

**University of Southampton Students' Union**  
**Constitution of Southampton University Sub-Aqua Club**

**1. Adoption of the Constitution**

This unincorporated association and its property shall be managed and administered in accordance with this Constitution.

**2. Name**

The association's name is "Southampton University Sub-Aqua Club", to be known as "SUSAC" and hereinafter 'the Group'.

**3. Objects**

The objectives of the Group, 'the objects', are:

- (1) To facilitate diving for already qualified divers studying at the University of Southampton.
- (2) To train members so that they can fulfil the criteria of qualification set out by the British Sub-Aqua Club (BSAC).
- (3) To facilitate social connections for scuba divers who study at the University of Southampton and share a common interest in diving.

**4. Membership**

- (1) Membership is open to natural persons and is not transferable to anyone else.
- (2) Membership is constituted in the following categories:
  - (a) Full, open only to Full Members of the Students' Union;
  - (b) Associate, open to Associate and Temporary Members of the Students' Union, and to those students of the University who have exercised their right not to be members of the Students' Union.
- (3) Only Full Members are entitled to be elected to the Committee This is the sole privilege afforded to the Full Members over any other category of Membership.

- (4) The Group may charge a fee for admission to Membership, which may be set by a Meeting of the Committee.
- (a) The Group may also have various sub-classes of Full and Associate membership with different fees charged. A Meeting of the Committee may define these as it sees fit.
- (5) The Committee must keep a register of members ('the register') on the Student Groups Hub provided by the Students' Union at [www.susu.org](http://www.susu.org).
- (6) All members holding membership of a sub-class listed in the membership classes list as requiring BSAC membership, must also be members of the British Sub-Aqua Club and registered as having active membership.
- (a) 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 available on request and can also be found at [bsac.com/codeofconduct](http://bsac.com/codeofconduct).
- (7) Honorary Life Membership:
- (a) Honorary Life Membership may be given to any member through the mechanism laid out below in paragraph (c) of this sub-clause. Honorary Life Membership can be granted to any member who it is felt should be given recognition and acknowledgement for going above and beyond what would normally be expected from a member, over several years.
- (b) Honorary Life Membership grants the receiver the benefits and rights any Full Member is entitled to for the remainder of their life for no charge.
- (i) Honorary Life Membership grants only to membership of the Group itself and not any organisation (such as the British Sub-Aqua Club), whose membership incurs an extra cost, that the Group is affiliated with.
- (ii) Honorary Life Membership does not bestow upon the receiver the ability to hire equipment belonging to the Group free of charge.
- (c) Honorary Life Membership is granted through the process as follows:
- (i) Any Full or Associate Member can nominate any current or former Full or Associate Member by writing to the Secretary of the Group.
- (ii) The Committee shall hold a vote on whether to recommend the nomination to a General Meeting.
- (iii) The nomination is voted on by a General Meeting of the Group (as laid out in clause 5) and approved by a simple majority of Members present.

- (d) Honorary Life Membership can be terminated through the mechanisms laid out in paragraphs (a) and (d) of sub-clause 9.
  - (e) It shall be the responsibility of the Membership and Other Agencies Officer to keep a register of Honorary Life Members.
- (8) The Committee may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Group to refuse the application.
- (9) Membership is terminated if:
- (a) the Member resigns by written notice to the Committee.
  - (b) any sum due from the Member to the Group is not paid in full within six months of it falling due.
  - (c) a Member ceases to be qualified for their category of Membership.
  - (d) A Member, with the exception of members holding membership of a sub-class listed on the membership classes list as not requiring BSAC membership, ceases to hold active membership of the British Sub-Aqua Club.
  - (e) membership is revoked by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Clause 13, 'Disciplinary Action'.

## **5. General Meetings**

- (1) The General Meeting constitute the Group's highest decision-making body, subject to the provisions of this Constitution.
- (2) The Group must hold an Annual General Meeting (AGM) in each academic year and not more than fifteen months may elapse between successive AGMs.
- (3) A General Meeting that is not an Annual General Meeting is called an Extraordinary General Meeting (EGM).
- (4) The Committee may call an Extraordinary General Meeting at any time.
- (5) The Committee must call an Extraordinary General Meeting if requested to do so in writing by at least five Members of the Group.
  - (a) The Members' written request must state a complete agenda for the EGM.
  - (b) If the Committee do not hold an EGM within five days of their receipt of the Members' written request, the Members may proceed to hold an EGM in accordance with Clause 6, 'Proceedings of General Meetings'.

## 6. Proceedings of General Meetings

- (1) Notice:
  - (a) The minimum period of notice required to hold an Annual General Meeting is ten days. The minimum period of notice required to hold an Extraordinary General Meeting is three days.
  - (b) The notice must specify the date, time and place of the General Meeting, and an agenda for the General Meeting.
  - (c) If the General Meeting is to be an AGM, the notice must say so, and must invite nominations in accordance with Clause 9, 'Appointment of the Committee'.
  - (d) Notice must be given to all Members and to the Committee.
  
- (2) Chairing:
  - (a) General Meetings shall usually be chaired by the person who has been elected as President.
  - (b) If there is no such person or they are not present within fifteen minutes of the time appointed for the General Meeting, the Members present must elect one of their number to chair.
  
- (3) Associate Members may speak at General Meetings with the permission of the meeting.
  
- (4) Voting:
  - (a) Every Member present at a General Meeting, with the exception of the Chair, shall be entitled to one vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.
  - (b) Decisions may only be made by at least a simple majority of votes at a quorate General Meeting.
  - (c) All voting shall be by a show of hands or secret ballot, at the discretion of the Chair.
  - (d) There shall be no absentee voting.
  
- (5) Minutes:
  - (a) Minutes must be taken of all proceedings at a General Meeting, including the decisions made and where appropriate the reasons for the decisions.
  - (b) Minutes of a General Meeting shall be made available to all Members within seven days.

- (7) Reports:
- (a) If the General Meeting is an AGM, the Chair may invite any of the Committee to offer a report of their activities whilst in office.
  - (b) The Treasurer must present the Group's accounts to the Members at the AGM.
- (8) Resolutions:
- (a) Any Member may propose a resolution to be discussed and voted upon at a General Meeting.

## **7. Officers and the Committee**

- (1) The Group and its property shall be administered and managed by a Committee comprising the officers appointed in accordance with Clause 9, 'Appointment of the Committee'.
- (2) The Group shall have the following officers:
- (a) President. The President shall oversee the organisation and management of the Group and the Committee as a whole; ensure the officers' accountability to Members, the Committee, and the Students' Union; and represent the Group to all external interests.
  - (b) Secretary. The Secretary shall oversee the administration of the Group, take minutes at General Meetings and Meetings of the Committee, and maintain the register.
  - (c) Treasurer. The Treasurer shall oversee the financing of the Group, set the Group's budget, and maintain the accounts of the Group.
  - (d) Diving Officer. The Diving Officer, as required by our governing body BSAC, is responsible for ensuring that the diving that takes place is being run in accordance with SUSAC, AU and BSAC guidelines. The main task for a Diving Officer is to pre-empt any problematic areas, which include any individuals who may cause problems within the club.
    - (i) Notwithstanding Clauses 4(3) and 7(5)(a) of this Constitution, any Associate or Honorary Life Member may be nominated and elected as the Group's Diving Officer should it be deemed by the Committee that no Full Member is adequately qualified and / or experienced enough to fulfil the role.
      - (a) In addition, should any Full Member who satisfies the hitherto mentioned criteria be unwilling to seek election for the role of Diving Officer, an Associate or Honorary Life

Member may be nominated and elected as the Group's Diving Officer.

(ii) The role of Diving Officer automatically becomes a non-voting role should it be occupied by an Associate or Honorary Life Member.

(iii) Even when the role is non-voting, the Diving Officer continues to have the same obligations, responsibilities, and privileges of any other officer of the group or member of the Group's Committee.

- (e) Membership and Other Agencies Officer. The Membership and Other Agencies Officer is responsible for ensuring that everyone in the club is both properly registered with the club and with the British Sub-Aqua Club. They also are responsible for ensuring that new members of the club who have trained with other agencies have crossed over to BSAC and are familiar with their practices. The Membership and Other Agencies Officer shall also maintain a register of current members.
- (f) Social Secretary 1. The Social Secretary shall provide social and cultural pursuits for the Group's Members such as nights out and meals. As indicated, there can be up to two Social Secretaries.
- (g) Social Secretary 2. The Social Secretary shall provide social and cultural pursuits for the Group's Members such as nights out and meals. As indicated, there can be up to two Social Secretaries.
- (h) Expeditions Officer. The Expeditions Officer shall be responsible for organising all diving which shall take place within the Group, this shall be done in liaison with the Diving Officer.
- (i) Equipment Officer. The Equipment Officer's role is to ensure that equipment owned by the Group serviced appropriately and fit for use by members of the Group. Furthermore, the equipment officer needs to ensure necessary equipment is available for use for club programmes such as training.
- (j) Boat Officer. The Boat Officer shall be responsible for the maintenance and upkeep of any boats the club owns. Furthermore, the Boat Officer should liaise with the training officer for any boat related training the club conducts.
- (k) Training Officer. The Training Officer is responsible for organising and overseeing all of the training that takes place in the Group.
  - (i) In accordance with the advice given by BSAC, the Training Officer shall not be appointed in accordance with Clause 9, 'Appointment of the Committee'. Rather, they shall be appointed solely at the discretion of the Club's Diving Officer

- (a) Confirmation of the appointment of the Training Officer by the Diving Officer shall be made in writing to the Secretary of the Group.
  - (ii) The Training Officer is appointed in this manner because the authority to conduct diver training is delegated to the Training Officer by the Diving Officer, who themselves derive their authority from BSAC's National Diving Officer. This provision, as laid out in this sub-clause, will avoid a situation where the Group is in conflict with the National Diving Officer's delegation to the Group's Diving Officer.
  - (iii) The Training Officer is an *ex officio* officer of the Group and an *ex officio* non-voting member of the Group's Committee.
    - (a) The Training Officer has the same obligations, responsibilities and privileges of any other officer of the group or member of the Group's Committee.
    - (iv) The Training Officer appointment shall lapse with effect from the conclusion of the AGM next after their appointment but shall be eligible for re-appointment following the AGM.
      - (a) It is solely the prerogative of the Diving Officer to terminate the appointment of the Training Officer sooner than the next AGM should they see fit.
      - (b) As with appointment, termination of the appointment of Training Officer must be confirmed in writing by the Diving Officer to the Secretary of the Group.
    - (v) If no Training Officer is appointed, the role is by default the responsibility of the Diving Officer.
- (3) No one may be appointed a member of the Committee if they have been disqualified from becoming a member of the Committee under the provisions of Clause 13, 'Disciplinary Action'.
- (4) The number of the Committee must not be less than four, though is not subject to any maximum. There must always be:
  - (a) a President;
  - (b) a Secretary;
  - (c) a Treasurer;
  - (d) a Diving Officer.
- (5) An officer or ordinary member of the Committee shall cease to hold office if they:
  - (a) cease to be a Full Member of the Group.

- (b) resign by notice to the Group, or
- (c) are removed from office by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Clause 13, 'Disciplinary Action'.

## **8. Meetings of the Committee**

- (1) The Committee may regulate their proceedings as they think fit, subject to the provisions of this Clause.
- (2) Any member of the Committee may request the Secretary to call a Meeting of the Committee.
- (3) The Secretary must call a Meeting of the Committee if requested to do so by a member of the Committee.
- (4) Meetings of the Committee shall usually be chaired by the person who has been elected as President.
- (5) The quorum for a Meeting of the Committee shall be half of voting members of the Committee plus one.
- (6) No decision may be made by a Meeting of the Committee unless a quorum is present at the time the decision is made.
- (7) Every member of the Committee, with the exception of the Chair, shall be entitled to one deliberative vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.
- (8) Decisions may only be made by at least a simple majority of votes at a quorate Meeting of the Committee.
- (9) Minutes must be taken of all proceedings at a Meeting of the Committee, including the decisions made.

## **9. Appointment of the Committee**

- (1) The Members of the Group in General Meeting shall appoint the officers and ordinary members of the Committee by election.
  - (a) Elections for the Committee shall be held at an Annual General Meeting. Byelections for vacant offices shall be held at an Extraordinary General Meeting.
  - (b) A First-Past-The-Post system shall be used for all elections.

- (c) In all elections Re-Open Nominations, 'RON', shall be a candidate. An election yielding a result of RON shall be re-run as a by-election.
- (i) In the event that an election of a Full Member for the role of Diving Officer yields a result of RON, and there be no other Full Members willing or able to seek election to this role (as established in Clause 7(d)(i)), an Associate and Honorary Life Member that fulfils this criteria may seek nomination and election in the subsequent by-election.
- (2) The count for elections shall be conducted publicly by the Chair of the General Meeting, who must do so accurately. Should the Members in General Meeting be dissatisfied with the accuracy of the count, they may resolve as a Point of Order to have the election re-counted or, if they remain dissatisfied, re-run as a by-election.
- (3) A member of the Committee shall assume office with effect from the conclusion of the General Meeting of their appointment.
- (4) A member of the Committee shall retire with effect from the conclusion of the AGM next after their appointment but shall be eligible for re-election at that AGM.
- (5) The Committee must update their committee information on the Student Groups Hub provided by the Students' Union at [www.susu.org](http://www.susu.org) (or failing that inform the Students' Union's Student Groups Officer) within seven days.
- (6) A retiring member of the Committee must transfer all relevant information and documentation to their newly elected counterpart, or to the President, within fourteen days.

## **10. Financial Management**

- (1) The Committee are jointly liable for the proper management of the Group's finances.
- (2) The income and property of the Group must be applied solely towards the promotion of the objects.
- (3) The members of the Committee are entitled to be reimbursed from the property of the Group or may pay out of such property only for reasonable expenses properly incurred by them when acting on behalf of the Group.
- (4) The accounts of the Group, as maintained by the Treasurer, must be made available to the Students' Union upon request.

## **11. Irregularities and Saving Provisions**

- (1) Subject to sub-clause (2) of this Clause, all acts done by a Meeting of the Committee shall be valid notwithstanding the participation in any vote of a member of the Committee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by this Constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.
- (2) Sub-clause (1) of this Clause does not permit a member of the Committee to keep any benefit that may be conferred upon them by a resolution of the Committee if the resolution would otherwise have been void, or if the Committee has not complied with Clause 12, 'Conflicts of Interests and Conflicts of Loyalties'.
- (3) The Members in General Meeting may only invalidate, as a Point of Order, a resolution or act of:
  - (a) the Committee;
  - (b) the Members in General Meeting;if it may be demonstrated that a procedural defect in the same has materially prejudiced a Member of the Group.

## **12. Conflicts of Interests and Conflicts of Loyalties**

- (1) A member of the Committee must:
  - (a) declare the nature and extent of any interest, direct or indirect, which they have in any decisions of a Meeting of the Committee or in any transaction or arrangement entered into by the Group which has not been previously declared.
  - (b) absent themselves from any discussions of the Committee in which it is possible that a conflict will arise between their duty to act solely in the interests of the Group and any personal interest, including but not limited to any personal financial interest.
- (2) Any member of the Committee absenting themselves from any discussions in accordance with this Clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

### **13. Disciplinary Action**

- (1) Disciplinary action may be taken against any Member of the Group as a consequence of conduct:
  - (a) detrimental to the reputation of the Group or the Students' Union.
  - (b) opposed to the objects of the Group (see clause 2) or the Students' Union.
  - (c) in contravention of any provision of this Constitution.
- (2) Disciplinary action that may be taken against any Member may be, but is not limited to:
  - (a) issue of a formal written warning.
  - (b) partial or total ban from certain Group activities.
  - (c) disqualification from becoming a member of the Committee.
  - (d) removal of a member of the Committee from office.
  - (e) temporary or permanent revocation of Membership.
  - (f) referral of the complaint to the Students' Union's Disciplinary Committee.
- (3) It is the right of the subject of the complaint to choose to have the disciplinary matter heard by either the Members in General Meeting, or a Meeting of the Committee. Either shall have the power to take disciplinary action, including but not limited to those measures set out in paragraphs (a) – (f) inclusive in sub-clause (2) of this Clause.
- (4) Any disciplinary hearing must be conducted in an impartial, balanced, and fair manner, considering all representations on the matter.
- (5) All disciplinary action must be subject to prior discussion with the Students' Union's Student Groups Officer.
- (6) Members subject to disciplinary action have the right of appeal to the Students' Union's Student Groups Committee.
- (7) A full report of all disciplinary action taken by the Group in the previous year must be presented at the AGM.

### **14. Affiliation to External Organisations**

- (1) The Group will be affiliated to the British Sub-Aqua Club (BSAC)
- (2) The Group may only become an affiliate of an external organisation if:
  - (a) the aims of that organisation are in line with those of the Group;
  - (b) the Members derive a direct benefit from the affiliation;

- (c) no Policy of the Students' Union is breached by the affiliation;
  - (d) a resolution to affiliate is passed by the Members in General Meeting.
- (3) The Group's affiliation to BSAC should not be at any point allowed to lapse.
  - (4) All external affiliations and disaffiliations must be reported to the Students' Union's Student Groups Committee within seven days.
  - (5) For the avoidance of doubt, the Students' Union is not an external organisation for the purposes of this Clause.

## **15. Amendment to the Constitution**

- (1) The Group may amend any provision contained in this Constitution provided that:
  - (a) amendments do not:
    - (i) alter the objects in such a way that undermines or works against the previous objects of the Group;
    - (ii) retrospectively invalidate any prior act of the Members in General Meeting or a Meeting of the Committee;
  - (b) a resolution to amend a provision of this Constitution is passed by at least a two-thirds majority of the Members present at a General Meeting;
  - (c) a copy of the resolution amending this Constitution is sent to the Students' Union within seven days of it being passed;
- (2) The interpretation of this Constitution shall be with the Committee, except that during a General Meeting or a Meeting of the Committee the Chair shall have this responsibility. The Members in General Meeting may resolve to revise any interpretation made by the Committee or a Chair as a Point of Order.
- (3) The provisions of this Constitution shall be subordinate to the respective Articles, Rules, By-Laws and Policies of the Students' Union and the British Sub-Aqua Club.
- (4) The Committee and the Students' Union shall retain a copy of this Constitution, which the Committee must make available to Members upon request.

## **16. Dissolution**

- (1) If the Members resolve to dissolve the Group, the Committee will remain in office and be responsible for winding up the affairs of the Group in accordance with this Clause.
- (2) A resolution to dissolve the Group must be passed by at least a two-thirds majority of the Members present at a General Meeting;

- (3) The Committee must collect in all the assets of the Group and must pay or make provision for all the liabilities of the Group.
- (4) The Committee must apply any remaining property or money:
  - (a) directly for the objects;
  - (b) by transfer to any Group or Societies for purposes the same as or similar to the Group;
  - (c) in such other manner as the Students' Union's Student Groups Committee may approve in writing in advance.
- (5) The Members may pass a resolution before or at the same time as the resolution to dissolve the Group specifying the manner in which the Committee are to apply the remaining property or assets of the Group. The Committee must comply with such a resolution if it is consistent with the provisions of this Clause.
- (6) In no circumstances shall the net assets of the Group be paid to or distributed among the Members of the Group.
- (7) The Committee must ensure the register and all other data held by the Group are securely destroyed upon the dissolution of the Group.
- (8) The Committee must notify the Students' Union within seven days that the Group has been dissolved. If the Committee are obliged to send the Group's accounts to the Students' Union for the accounting period which ended before its dissolution, they must send the Students' Union the Group's final accounts.

## **17. Interpretation**

In this Constitution:

- (1) 'The University' means 'the University of Southampton'.
  - (a) 'University term' and 'academic year' have the definitions set out in the University Calendar and Almanac.
- (2) 'Financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- (3) 'The Students' Union' means 'The University of Southampton Students' Union', trading as 'SUSU'.
  - (a) 'Articles', or 'Articles of the Students' Union' mean the Students' Union's Articles of Association. 'Rules' and 'Policies' have the definitions set out in the Articles. 'By-Laws' has the definition set out in the Rules.

- (4) “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.
- (5) “Membership Classes List” means a published list maintained by the Committee of the Group detailing currently available membership options.

## **18. Declaration**

The Members of the Group in General Meeting Adopted this Constitution:

**Date:** 15<sup>th</sup> April 2021

**President:** Michael McDonnell

**Secretary:** Alexandra Willmott