Branch. Only Qualified Branch Instructors can certify the training schedules of trainees.

The Branch Diving Committee has the status of an advisory sub-committee of the Branch Committee. It has no executive powers and must obtain approval for all its actions from the Branch Committee.

This byelaw also outlines the process for any member failing to comply with the training or diving rules; namely that they shall be reported to the BDO, who shall submit a report in writing to the NDO.

Byelaw 8 & 9 Discipline and Misconduct

These byelaws outline the process to handle any disciplinary matters at Branch and national level.

Frequently Asked Questions

Q: My Branch doesn't have a constitution – does it need one?

A: A Branch constitution is not required by the ScotSAC byelaws and such Branches would follow the requirements of the ScotSAC byelaws. However, Byelaw 2.2.3 allows Branches to establish its own constitution based on the ScotSAC Memorandum and Articles and Byelaws. This constitution may include any additional Byelaws or levies for the “better conduct of the Branch, provided they are not in contradiction to the ScotSAC byelaws or M&As.” A template constitution is available by contacting the Company Secretary.

Branch Committees are required to make a copy of the Branch Constitution available to all members. If you don't have a current constitution, a short template is available from ScotSAC for completion. The quorum for branch committee meetings is 50%

Q: My Branch constitution has not been updated in many years. Do we need to change it?

A: Branch committees should review the constitution regularly, making any changes required to comply with the requirements of the ScotSAC byelaws.

Q: Who can attend Branch Committee meetings?

A: Byelaw 2.3.4 states open attendance at branch meetings, and allow any member of the branch to attend a committee meeting but have no voting power.

Q: What are the roles of the Branch Committee?

A: Sample roles for each committee role are available from www.scotsac.com

Q: My Branch is now so small it is no longer viable. How do I close it?

A: The decision to close a Branch may be made by a two thirds majority vote at a Branch General Meeting or if the membership falls to such a level that the Directors deem it necessary. The decision to close a Branch should be communicated to the Directors who will be responsible for the orderly wind up of the Branch. Branch equipment and funds possessed by the said Branch at the time of its closure shall normally be held by the Directors in trust for any Branch that may be re-established in the area of the former Branch.

Q: The Branch wishes to set a minimum age of 18. Is this permitted under the byelaws?

A: Yes. Branches may choose to increase the minimum age for membership or training to 18 (no higher), but may not reduce any ages referred to in the byelaw

Q: Can a Branch have additional membership categories and have members who are not members of ScotSAC

A: The membership requirements are clear in byelaw 1.1.1 – “All members of the Company (ScotSAC) must be a member of a Branch of the Company and All members of a Branch must be members of the Company”. Therefore, Branches may not permit any members who do not fulfil this requirement. Branches may however, create additional membership categories for the purpose of Branch levies.

Q: Can a Branch conduct voting at its AGM through proxy voting?

A: No. Proxy voting is where a member allows another member to vote on their behalf, without specifying the actual vote. Proxy voting is not permitted in Branch meetings. Voting at Branch meetings is by a simple majority of those present.

Q: Who owns Branch equipment?

A: All Branches are branches of the Company, so ultimate ownership of all Branch assets remain with the Company. In particular, equipment purchased or obtained through the Branch name as a branch of ScotSAC will remain the property of ScotSAC.

Q: At what point do new members need to join ScotSAC in order to commence training and be insured?

A: They must become members before any training commences. Membership commences following confirmation from ScotSAC Headquarters.

Q: My branch was successful in obtaining a grant to purchase new equipment. Who owns the equipment?

A: Any funds obtained under the name of the branch become assets of the Branch, and therefore are assets of the Company.