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# CONSTITUTION

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## STATEMENT OF PURPOSE

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## **1.0 NAME, LOCATION AND AFFILIATIONS**

- 1.1 The name of the incorporated association is Queensland Diving Association Incorporated ("QDA"). *(Also known as Diving Queensland)*
- 1.2 QDA's jurisdiction is the State of Queensland and any other areas as determined from time to time by the Board.
- 1.3 The headquarters of QDA will be in Brisbane or such other place within the State of Queensland as the Board may determine from time to time.
- 1.4 The registered address of QDA will be the headquarters of QDA.
- 1.5 QDA will be affiliated with such other organisations as the Board may determine from time to time.

## **2.0 DEFINITIONS AND INTERPRETATION**

- 2.1 In this Constitution unless the context otherwise requires:

### **Definition**

"Act" means the Associations Incorporation Act 1981 as amended from time to time.

"Affiliate" means an organisation that is a member of or otherwise affiliated with the Association (whether known as a club or otherwise).

"Associate Member" means an individual who means any person who has applied for, has been granted Associate Membership of QDA, and has paid the applicable fee as decided from time to time by QDA.

"Association" means the governing body of the sport of diving in Queensland

"Board" means the elected ruling body of QDA in which the powers of QDA are vested.

"Diving Australia" means Diving Australia Incorporated.

"Delegate" means a person appointed by an Affiliate at any meeting.

"Executive" means a sub group of the board, given formal authority and delegation to act on certain matters on behalf of the full board. The Executive shall consist of: The President; The Vice-President and the Treasurer and will include the State Executive Director

"Financial year" means the year ending on 30 September.

"Member" means a member of QDA, also known as an 'Affiliate'.

"Office Bearer" means a Board member elected to the position of President, Vice-President or Treasurer.

"Officer" means any servant officer or employee of QDA.

"Ordinary Resolution" means a resolution passed by a simple majority.

"Registered Participant" means a person who is named as a registered participant by an Affiliate, and who:

- (a) Is actively involved in the sport of Diving or in acting as a coach, official or judge; or
- (b) Is a member of the Affiliate or participates under the control of, or in competitions controlled or participated in by the Affiliate or by QDA.

“Special Resolution” means a resolution passed by not less than 75% of those Members entitled under this Constitution to vote and who are present at any meeting of which notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with this Constitution.

“State Delegate” means the persons elected or appointed from time to time by the Association to act for and on behalf of the Association and represent the Association at general meetings or otherwise of Diving Australia.

“State Executive Director” means the person employed by the Board who is responsible to the Board for the day to day management and conduct of the business of QDA.

### **Interpretation**

2.2 Headings are for convenience only and do not affect the interpretation of this Constitution.

2.3 Words importing the singular include the plural and vice versa.

2.4 Words importing a gender include all genders.

## **3.0 OBJECTS**

The objects of QDA are:

- (a) To foster, develop, promote, control and manage the sport of Diving in the State of Queensland and in any other areas as determined from time to time.
- (b) To promote and/or conduct and/or arrange and/or control events and Queensland championships between Members.
- (d) To arrange for the selection, coaching and management of Queensland representatives
- (f) To promote, preserve, foster and encourage good fellowship and friendship amongst Divers in the sport of Diving.
- (g) To settle disputes arising between Members.
- (h) To develop coaching and talent identification programs for coaches, athletes, judges, and officials.
- (i) To establish and maintain financial security by obtaining funds from all sources, including grants, private, government and institutional sources and from Members through loans, levies and affiliation fees.
- (j) To promote and foster equity and social justice within the Queensland Diving community.
- (k) To do all such things as are incidental and/or conducive to the attainment of the objects set out above.

## **4.0 POWERS OF QDA**

4.1 QDA has, in the exercise of its affairs, all of the powers of an individual.

4.2 QDA may for example:

- (a) Enter into contracts; and
- (b) Acquire, hold, deal with and dispose of property; and
- (c) Make charges for services and facilities it supplies; and
- (d) Do other things necessary or convenient to be done in carrying out its affairs.

4.3 QDA may also issue secured and unsecured notes, debentures and debenture stock for QDA.

- 4.4 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

## **5.0 MEMBERSHIP**

- 5.1 The membership of QDA will consist of the following classes:

- (a) Voting members consisting of Affiliates; and
- (b) Non-voting members including Life Members and Associate Members

The numbers in each case will be unlimited.

- 5.2 All of the rights of membership, including voting and other rights at meetings, will be suspended during such time as any fees, levies or subscriptions remain unpaid after the due date for payment.

- 5.3 An Affiliate whose application for membership has been rejected has no right of appeal against that rejection.

### **Life Members**

- 5.4 Life membership of QDA may be conferred on a person recommended by the Board at an Annual General Meeting by a Special Resolution of the members present and entitled to vote. Life membership may be withdrawn at an Annual General Meeting.

- 5.5 Life Members may attend at their own expense and speak at an Annual General Meeting or any Members forum but will not be entitled to move or second motions or vote unless otherwise qualified. Life Members will be entitled to such additional privileges as may be determined by the Board from time to time.

### **Associate Members**

- 5.6 Upon application, an individual may apply for membership of QDA providing that they are not members of any Affiliates. The applicable fee for such membership is to be determined by the Board annually. Voting rights are only conferred on such members, providing they hold a dual role where voting rights are permitted.

## **6.0 AFFILIATES & APPLICATION FOR MEMBERSHIP**

### **6.1 Affiliates**

To be eligible for membership, an affiliate must be lawfully incorporated before applying for membership under these Rules. Such affiliate once approved must maintain a minimum of 5 diving members.

An Affiliate must lodge with the Association a copy of its constitution (including all amendments) and provide details of any change and any other information reasonably required by the Association. Each Affiliate is to ensure that its constitution is amended in conformity with amendments made to this Constitution and the Diving Australia Constitution.

### **6.2 Application for Membership**

An application for membership by an organisation or individual (if applicable) must be:

- (a) In writing on the form prescribed from time to time by the Board, from the applicant or its nominated representative and lodged with the Association;
- (b) in the case of an application for Affiliate membership, accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and be substantially in conformity with these Rules) and register of members; and
- (c) Accompanied by the appropriate fee, if any.

## **7.0 REGISTER OF MEMBERS**

- 7.1 The State Executive Director will cause to be kept and maintain a register of Members and registered participants, in which will be entered the full name, address and date of acceptance

of each Member and the Register will be available for inspection by Members at the offices of QDA during normal business hours.

7.2 Upon acceptance as a Member the State Executive Director will:

- (a) As soon as possible notify the applicant in writing and request payment of any joining and membership fees which will be paid within 28 days after the receipt of notice of acceptance.
- (b) Upon payment of any joining and membership fees the State Executive Director will enter the applicant's name in the Register of Members and upon entry the applicant will become a Member of QDA.
- (c) An Affiliate must by the date/s nominated by the Board, in each year, give to the State Executive Director a list that contains the names and addresses of all of its Registered Participants and must advise the State Executive Director of all/any changes to that list.

## **8.0 TERMINATION OF MEMBERSHIP**

8.1 If:

- (a) The fees, levies or subscriptions of an Affiliate are unpaid for a period of three calendar months after they become due; or
- (b) A Member wilfully refuses or neglects to comply with the provisions of this Constitution or any Rules or is guilty of any misconduct which in the opinion of the Board is likely to bring the sport of Diving into disrepute or is prejudicial to the interests of QDA

the Member may, after notice of the default has been sent to the Member by the State Executive Director, be suspended or terminated by the Board from all privileges of membership and its name removed from the Register of Members.

8.2 At least one week before the meeting of the Board at which a suspension or termination resolution is to be considered the Member must be given notice of the meeting and given a full and fair opportunity to show why the membership should not be suspended or terminated.

8.3 The Board may set aside any suspension or reinstate a Member and restore its name to the Register of Members upon payment of all arrears or for any other reason the Board thinks appropriate.

8.4 A Member may at any time by giving notice in writing to the State Executive Director resign its membership but will continue to be liable for any fees, levies or subscriptions and all arrears due and unpaid at the date of its resignation and for all other moneys due by it to QDA.

8.5 A Member has no right of appeal against suspension or termination of membership.

## **9.0 FEES, LEVIES AND SUBSCRIPTIONS**

9.1 The fees, levies and subscriptions payable by an Affiliate will be those determined by QDA from time to time at the Annual General Meeting.

## **10.0 MEETINGS**

### **Annual General Meeting**

10.1 The Annual General Meeting must be held no later than 30 November each year. The business to be conducted at an Annual General Meeting will be:

- (a) To confirm the Minutes of the previous Annual General Meeting and of any Special General Meeting held subsequently.
- (b) To receive and adopt the Annual Report and the Statement of Accounts of the previous financial year and to receive the auditors' report.
- (c) To elect the President, Treasurer and other members of the Board to vacant positions.

- (d) To approve a budget for the forthcoming year to be presented by the Treasurer.
- (e) To approve a qualified Auditor.
- (f) To appoint a Patron.
- (g) To confer Life Memberships.
- (i) To consider any other business.

**Special General Meeting**

- 10.2 (a) The State Executive Director at the direction of the President or on a requisition made in writing by not less than a majority of Affiliates clearly stating the nature of the business to be considered will convene a Special General Meeting.
- (b) A Special General Meeting shall be held within one (1) month of the day on which the State Executive Director receives the directions or requisition.

**11.0 PROCEDURE AT MEETINGS**

The procedures and rules for all Annual General Meetings and Special General Meetings are as set out in this clause and otherwise as determined at the discretion of the Chairperson of the relevant meeting.

**Notices**

- 11.1 The State Executive Director will give not less than six weeks' notice of the date of the Annual General Meeting and calling for any other business and nominations to every voting Member, and will not less than two weeks prior to the date fixed for the Annual General Meeting forward to each voting Member an agenda for the meeting (with a short summary of the items included in the agenda) and a list of all nominations received for the election and appointment of various positions and the conferring of awards.
- 11.2 A voting Member desiring to bring business before an Annual General Meeting will give 28 days' written notice of that business to QDA and such business and will be included in the agenda of the next Annual General Meeting after receipt of the notice.
- 11.3 At least 21 days notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) of a Special General Meeting specifying the place the day and the hour of the meeting and the general nature of the business will be given to each voting Member.
- 11.4 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any voting Member will not invalidate the proceedings at any meeting.
- 11.5 At any meeting the voting Members present may shorten any time limits set out in this Constitution to bring forward business to facilitate decisions.

**Nominations to positions**

- 11.6 Nominations of candidates by Affiliates for election to the Board will be delivered to QDA on the prescribed form 28 days prior to the date of the Annual General Meeting.
- 11.7 Before any new nominee is eligible to be elected to a Board position the nominee must deliver a signed written statement to the State Executive Director not less than 21 days prior to the date of the Annual General Meeting, such statement setting out the following:
- (a) The nominee's CV relevant to the position;
  - (b) The nominee's interest in positions held in any diving association worldwide within the two years immediately preceding the date of nomination (if not already included in CV above);
  - (c) The nominee's interest in or positions held whether pecuniary or otherwise directly or indirectly relating to any business or business venture, company and/or corporation associated with the sport of diving within two years immediately preceding the date of nomination.

**Quorum**

11.8 At all meetings other than Board meetings, the number of Members required to constitute a quorum will be half the number of Voting Members plus one.

**Delegates**

11.9 An Affiliate may appoint up to two Delegates to represent it at any meeting.

11.10 No person will be a Delegate for more than one Affiliate.

11.11 At any Annual General Meeting or Special General Meeting question, matter, resolution or motion is decided by a majority of votes of the Members present and entitled to vote except as otherwise provided in this Constitution.

11.12 At meetings voting is by a show of hands, unless the meeting otherwise decides or as otherwise provided in this Constitution.

11.13 Affiliates are entitled to one vote for each of their nominated Delegate(s).

**Postal Vote**

11.14 Any question, matter, resolution or motion may be submitted to a postal vote if in the opinion of the Board the matter to be determined does not justify the calling of a formal meeting.

11.15 QDA will send to each voting Member ballot papers setting out all matters for decision and specifying the date and time, being not less than fourteen (14) days from the date on which the papers are sent, for the ballot papers to be returned to QDA.

11.16 Ballot papers will be accompanied by such other documentation as the Board decides is necessary for voting Members to make informed decisions.

11.17 To be valid and accepted by QDA, ballot papers must be signed by an authorised signatory and must be received by QDA by the prescribed time.

11.18 Within seven (7) days of the ballot closing date, the State Executive Director will advise each voting Member in writing of the result of the ballot.

**Ballots**

11.19 If there is more than the required number of nominations for any position, a ballot will be taken at the Annual General Meeting.

11.20 Balloting lists will be prepared, if necessary, containing the names of the candidates in alphabetical order.

11.21 For elections where there are two nominations for one position or where a "for" or "against" resolution is required, ballots will be by simple majority vote.

11.22 For elections where more than two nominations are received for either one or a number of positions, election will be by greatest number of votes.

11.23 Each voting Member will be entitled to vote for any number of such candidates not exceeding the number of vacancies or as required, except as noted in Rule 12.10.

**12.0 BOARD OF DIRECTORS**

12.1 The affairs of QDA will be managed by the Board.

12.2 The Board:

- (a) Exercises the powers of QDA within the provisions of this Constitution and within the law; and

- (b) Manages the administration of the affairs, property and funds of QDA and all matters relating to QDA; and
- (c) All acts done by a meeting of the Board or by any person acting as a member of the Board will be valid, even if it is afterwards discovered that a member was disqualified or there was a defect in the appointment.

12.3 The Board will consist of:

- (a) President;
- (b) Vice-President;
- (c) Treasurer; and
- (d) Four (4) Directors.

12.4 The State Executive Director and other staff may at the discretion of the Board be invited to attend Board meetings but will not be entitled to vote.

12.5 A Vice-President will be elected by the Board from the Board members.

12.6 The Treasurer will be elected annually.

12.7 Other than the Treasurer, all Board members will be elected for a term of two years except if a Board member has been appointed by the Board to fill a casual vacancy. The Director filling the casual vacancy will complete the balance of the term of the Director who has retired.

12.8 All Board members will be eligible for re-election upon the expiration of their term.

12.9 In the President's absence the Vice-President will be Chairperson of all meetings of the Board. In the absence of the President and the Vice President the meeting will appoint one of their numbers to be Chairperson of the meeting.

12.10 Questions arising at any Board meeting will be determined by a majority of votes. Each member of the Board is entitled to one (1) vote and in the event of an equality of votes the Chairperson will have a second or casting vote.

12.11 If a majority of the members of the Board have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day and at the time at which the document was signed by the majority of the Board members, or if the Board members signed the document on different days, on the day on which, and at the time at which, the document was last signed by the last Board member to sign the document.

12.12 A quorum is constituted by the presence of five (5) Board members.

12.13 If a casual vacancy occurs on the Board, the Directors will have the power at anytime to fill it.

12.14 The Board will meet at such times and places as it will determine but in any event at least six times in each year.

12.15

- (a) The Board may delegate any of its powers and/or functions to one or more committees as it deems fit but any committee so formed will conform to any regulations that may be imposed by the Board. The Board may revoke any powers and/or functions so delegated at any time.
- (b) A committee formed by the Board may meet and adjourn, as it thinks fit. Questions arising at any meeting will be determined by a majority of votes of the members present.

Each member is entitled to one (1) vote and in the case of an equality of votes the Chairperson will have a second or casting vote.

12.16 Meetings of the Board may be held at 2 or more venues using any technology that gives the directors as a whole the reasonable opportunity to participate in the meeting and allows parties to be heard by each other person present and adjourn and otherwise regulate the meeting as they determine.

12.17 To ensure the accuracy of the minutes recorded by the State Executive Director, the minutes of each Board meeting must be signed by the chairperson of the meeting or the chairperson of the next Board meeting, verifying their accuracy.

12.18 Any Office Bearer, any member of the Board and any Officer may be suspended or removed from office by an Ordinary Resolution properly passed at a meeting of the Board provided that no Office Bearer, member of the Board or Officer will be suspended or removed from office unless:

- (a) The Office Bearer, member of the Board, or Officer has in the opinion of the meeting suspending him or removing him from office been guilty of misconduct or conduct prejudicial to the interests of QDA; and
- (b) The motion suspending or removing from office is supported by at least 75% of the eligible voters.
- (c) The Office Bearer, member of the board, or Officer has been given at least fourteen days previous notice in writing of the intention to move for suspension or removal from office. Such notice will invite attendance at the meeting and given a full and fair opportunity to show why he should not be suspended or removed from office.

12.19 The Board will:

- (a) Cause records to be kept of all appointments of Office Bearers, officers, employees and servants;
- (b) Cause records to be kept of the name of Delegates present at all meetings and of the names of all members of the Board present at all meetings of the Board;
- (c) Cause minutes to be made of all proceedings of all meetings of Members and the Board. Such minutes will be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting and when so signed will be prima facie evidence of all matters contained in such minutes;
- (d) Prepare the Annual Report for presentation to the Annual General Meeting; and
- (e) Cause regular reports to be made to Members of its proceedings and of all matters affecting QDA.

12.20 The office of an Office Bearer or member of the Board will become vacant if that person:

- (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (c) Resigns his office by notice in writing to the State Executive Director;
- (d) For more than two meetings is absent without permission of the Board from meetings of the Board held during that period.

12.21 Any such removal or vacation of office of an Office Bearer or member of the Board will be deemed to constitute a casual vacancy.

12.22

- (a) A member of the Board suspended or removed from office may appeal to a Special General Meeting of the Members.
- (b) Upon receipt of a notice of intention to appeal against suspension or removal from a member of the Board the President will direct the State Executive Director to convene a Special General Meeting to hear the appeal.
- (c) At the Special General Meeting the member of the Board will be given the opportunity to fully present his case.
- (d) The appeal will be determined by Special Resolution.

### **13.0 STATE EXECUTIVE DIRECTOR**

13.1 The State Executive Director will be responsible to the Board for the day to day management and conduct of the business of QDA, and fulfils the role of Secretary on behalf of the Association.

13.2 The State Executive Director must ensure that full and accurate minutes of all proceedings of each Board meeting and meeting of Members are recorded.

13.3 The State Executive Director must ensure that the minutes for each meeting of Members are available for inspection at all reasonable times by any Member.

13.4 The State Executive Director, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the State Executive Director and the Board determine.

### **14.0 FUNDS, ACCOUNTS AND AUDIT**

14.1 The income and property of QDA must be used solely in promoting QDA's objects and exercising QDA's powers.

14.2 Payments of \$100.00 or more must be made by cheque or electronic funds transfer.

14.3 If an amount of \$100.00 or more is paid by cheque, the cheque must be signed by any 2 of the following:

- (a) An Office Bearer;
- (b) Another person or Officer authorised by the Board for that purpose.

14.4 If an amount of \$100.00 or more is paid by electronic transfer, the transfer must be endorsed by any 2 of the following:

- (a) An Office Bearer;
- (b) Another person or Officer authorised by the Board for that purpose.

14.5 The Treasurer must, as soon as practicable after the end of the financial year, ensure that a statement containing the following particulars is prepared:

- (a) The income and expenditure for the financial year just ended;
- (b) QDA's assets and liabilities at the close of the financial year;
- (c) The mortgages, charges and securities affecting the property of QDA at the close of the financial year.

14.6 From time to time, the relevant State Government Department determines a category that decides what audit type is required. Where a full audit is required, then the Auditor must conduct a full and proper audit, examine the books, papers, records, and correspondence dealing with the finances of QDA and make inquiries thought appropriate and expedient in reporting its financial affairs. The Auditor must audit the books prior to the Annual General Meeting and any adjournment and if requested by the Board make a special audit at any time.

## **15.0 SEAL**

15.1 The common seal of QDA will be kept in the custody of the State Executive Director.

15.2 The common seal will not be used except by the authority of the Board.

## **16.0 NOTICE**

16.1 A notice may be either:

- (a) Delivered by hand;
- (b) Posted by pre-paid post;
- (c) Transmitted by facsimile; or
- (d) Sent by email transmission

to the address of the person shown in the Register of Members.

16.2 A notice given to a person in accordance with this Constitution is deemed to have been given and received if:

- (a) Delivered, on the day of delivery;
- (b) Posted, on the day on which the notice would have been delivered in the ordinary course of post;
- (c) If transmitted by facsimile, when the transmission report states that it was transmitted in full and without error;
- (d) If emailed, when the email is sent by the sender and no notice of non-delivery is received;

If a notice is sent by facsimile or email, a copy of the notice will be forwarded by post to the recipient within seven days after the email or facsimile transmission was sent if required.

16.3 A document may be received or served on QDA by email or by facsimile transmission. If sent by facsimile it will include a cover page stating:

- (a) The name, address and telephone number of the sender.
- (b) Date and time of transmission;
- (c) Total number of pages transmitted including cover page;
- (d) The telephone number from which the document was transmitted;
- (e) Name and telephone number of the person to be contacted in the event of any problem with the transmission.

## **17.0 DISSOLUTION AND DISTRIBUTION OF SURPLUS ASSETS**

17.1 QDA may be dissolved by Special Resolution at a Special General Meeting called for that purpose.

17.2 If QDA is wound up in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it will not be paid to or distributed among its Members but will be given or transferred to some other institution or institutions having objects similar to the objects of QDA, and which prohibits 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 QDA under this Constitution such institution or institutions to be determined by the Members.

17.3 Nothing in this rule will be construed so as to prohibit an Affiliate, the constitution of which contains a provision prohibiting the distribution of its property and income, and which is continuing in existence, from benefiting from the distribution of assets on the winding-up of QDA.

#### **18.0 CUSTODY OF RECORDS**

18.1 Except as otherwise provided in this Constitution the State Executive Director will keep in his custody or under his control all books, documents and securities of QDA.

18.2 All books, documents and securities will be available for inspection by Members at all reasonable times.

#### **19.0 INDEMNITY**

19.1 No Member will have any claim, legal or otherwise, against QDA, its Board or its appointees for any act done in good faith in the execution of their duties.

19.2 QDA will indemnify any Board member acting in good faith and within the scope of his or her duties against any claim, liability, loss or damage which may be incurred in consequence of any act or omission or error.

#### **20.0 CONSTITUTION AND RULES**

20.1 Subject to the provisions of the Act, this Constitution may be amended, repealed or added to by a Special Resolution. However an amendment, repeal or addition is valid only if it is registered by the Chief Executive of the Department responsible for the administration of the Act.

20.2 The Constitution is binding on all Members.

20.3 Every Member will upon application be provided with a copy of this Constitution free of charge.

20.4 The Board may make Rules from time to time not inconsistent with this Constitution for the internal management of QDA and which may be amended, repealed or added to by the Board. "Rules" includes codes of conduct and policies.

20.5 Each Member must comply with the Rules as if the Rules were set out in this Constitution.

**END**