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Queensland Diving Association Inc.

# CONSTITUTION

## Queensland Diving Association Inc Constitution

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### **1. NAME**

1.1 The name of the incorporated association is Queensland Diving Association Incorporated ("QDA").

### **2. INTERPRETATION**

2.1 In these rules—

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

*Affiliate Member* means a club admitted as a Member of QDA under clause 9.1.

*AGM* or Annual General Meeting means the annual General Meeting of QDA required to be held by QDA in each calendar year.

*Appropriate Fee* means a fee for Membership, a levy or subscription as determined from time to time by the Board of QDA.

*Board* means those Members elected to bare the responsibilities outlined in clause 19.

*Chairperson* means the President or such other person appointed to Chair any meeting of Members in accordance with this Constitution.

*Delegate* means an Associate Member elected by an Affiliate Member to represent the Affiliate Member at meetings.

*Diving Australia* means Diving Australia Incorporated.

*General Meeting* means a General Meeting of Members.

*Member* means an Affiliate Member, Associate Member or a Life Member as defined by these rules.

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

*Ordinary Resolution* means a resolution passed by a simple majority of Delegates Present.

*Present* means physically at a meeting or as per rule 23.7 or 23.8.

*President* means the Office Bearer elected as President in accordance with clause 31.1 who amongst other things acts as Chairperson of the Board/

*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.

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*Special General Meeting* means any General meeting that is not the Annual General Meeting called in accordance with this Constitution.

*State Representative* means a person elected or appointed from time to time by the Board to act for and on behalf of QDA and represent QDA as required.

2.2 A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

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

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

2.5 Words importing a gender include all genders.

### **3. LOCATION**

3.1 QDA's jurisdiction is the State of Queensland and any other areas as determined from time to time by the Board.

3.2 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.

3.3 The registered address of QDA will be the headquarters of QDA.

### **4. INTENTIONALLY DELETED**

### **5. OBJECTS**

5.1 The objects of QDA are:

- (a) To foster, develop, promote and manage the sport of Diving in the State of Queensland and in any other areas as determined from time to time.
- (b) To arrange, promote, conduct and manage events and Queensland championships between Members.
- (c) To promote, preserve, foster and encourage good fellowship and friendship amongst Members in the sport of Diving.
- (d) To develop coaching and talent identification programs for athletes, coaches, judges, and officials.
- (e) 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 fees.
- (f) To promote and foster equity and social justice within the Queensland Diving community.
- (g) To do all such things as are incidental and/or conducive to the attainment of the objects set out above.

### **6. POWERS**

6.1 QDA has all of the powers of an individual.

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### **7 MEMBERSHIP**

7.1 The Membership of the QDA will consist of the following classes:

- Affiliate Members; and
- Associate Members; and
- Life Members.

7.2 The number of each type of Membership is unlimited.

### **8 RIGHTS OF MEMBERS**

8.1 Affiliate Member

8.1.1 An Affiliate Member, provided their Membership has not been suspended or terminated under Clause 13 of these rules, may elect two (2) Associate Members to act as Delegates on their behalf at meetings. An Affiliate Member must notify the secretary prior to the scheduled meeting date of its nominated Delegates.

8.1.2 A Delegate of an Affiliate Member has the right to attend General Meetings, including the Annual General Meeting, and vote on matters at those meetings, as required.

8.2 Associate Member

8.2.1 An Associate Member is a person involved in the sport, being a coach, official, judge, diver, parent/guardian or volunteer registered with QDA.

8.2.2 An Associate Member does not have to be a member of an Affiliate Member.

8.2.3 An Associate Member who is not a Delegate does not have the right to vote.

### **9. APPLICATION FOR MEMBERSHIP**

9.1 Affiliate Member.

9.1.1 To be eligible for Affiliate Membership, the organisation must be lawfully incorporated.

9.1.2 The application must be in writing.

9.1.3 The organisation applying for Affiliate Membership must lodge with its application a copy of its constitution (including all amendments) and provide details of any changes and any other information reasonably required by QDA.

9.1.4 To maintain Membership of QDA an Affiliate Member must maintain a minimum of 5 divers registered as Associate Members of QDA.

9.2 Associate Member

9.2.1 An individual who is a Member of an Affiliate Member, may apply for Associate Membership by completing an application providing such personal details as determined by the QDA Board and paying the Appropriate Fee to QDA .

9.2.2 An individual may apply for Associate membership of QDA directly with QDA if they are not a Member of an Affiliate Member. An Appropriate Fee for membership must be paid to QDA.

9.3 Life Member

9.3.1 Life Membership of QDA may be conferred on a person recommended by the Board and voted on by the Delegates at an Annual General Meeting by a Special Resolution.

9.3.2 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.

9.3.3 Life Membership can be withdrawn, if recommended by the Board, by a vote of the Delegates at a General Meeting by Special Resolution, if in the opinion of the Delegates, the Life Member has brought the sport of diving into serious disrepute.

For the avoidance of doubt, all membership applications are at the absolute discretion of the Board.

## **10. MEMBERSHIP FEES**

10.1 The fees, levies and subscriptions payable by a Member will be those determined by the QDA Board. All fees, levies and subscriptions owing to QDA as required, must be paid in a timely manner.

## **11 INTENTIONALLY DELETED**

## **12. ADMISSION AND REJECTION OF NEW AFFILIATE MEMBERS**

12.1 The Board must consider an application for Membership at the next Board meeting after it receives the application for Membership.

12.2 The Board must decide at the meeting whether to accept or reject the application.

12.3 If a majority of the Board Members Present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class of Membership applied for.

12.4 As soon as practicable after the Board decides to accept or reject an application, the Board must provide the applicant a written notice of the decision.

12.5 If the Membership application has been approved, the applicant is only admitted as a Member after the Appropriate Fee has been received.

## **13. SUSPENSION OR TERMINATION OF MEMBERSHIP**

13.1 If

- a) An Affiliate Member has less than 5 divers registered as Associate Members; or
- b) An Associate Member is convicted of an indictable offence; or
- c) The fees, levies or subscriptions of an Affiliate Member are unpaid for a period of three calendar months after they become due; or
- d) 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;

then the Board may issue a notice of default to the Member advising that Membership may be suspended or terminated by the Board with a loss of all privileges of Membership and its name removed from the Register of Members.

13.2 The Board will decide at the next Board meeting by a majority vote, whether or not to suspend or terminate the Membership of the Member considered to be in default.

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

13.4 If, after considering all representations made by the Member, the Board decides to suspend or terminate the Membership, the Board must give the Member a written notice of the decision.

13.5 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 and by general resolution of the Board if considered appropriate.

13.6 A Member may at any time by giving notice in writing to the Board 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.

#### **14. APPEAL AGAINST REJECTION, SUSPENSION OR TERMINATION OF MEMBERSHIP**

14.1 A person or organisation whose application for Membership has been rejected, or whose Membership has been suspended or terminated, may give the President of QDA written notice of the intention to appeal against the decision.

14.2 A notice of intention to appeal must be given to the President within 1 month after the person receives written notice of the decision to reject, suspend or terminate Membership. If a notice of intention is not received within 1 month after the person receives written notice of the decision, an appeal will not be considered.

14.3 If the President receives a notice of intention to appeal, the President must, within 1 month after receiving the notice, form an independent appeals tribunal. The appeals tribunal can consist of one or more independent tribunal Members.

14.4 The appeals tribunal must hear the matter within 2 months of the President receiving the notice of intention to appeal.

14.5 At the appeals tribunal the applicant must be given a full and fair opportunity to show why the application should not be rejected or the Membership should not be suspended or terminated.

14.6 Members of the Board who rejected the application or suspended or terminated the Membership must be given a full and fair opportunity to show why the application should be rejected or the Membership should be suspended or terminated.

14.7 A decision of the appeals tribunal is final.

## **15. REGISTER OF MEMBERS**

15.1 The Board must keep a register of Members of QDA.

15.2 The register must include the following particulars for each Member—

- (a) the full name of the Member.
- (b) the postal or residential address of the Member.
- (c) the date of admission as a Member.
- (d) any other particulars the Board considers necessary.

## **16. APPOINTMENT OR ELECTION OF SECRETARY**

16.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

- a) a current Member of the Board; or
- b) another person elected or appointed by the Board.

16.2 If a vacancy happens in the office of secretary, the Members of the Board must ensure a secretary is appointed or elected for QDA within 1 month after the vacancy happens.

16.3 The secretary is not a Member of the Board, is not entitled to vote at Board Meetings and is not counted in determining a quorum unless the person fulfilling the role of secretary is a duly elected Member of the Board or filling a casual vacancy on the Board as per sub rule 22.1

## **17. REMOVAL OF SECRETARY**

17.1 The Board may at any time remove a person appointed or elected by the Board as the secretary by a majority vote of the Board.

17.2 If the Board removes a secretary who is a person mentioned in sub rule 16.3 the person remains a Member of the Board.

## **18. FUNCTIONS OF SECRETARY**

18.1 The secretary's functions include, but are not limited to—

- (a) calling meetings of QDA, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of QDA; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to QDA; and
- (d) maintaining the register of Members of QDA.

## **19. MANAGEMENT BOARD**

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

19.2 The Board will:

- (a) Exercise the powers of QDA within the provisions of this Constitution and within the law;
- (b) Manage the administration of the affairs, property and funds of QDA and all matters relating to QDA;

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- (c) Cause records to be kept of all appointments of Office Bearers, officers, employees and volunteers;
- (d) 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;
- (e) Cause minutes to be made of all proceedings of all meetings of Members and the Board;
- (f) Prepare the Annual Report for presentation to the Annual General Meeting; and
- (g) Cause regular reports to be made to Affiliate Members of its proceedings and of all matters affecting QDA;
- (h) Appoint a State Representative as required.

19.3 Subject to these rules the Board has the general control and management of the administration of the affairs, property and funds of QDA.

19.4 The Board has authority to interpret the meaning of these rules and any matter relating to QDA on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

19.5 The Board will consist of up to seven (7) Members:

- (a) President; and
- (d) Six (6) Board Members

QDA aims to ensure that no one gender is to constitute less than 50% of the total number of Directors at any one time. Where there is an odd number of Directors QDA aims to ensure a 4:3 gender ration of Directors at any one time.

19.6 The Treasurer and Vice President will be elected annually by the Board. All other Members of the Board will be elected in accordance with clause 31.1.

19.7 All Board Members (including the President) 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. A Board Member filling a casual vacancy on the Board will remain in the position until the next AGM, at which time the Board Member will retire. A Board Member having filled a casual vacancy will be eligible for re-election at the AGM, subject to nomination eligibility criteria being met.

The intention is that half of the Board Members positions will be elected each year and the President will be elected each second year. Notwithstanding any other clause, should any adjustment to the term of elected Board Members elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this.

19.9 A member of the Board must be a Member of QDA.

19.10 At each Annual General Meeting of QDA, the members of the Board who have completed a two-year term must retire from office but are eligible for re-election.

19.11 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



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was a defect in the appointment.

**20. ELECTING THE BOARD**

20.1 Any Associate Member of QDA or any other person may nominate for any position on the QDA Board. Nominations must be received by the Board in the prescribed form 28 days prior to the date of the Annual General Meeting. Any person elected to the Board must comply with sub rule 19.9.

20.2 Before any new nominee is eligible to be elected to a Board position the nominee must deliver a written application to the Board not less than 21 days prior to the date of the Annual General Meeting. All such nominee applications and relevant CV's will be forwarded to all Board Members and Affiliate Members for consideration as received not less than 14 days prior to the fixed date for the AGM. The application must include 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.

20.3 Each Delegate of the Affiliate Members Present and eligible to vote at the Annual General Meeting may vote for 1 candidate for each vacant position on the Board.

20.4 A nominee may only be elected if the person—

- (a) is an adult; and
- (b) is not ineligible to be elected as a member of the Board under section 61A of the Act.

20.5 If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

20.6 The Board must ensure that, before a nominee is elected as a member of the Board, the nominee is advised of the various insurance covering QDA and the Board.

**21. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF A BOARD MEMBER**

21.1 A member of the Board may resign from the Board by giving written notice of resignation to the secretary. The resignation takes effect at—

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice—the later time.

21.2 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 secretary.

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(d) For more than two meetings is absent without permission of the Board from meetings of the Board held during that period.

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

21.4 A member of the Board may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

21.5 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

21.6 A member of the Board has no right of appeal against the member's removal from office under this rule.

### **22. VACANCIES ON THE BOARD**

22.1 If a casual vacancy happens on the Board, the continuing members of the Board may appoint another individual to fill the vacancy until the next Annual General Meeting.

22.2 The appointment of a Member to fill a casual vacancy will be by majority vote by the Board members Present at the Board Meeting.

22.3 The continuing members of the Board may act despite a casual vacancy on the Board.

22.4 However, if the number of Board members is less than the number fixed under rule 24.1 as a quorum of the Board, the continuing members may act only to—  
(a) increase the number of Board members to the number required for a quorum; or  
(b) call a General Meeting of QDA, and  
(c) Ensure the continuity of service, and day to day operational requirements of service are met, until a quorum is achieved.

### **23. MEETINGS OF THE BOARD**

23.1 Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.

23.2 The President will be the Chairperson of meetings of the Board.

23.3 In the President's absence the Vice-President will be Chairperson of a meeting 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.

23.4 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.

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

23.6 In the event that the secretary is not Present at a Board Meeting, the President shall elect an interim secretary from the Board members Present to fulfil the role of secretary for the purposes of that meeting.

23.7 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. A Board Member can only attend a meeting remotely twice in one year without prior approval of the Chairperson.

23.8 A committee member who participates in the meeting as mentioned in sub rule 23.7 is taken to be Present at the meeting.

23.9 The Board will decide how a meeting is to be called.

23.10 Notice of a meeting is to be given in the way decided by the Board.

23.11 A member of the Board must not vote on a question about a contract or proposed contract with QDA if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

23.12 The Board may, from time to time, invite other persons to attend a Board meeting to inform and advise the Board on matters as it sees fit. Such invited persons are not entitled to vote at a Board meeting.

## **24. QUORUM FOR, AND ADJOURNMENT OF, A BOARD MEETING**

24.1 A quorum is constituted by the presence of four (4) Board members.

24.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting, the meeting is adjourned.

24.3 The adjourned meeting mentioned in sub rule 24.2 will be resumed within one month of commencing. If there is no quorum within 30 minutes after the time fixed for the adjourned meeting, the meeting lapses.

## **25. SPECIAL MEETING OF THE BOARD**

25.1 If the President receives a written request signed by at least 4 of the members of the Board, the President must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days of the request being received.

25.2 A request for a special meeting must state—  
(a) why the special meeting is called; and

(b) the business to be conducted at the meeting.

25.3 A notice of a special meeting must state—

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

25.4 A special meeting of the Board must be held within 14 days after notice of the meeting is given to the Members of the Board.

## **26. MINUTES OF BOARD MEETINGS**

26.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

26.2 To ensure the accuracy of the minutes, 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.

26.3 Each member of the Board is to receive a copy of previous minutes as soon as practicable after the completion of a meeting.

## **27. APPOINTMENT OF SUBCOMMITTEES**

27.1 The Board may delegate any of its powers and/or functions to one or more subcommittees as it deems fit, but any subcommittee 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.

27.2 A subcommittee 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.

27.3 A subcommittee may elect a Chairperson of its meetings.

27.4 If a Chairperson is not elected, or if the Chairperson is not Present within 10 minutes after the time fixed for a meeting, the Members Present may choose 1 of their number to be Chairperson of the meeting.

27.5 A subcommittee may meet and adjourn as it considers appropriate.

27.6 A subcommittee, unless specifically authorised by the Board, has no authority to make any decision and any determination by a subcommittee shall be a recommendation only for Board determination.

## **28. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

28.1 An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.

28.2 Sub rule 28.1 applies even if the act was performed when—

- (a) there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
- (b) a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

## **29. RESOLUTIONS OF THE BOARD WITHOUT MEETING**

29.1 If all 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 all 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.

## **30. ANNUAL GENERAL MEETINGS**

30.1 The Annual General Meeting must be held annually and no later than (4) months from the end of QDA's reportable financial year.

## **31. BUSINESS TO BE CONDUCTED AT THE ANNUAL GENERAL MEETING**

31.1 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 Meetings 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 and other members of the Board to vacant positions.
- (d) To approve a qualified Auditor (for the following financial year)
- (e) To appoint a Patron (if decided).
- (f) To confer Life Memberships.
- (g) To consider any other business.

## **32. NOTICE OF ANNUAL GENERAL MEETING**

32.1 The secretary must give at least 4 weeks' notice of the Annual General Meeting to each Affiliate Member of QDA and call for any business and nominations from all Affiliate Members.

32.3 The secretary will not less than two weeks prior to the date fixed for the Annual General Meeting forward to each Delegate 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.

32.4 A Delegate desiring to bring business before an Annual General Meeting will give 28 days' written notice of that business to QDA and such business will be included in the agenda of the next Annual General Meeting after receipt of the notice.

32.5 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Delegate will not invalidate the proceedings at any meeting.

32.6 At any meeting the Delegates Present may shorten any time limits set out in this Constitution to bring forward business to facilitate decisions.

### **33 SPECIAL GENERAL MEETINGS**

33.1 Special General meetings take place from time to time as required.

### **34. NOTICE OF SPECIAL GENERAL MEETING**

34.1 On direction of the President, the secretary must call a Special General Meeting of QDA.

34.2 The secretary must give at least 1 month notice of the meeting to each Affiliate Member of QDA.

34.3 A Special General Meeting must be called within 1 month after the secretary is directed to call the meeting by the President.

34.4 If the secretary is unable or unwilling to call the meeting, the President must call the meeting.

34.5 Notice of the Special General Meeting must be given in writing.

34.6 A Special General Meeting must be called.

(a) If a request is made in writing to the Board by a majority of the Delegates clearly stating the nature of the business to be considered.

(b) If a request is made in writing to the President by a majority of Board Members clearly stating the nature of the business to be considered.

34.7 A notice of a Special General Meeting must state the business to be conducted at the meeting.

### **35. QUORUM FOR, AND ADJOURNMENT OF GENERAL MEETING**

35.1 The quorum for a General Meeting is more than 50% of the Delegates.

35.2 No business may be conducted at a General Meeting unless there is a quorum of Members when the meeting proceeds to business.

35.3 If there is no quorum within 30 minutes after the time fixed for a General Meeting the meeting is adjourned.

35.4 If there is no quorum within 30 minutes after the time fixed for an adjourned General Meeting the meeting lapses.

35.5 The Chairperson may, with the consent of the Board at a General Meeting at which there is a quorum, and must if directed by the Board, adjourn the meeting from time to time and from place to place.

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35.6 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **36. PROCEDURE AT A GENERAL MEETINGS INCLUDING ANNUAL GENERAL MEETING**

36.1 A voting Member may take part and vote in a General Meeting in person or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.

36.2 At each General Meeting—

- (a) The President is to preside as Chairperson; and
- (b) if there is no President or if the President is not Present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Board Members Present must elect 1 of their number to be Chairperson of the meeting; and
- (c) The Chairperson must conduct the meeting in a proper and orderly way.

### **37. VOTING AT GENERAL MEETING INCLUDING ANNUAL GENERAL MEETING**

37.1 At a General Meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the Members Present who are eligible to vote.

37.2 Each Member Present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.

37.3 A Delegate is not entitled to vote at a General Meeting if their Affiliate's annual subscription is in arrears at the date of the meeting.

37.4 The method of voting is to be decided by the Board. However, if at least 20% of the Members Present demand a secret ballot, voting must be made by secret ballot.

37.5 If a secret ballot is held, the Chairperson must appoint 2 Members to conduct the secret ballot in the way the Chairperson decides.

37.6 The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **38. INTENTIONALLY DELETED**

### **39. PROXIES**

39.1 Proxy votes are not permitted.

### **40. MINUTES OF GENERAL MEETINGS INCLUDING ANNUAL GENERAL MEETINGS**



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40.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.

40.2 To ensure the accuracy of the minutes—

- (a) the minutes of each General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and
- (b) the minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of QDA that is a General Meeting or Annual General Meeting, verifying their accuracy.

40.3 If asked by a Member of QDA, the secretary must, within 28 days after the request is made—

- (a) make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
- (b) give the Member copies of the minutes of the meeting.

40.4 QDA may require the Member to pay the reasonable costs of providing copies of the minutes.

### **41. POLICIES, CODES OF CONDUCT AND PROCEDURES**

41.1 The Board may make, amend or repeal policies, codes of conduct and procedures, not inconsistent with these rules, for the internal management of QDA.

41.2 Each Member must comply with these policies, codes of conduct and procedures as if they were Rules set out in this Constitution.

### **42. ALTERATION OF RULES**

42.1 Subject to the Act, these rules may be amended, repealed or added to by a Special Resolution carried at a General Meeting.

42.2 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.

### **43. COMMON SEAL**

43.1 The Board must ensure QDA has a common seal.

43.2 The common seal must be—

- (a) kept securely by the Board; and
- (b) used only under the authority of the Board.

43.3 Each instrument to which the seal is attached must be signed by a Member of the Board and countersigned by—

- (a) the secretary; or
- (b) another Member of the Board; or
- (c) someone authorised by the Board.

### **44. FUNDS AND ACCOUNTS**

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

44.2 The funds of QDA must be kept in an account in the name of QDA in a financial institution decided by the Board.

44.3 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of QDA.

44.4 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

44.5 Payments of \$100.00 or more must be authorised or endorsed by any two of the following:

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

44.8 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.

44.9 Any audit required is to be completed prior to the Annual General Meeting.

44.10 An Audit may be requested by the Board, after a majority vote, at any time.

44.11 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

44.12 A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.

44.13 All expenditure must be approved or ratified at a Board meeting.

44.14 On behalf of the Board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

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

## **46. DOCUMENTS**

46.1 The Board must ensure the safe custody of books, documents, instruments of title and securities of QDA.

## **47. FINANCIAL YEAR**

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47.1 The end date of QDA's financial year is 31<sup>st</sup> December in each year.

### **48. INDEMNITY**

48.1 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.

48.2 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.

### **49. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

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

49.2 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 Affiliate 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 Affiliate Members.