

CAVE DIVERS ASSOCIATION OF AUSTRALIA



CONSTITUTION

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Cave Divers Association of Australia Incorporated
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1 NAME

The name of the Association is "Cave Divers Association of Australia Incorporated"

2 DEFINITIONS AND INTERPRETATION

2.1 DEFINITIONS

In the Constitution unless the contrary intention appears:

1. **"CDAA"** means Cave Divers Association of Australia Incorporated.
2. **"Constitution"** means the Constitution of the CDAA as amended from time to time.
3. **"National Committee"** means the body of members appointed to the National Committee in accordance with the Constitution.
4. **"Director"** means a member of the National Committee.
5. **"Act"** means the Associations Incorporation Act, 1985 (South Australia).
6. **"Regulations"** means the Regulations of the CDAA.
7. **"Eligible member"** means a member who at polling date has paid all fees, levies and charges due or who may be exempt from such fees, levies or charges which arise or may arise through the application of the Constitution and Regulations.
8. **"Office Bearers"** means members formally appointed by the National Committee who act as agents of the CDAA to perform specific duties as stipulated by the National Committee.

2.2 INTERPRETATION

In the Constitution:

1. a reference to a function includes a reference to a power, authority and duty;
2. a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
3. words imposing the singular include the plural and vice versa;
4. words imposing any gender include the other gender;
5. a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
6. where communication is by electronic mail, such communication will be made to the last advised contact email address and all reasonable attempts will be made to ensure that such communication is received at that address. Where information is received that an email address is invalid or if there is any doubt that an email communication may not be sufficient, communication will be by post in a physical form. Members may elect to receive communication by electronic mail or traditional post.

3 AIMS AND OBJECTIVES

The main aims and objectives of the CDAA are to foster the development, advancement, promotion, mapping, education, exploration, conservation, safety and research of underwater caves and related features throughout Australia.

In seeking to achieve these Aims and Objectives the CDAA may seek to undertake the following activities as required:

1. Seek Government support and assistance for the attainment of the CDAA's aims and objectives.
2. Raise funds, accept subscriptions, donations, devises and bequests to enable the furtherance of the CDAA's aims and objectives.
3. Acquire, dispose of or otherwise deal with any real or personal property that may be considered necessary or convenient by the National Committee.
4. Liaise with landowners, land managers and other interested parties to promote understanding and cooperation with the CDAA's aims and objectives.
5. Promote and engage in other such activities and provide such other facilities as are consistent with and which will enhance the CDAA's aims and objectives.
6. Recognise achievements of current and past members through the establishment of a "Hall of Fame".
7. The CDAA may join as a member of any other Body, the aims and objectives or interests of which the National Committee considers to be in common with those of the CDAA.

4 MEMBERSHIP

4.1 MEMBERSHIP CATEGORIES

There are five categories of membership:

1. Full membership
2. Life membership
3. Inactive membership
4. Temporary student membership
5. Temporary visitor membership

4.1.1 FULL MEMBERSHIP

1. Full membership is available for all persons who have successfully completed a CDAA course and/or any other requirement(s) for membership stipulated in the Regulations.
2. Membership is effective only after the application is processed by the National Committee.
3. A full member is eligible to dive in CDAA sites commensurate with their training and experience and subject to the Site Access conditions.
4. A full member may attend State Meetings, Special General Meetings and Annual General Meetings.
5. A full member may stand for election, vote and propose or second motions.
6. A full member who is renewing their membership must apply to the National Committee for reinstatement.
7. A full member whose membership has not been renewed by 1st September following expiry on June 30th of that year shall be deemed to have lapsed.

8. A member whose membership has lapsed and who is applying for reinstatement may be required to provide evidence of relevant diving experience during the lapsed period.

4.1.2 LIFE MEMBERSHIP

1. Any person who has contributed extraordinary voluntary service consistent with the CDAA's aims and objectives over a number of years may be nominated to become a Life Member.
2. Any such nomination must be supported by a statement detailing the nominee's achievements consistent with the CDAA's aims and objectives over a number of years.
3. Nominations for Life Membership must be submitted to the National Committee by June 30th. The National Committee will consider all such nominations and where a majority of the National Committee agrees that such nomination has sufficient merit, the National Committee will recommend the nomination to the membership as a motion. Such nomination to be included in the annual ballot with votes counted at the next Annual General Meeting.
4. Motions for life membership will be carried provided 70% of votes received from members are in favour of the motion.
5. A life member is eligible to dive in CDAA sites commensurate with their training and experience and subject to the Site Access conditions.
6. A life member will be exempt from annual membership fees but may be required to pay any levies which may be imposed by the CDAA. Any exemptions from levies will be as defined by the Regulations.
7. A Life Member may be requested to serve on a Member Appeals Committee.

4.1.3 INACTIVE MEMBERSHIP

1. Full members who are current members may apply for inactive membership.
2. Membership is effective after the application is processed by the National Committee.
3. Inactive members have no diving rights in CDAA controlled sites, but retain all the responsibilities of full membership.
4. An inactive member may attend State Meetings, Special General Meetings and Annual General Meetings.
5. An inactive member may stand for election, vote and propose or second motions.
6. A full member will not be entitled to a refund of any fees for the current year of membership, should an inactive membership be approved.
7. A member's CDAA full membership card must be surrendered before an inactive membership is valid.
8. An inactive member may regain full membership status by applying to the National Committee within 5 years of becoming an inactive member, paying the prescribed full membership fee and satisfying such conditions as deemed appropriate by the National Committee.

4.1.4 TEMPORARY STUDENT MEMBERSHIP

1. Temporary student membership is available to persons who are not currently CDAA members who wish to undertake a CDAA diving course.
2. Temporary student members are temporary members of the CDAA for the purpose of undertaking a CDAA diving course.
3. Membership is effective after the application is processed by the National Committee.
4. A temporary student member may attend State Meetings, Special General Meetings and Annual General Meetings.
5. A temporary student member cannot stand for election, vote, propose or second motions.
6. Temporary student membership will be converted to full membership at the successful completion of the course. Membership will lapse at the conclusion of the course for unsuccessful candidates.
7. A temporary student member may only visit and dive at CDAA controlled dive sites when accompanied by a CDAA Instructor.

4.1.5 TEMPORARY VISITOR MEMBERSHIP

1. Temporary visitor membership is available to appropriately qualified persons visiting from overseas who wish to dive in CDAA controlled dives sites.
2. A temporary visitor membership is not available to a current Australian resident who has resided in Australia for the previous 2 years.
3. Membership is effective after the application is processed by the National Committee.
4. Temporary visitor members may attend State Meetings, Special General Meetings and Annual General Meetings.
5. A temporary visitor member cannot stand for election, vote, propose or second motions, or speak at any CDAA meeting unless specifically requested to do so by the duly appointed chairman of such meeting.
6. A temporary visitor member is eligible to dive in CDAA sites commensurate with their training and experience and subject to the Site Access conditions where accompanied by a full member.
7. A temporary visitor member is eligible to dive in CDAA sites commensurate with their training and experience and subject to the Site Access conditions without being accompanied by a full member provided that they have received an appropriate induction in accordance with the Regulations.

4.2 FEES AND CHARGES

1. All fees, levies and charges will be stipulated by the National Committee and may be published in the Regulations.
2. Annual fees are due on 1 July of each year.
3. If any member whose membership fee is due 1 July is unpaid by 1 September they will cease to be a member.

4.3 MEMBERSHIP RESPONSIBILITY

All Members of all categories acknowledge and agree by virtue of their application for membership from time to time to the following:

1. They shall comply with and observe the Constitution and Regulations and any determination, resolution or policy which may be made or passed by the National Committee. Refusal or neglect to do so will render the member liable to suspension, expulsion, fine or any other penalty as set out in the Regulations.
2. They are entitled to all benefits, advantages, privileges and services of CDAA membership.
3. No member will make, authorise or issue any public statement, whether written or verbal which in any way purports to represent the CDAA or its views on any matter without the prior written permission of the National Director.
4. No member will carry out any resolution of any meeting unless:
 - a. the meeting is a duly constituted meeting within the provisions of the Constitution;
 - b. the resolution has been passed by a majority vote at that meeting;
 - c. the member is authorised to do so as an action of that resolution.

4.4 REGISTER OF MEMBERS

4.4.1 CONTENT OF REGISTER

The CDAA shall keep and maintain a register in which shall be entered (as a minimum):

1. The full name, address, category of membership, diving qualifications and date of entry to membership; and
2. Where applicable, the date of termination of membership.
3. Where applicable, any disciplinary notices issued against the member.

4.4.2 USE OF REGISTER

1. Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the aims and objectives of the CDAA.
2. The membership records and mailing list remain the property of the CDAA.
3. Membership records and mailing lists shall be used only for official CDAA business.
4. Subject to privacy laws, landowners may inspect the register but this is limited to information as relevant to validate a member's eligibility to dive or have access to a site.

4.5 CESSATION OF MEMBERSHIP

1. Any member may resign or withdraw from membership by giving notice in writing to the Business Director of the intention to resign.
2. Any member resigning from the CDAA or ceasing for any reason whatsoever (including expulsion) to be a member does not have any right, title or interest in or to any property of the CDAA and shall not use or continue to use any property of the CDAA including intellectual property, tools or equipment.
3. Any member ceasing to be a member shall return any CDAA documents, records or other property in their possession, custody or control to the CDAA within 7 days.

4. Any member ceasing to be a member part way through a membership year is not entitled to a refund of any of the fees for that membership year.

5 HALL OF FAME

1. The National Committee will establish and maintain a CDAA Hall of Fame, which is a list of noteworthy individuals who have achieved excellence in cave diving in Australia whilst a member of the CDAA and/or contributed high levels of service to the CDAA.
2. Nominations for Hall of Fame status must be submitted in writing to the Business Director by June 30th each year.
3. Any such nomination must be supported by a written statement detailing the nominee's achievements consistent with the CDAA's aims and objectives and must be seconded by no less than five current full members.
4. Such nomination will be included in the annual ballot with votes counted at the next Annual General Meeting.
5. Motions for Hall of Fame status will be carried provided 70% of votes received from members are in favour of the motion.

6 BREACHES OF THE CONSTITUTION OR REGULATIONS

6.1 GENERAL

1. Where the National Committee considers that a member has:
 - a. breached, failed, refused or neglected to comply with a provision of the Constitution, the Regulations or any resolution or determination of the National Committee; or
 - b. acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the CDAA; or
 - c. brought the CDAA, any other member or cave diving into disrepute;the National Committee may commence disciplinary proceedings against that member, and that member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the CDAA.
2. The National Committee has the power to suspend, expel, or fine a member, or apply any other penalty as set out in the Regulations for any breach of the Constitution or Regulations following an investigation.
3. The National Committee shall be limited to apply any financial penalty no greater than five times the current annual full membership fee unless such a penalty includes an amount for the restitution of expenses or damages incurred by the CDAA as result of the actions of the member concerned.
4. All members will assist to the best of their ability any investigation conducted into alleged breaches of the Constitution or Regulations.

6.2 INVESTIGATION PROCEDURES

1. Where any person believes that a member has breached the Constitution or Regulations, that person may advise the National Director in writing providing details of the alleged breach.
2. Upon receipt of written advice of an alleged breach the National Director will advise the National Committee who will conduct a preliminary investigation to determine whether the alleged breach is of substance and concern.

3. If the preliminary investigation by the National Committee indicates that the alleged breach is of substance, the National Director will advise the affected member and invite a response.
4. The National Committee will provide a report outlining the results of the preliminary investigation within 30 days of receiving details of the alleged breach.
5. Where a breach is determined to be of substance and is admitted by a member as a result of the preliminary investigation, the National Committee will determine what penalty will be applied. Where the member accepts the penalty as determined by the National Committee as an outcome of the preliminary investigation no further action will be required other than the imposition of the penalty and payment of it.
6. Where the alleged breach is determined to be of substance, but is not admitted by the member, or the member does not accept or pay the penalty applied as an outcome of the preliminary investigation, the National Committee will within 21 days, establish a Peer Review Committee which shall conduct an investigation into the alleged breach.
7. The Peer Review Committee will comprise three current CDAA members, two of whom will have been members of the CDAA for not less than five years at the date of the formation of the Peer Review Committee and who are not themselves currently the subject of any investigation into alleged breaches of the Constitution or Regulations and who are not members of the current National Committee. Those members will be selected randomly from available members who meet these criteria and who accept the request. The third who will be a current member of the National Committee.
8. Terms of Reference for operation of the Peer Review Committee may be established within the Regulations or in absence by the Peer Review Committee itself.
9. The member who is alleged to have breached the Constitution or Regulations will be notified within seven days of the decision to establish a Peer Review Committee to conduct a full investigation. Such notice will be delivered by registered mail and must provide full details of the nature of the allegation(s). In addition the member will be advised within 21 days the names of the members who will form the Peer Review Committee.
10. The Peer Review Committee will collect and examine all evidence relating to the alleged breach. The member who is alleged to have breached the Constitution or Regulations may make a submission in writing to the Peer Review Committee and provide any evidence concerning the allegation(s).
11. Once all evidence relating to the alleged breach has been collected, the Peer Review Committee will determine whether there is a case to answer and whether or not to continue with the investigation process.
12. If the Peer Review Committee determines there is no case to answer, the investigation will cease. The Peer Review Committee will advise the National Committee of their decision and the reasons for it and will also advise the affected member that the investigation has ceased without requirement for further explanation.
13. If the Peer Review Committee determines there is a case to answer, the investigation process will continue and a summary of all evidence will be provided to the member who is the subject of the investigation. The member will then be provided an opportunity to respond to the allegations. Any

response must be made in writing within 30 days of receipt of the summary of the evidence.

14. At the time of providing the summary of evidence to the affected member, the Peer Review Committee will set a date for a hearing to deal with the allegations. The hearing date will be not less than 30 days and not more than 90 days from this time with the date set by mutual consent of all parties.
15. The affected member will be provided with a notice in writing of the agreed hearing date. Such notice must provide full details of the nature of the allegation(s) and the time and place of the Peer Review Committee hearing at which time the member is entitled to appear before the Peer Review Committee (with or without representation) for the hearing of the allegation(s). In this context, “appear” includes personal attendance as well as virtual attendance using appropriate electronic media.
16. Failure of a member to attend such a hearing, to answer allegations as detailed by duly served notice will not preclude the Peer Review Committee from proceeding and adjudging a decision and penalty.
17. The Peer Review Committee will provide a written report to the National Committee outlining the results of the investigation and the penalty determined. Such report to be provided within 21 days of the hearing. The findings of the Peer Review Committee as to the penalty are binding upon the National Committee.
18. Within ten days of receipt of the Peer Review Committee report to the National Committee, the National Director will advise the affected member in writing of the findings including any penalty determined by the Peer Review Committee. The National Director will also provide the affected member with a summary of the investigation report by the Peer Review Committee.
19. All reports into breaches of the Constitution or Regulations and penalties determined will be maintained by the National Committee. Such reports will be made available to future Peer Review Committees for the sole purpose of assisting future investigations and penalty determinations. Such reports will at all times be treated as confidential and are not to be accessed by any other member.
20. In the absence of an appeal, failure by the member to comply and/or pay the penalty within time will be considered a breach of the Constitution and attract commensurate penalty which may include expulsion.

6.3 APPEALS PROCEDURES

1. Any member who has been penalised by the CDAA has the right to appeal such a penalty or decision.
2. The appeal must be lodged together with an appeal bond (the level of which is stipulated in the Regulations but in any event shall not be less than five times the current annual full membership fee) with the National Director within 14 days of written notice of the suspension, expulsion or penalty being received by the appellant.
3. Within 30 days of receiving notice of an appeal, the National Director will advise the appellant of the date of the hearing of the appeal which is to occur not less than 30 days and not more than 90 days after receiving such notice, unless mutually agreed by both parties in writing.
4. When an appeal has been lodged a Member Appeals Committee will be formed comprising a Life Member (or where a Life Member is not available a

current CDAA member who will have been a member of the CDAA for not less than ten years at the date of the formation of the Member Appeals Committee), an appointee for the appellant and an appointee for the National Committee. A member of the Peer Review Committee cannot be a member of the Member Appeals Committee for the same case.

5. The Member Appeals Committee will review the allegations and all evidence presented.
6. A majority ruling of the Member Appeals Committee will be final and binding.
7. In the event that the Peer Review Committee's decision is upheld (both the determination and the penalty), the appellant will forfeit the appeal bond.
8. Failure by the member to comply and/or pay the penalty within time will be considered a breach of the Constitution and attract commensurate penalty which may include expulsion.

7 NATIONAL COMMITTEE

7.1 POWERS AND DUTIES

Subject to the Act and the Constitution, the business of the CDAA shall be managed, and the powers of the CDAA shall be exercised by the National Committee. In particular the National Committee will:

1. make and amend Regulations consistent with the Constitution, for the proper advancement, management and administration of the CDAA, and the advancement of the aims and objectives of the CDAA;
2. deal with applications for membership and resignations of members.
3. interpret the Constitution and Regulations.
4. deal with any matters which may arise in the day to day running of the CDAA.
5. classify all CDAA sites in accordance with the definitions contained in the Regulations.
6. apply the investigations procedures where breaches of the Constitution and Regulations are indicated.
7. apply action to be taken against any member who breaches the Constitution and Regulations.
8. appoint a Returning Officer as defined in the Act.
9. appoint a Public Officer in accordance with the Act.

7.2 COMPOSITION OF THE NATIONAL COMMITTEE

The CDAA National Committee shall comprise of five Committee members being:

1. National Director
2. Business Director
3. Publications and Records Director
4. Site Director and
5. Standards Director

7.3 NATIONAL COMMITTEE MEMBERS AND ELECTIONS

1. National Committee members must be eligible members of the CDAA and residents of Australia.
2. The election of National Committee members shall take place by electronic ballot and the result will be announced at the Annual General Meeting.
3. All National Committee positions shall be for a two year term.

4. The positions of National Director, Site Director and Publications and Records Director will be called for every alternate year commencing with an odd numbered year. The positions of Business Director and Standards Director will be called for every alternate year commencing with an even numbered year.
5. Except for where otherwise provided the term of office of the National Committee will be the period of time commencing from the Annual General Meeting where National Committee members are announced as being successful candidates to the next Annual General Meeting where the National Committee members are again announced.

7.3.1 NOMINATIONS

1. Nominations for elected National Committee positions must be received by the Returning Officer not less than 45 days prior to the polling date.
2. Nothing will prevent retiring National Committee members from re-nominating.
3. Each nominee may appoint a scrutineer for the counting of votes.

7.3.2 FORM OF NOMINATION

1. Nominations for National Committee members must be in writing and be signed by the nominee, a proposer and a seconder.
2. The nominee, proposer and seconder must all be eligible members of the CDAA at the date of the nomination.

7.4 VACANCIES OF THE COMMITTEE

7.4.1 CASUAL VACANCIES

1. The National Committee will fill any casual vacancy of the National Committee, within three months of such a vacancy occurring.
2. The relevant position will then be held until the next Annual General Meeting, at which time it will be declared vacant and a new election held.
3. A person elected to fill a casual vacancy will serve for the remaining term of that vacancy.
4. A committee member whose position on the committee has been terminated in accordance with the Constitution or the Act may not be appointed to fill a casual vacancy for the remaining period of their original office.

7.4.2 GROUNDS FOR TERMINATION OF COMMITTEE MEMBERSHIP

In addition to the circumstances in which the office of a committee member becomes vacant by virtue of the Act, the position of a committee member may become vacant if the committee member:

1. is absent without consent of the committee for four or more National Committee meetings in any 12 month period from one Annual General Meeting to the next;
2. is directly or indirectly interested in any contract or proposed contract with the CDAA and fails to declare the nature and extent of their interest to the committee;
3. is removed from office by resolution passed at a Special General Meeting of the CDAA.
4. is found in breach of the Constitution or Regulations in accordance with the provisions of the Constitution, and whose membership is suspended.

5. consistently fails to perform required duties as defined in the Constitution.

7.4.3 COMMITTEE MAY ACT

In the event of a casual vacancy or vacancies in the office of a National Committee member, the remaining Committee may act but, if the number of remaining Committee members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee members to a number sufficient to constitute such a quorum.

7.4.4 OFFICE BEARERS TO RETURN CDAA MATERIALS

Any person ceasing to be an Office Bearer shall return any CDAA documents, records or other property in their possession, custody or control to the CDAA within 7 days.

7.5 DUTIES OF NATIONAL COMMITTEE MEMBERS

7.5.1 DUTIES COMMON TO ALL DIRECTORS

Collectively, the National Committee is responsible for ensuring that the CDAA abides by regulatory requirements of the Act. In addition to this collective responsibility each Director shall:

1. prepare a regular report of Director activities for publication to members not less than once every quarter during their term of office;
2. prepare an Annual Report of the activities in their areas of responsibility for distribution to members not less than 30 days prior to the Annual General Meeting;
3. be responsible for sub committees operating under that Director's areas of responsibility;
4. conduct all correspondence relevant to the position of that Director except where such correspondence is for publication or general release to the public;
5. have the power to delegate and assign tasks as the need arises.

7.5.2 DUTIES OF THE NATIONAL DIRECTOR

The National Director shall in addition to duties common to all Directors:

1. preside as chairman at all meetings of the CDAA;
2. have the casting vote at meetings of the CDAA, except where otherwise provided for in the Constitution;
3. authorise all statements for publication or general release to the public;
4. be responsible for ensuring legal and insurance matters relating to members, sites, landowners and other interested groups are attended to in a timely manner;
5. be responsible for ensuring appropriate frameworks are in place to manage the CDAA's risks and potential risks to members;
6. be responsible for ensuring research and exploration activities;
7. be responsible for all duties or responsibilities not otherwise defined.

7.5.3 DUTIES OF THE BUSINESS DIRECTOR

The Business Director shall in addition to duties common to all Directors:

1. assist the National Director and in his absence or inability, to act for and exercise all powers and perform all of the duties of the National Director;
2. conduct preliminary investigations of alleged infringements of the Constitution and Regulations in accordance with the provisions of the Constitution, where the National Director is unable to act;
3. develop, implement and manage the CDAA's Annual Financial Plan;
4. in accordance with the Act be responsible for the receipt and banking of all monies, authorising and paying all accounts, keeping all necessary accounting records and preparing and submitting the books of account to the Auditor each year;
5. be responsible for maintaining and amending the documents pertaining to the Constitution and Regulations and ensuring that these are registered with relevant authorities;
6. issue notices, call meetings and advise members accordingly, prepare agendas and take minutes all in accordance with the Act and the Constitution;
7. be responsible for the effective management of CDAA Products.
8. be responsible for the nomination of the electronic voting software

7.5.4 DUTIES OF THE PUBLICATIONS AND RECORDS DIRECTOR

The Publications and Records Director shall in addition to duties common to all Directors:

1. be responsible for the timely production and distribution of CDAA publications including the management of advertising in such publications;
2. be responsible for keeping all records of the CDAA;
3. maintain a record of members including their financial status and advise members of any fees, levies and charges due;
4. maintain a record of members holding current CDAA Instructor status;
5. maintain a record of all Special Visitor Permits issued;
6. be responsible for issuing all membership cards;
7. maintain records of all Investigations and Appeals;
8. be responsible for maintenance of the website and electronic membership communication mechanisms.

7.5.5 DUTIES OF THE SITE DIRECTOR

The Site Director shall in addition to duties common to all Directors:

1. liaise with the members of the CDAA, landowners, land managers and other interested groups for the purpose of obtaining and maintaining dive site access;
2. appoint all Site Access Officers and Guides;
3. co-ordinate and manage the activities of Site Access Officers and Guides;
4. be responsible for management and development of CDAA owned sites;
5. be responsible for management of the physical maintenance and upkeep of CDAA controlled sites, in liaison with landowners;
6. be responsible for management of mapping and conservation activities.

7.5.6 DUTIES OF THE STANDARDS DIRECTOR

The Standards Director shall in addition to duties common to all Directors:

1. be responsible for the development, implementation and maintenance of the Standards and Procedures Manual, as defined in the Regulations;
2. be responsible for ensuring compliance with the provisions of the Standards and Procedures Manual;
3. be responsible for all training and education programs;
4. issue all certifications as defined by the Regulations;
5. consider any applications for Instructor appointments in accordance with the provisions of the Constitution and the Regulations.

7.6 PUBLIC OFFICER

1. The National Committee will be responsible for appointing the Public Officer in accordance with the Act.
2. A Public Officer must be appointed from eligible members of the CDAA and cannot be an Office Bearer.

7.7 NATIONAL COMMITTEE MEETINGS

7.7.1 COMMITTEE TO MEET

1. The National Committee of the CDAA must hold a formal meeting at least once every three months during its term of office.
2. Such a meeting may be either physically or by electronic means but must be held in real time.

7.7.2 QUORUM

1. At meetings of the National Committee, the number of Committee members whose presence is required to constitute a quorum is four National Committee members.
2. Once a quorum is reached the meeting is considered to be duly constituted.

7.7.3 NATIONAL COMMITTEE MEETINGS PROCESS

1. All decisions of the National Committee must be made at a duly constituted meeting.
2. Business shall only be transacted if a quorum has been established, written notice having been given to each National Committee member and a period of not less than seven days having expired.
3. Notwithstanding the provisions of sub-clause 2 of this clause, a shorter notice period may be applied in exceptional circumstances provided that all National Committee members agree that such circumstances exist.
4. The agenda for each meeting shall be forwarded to each Committee member not less than five days prior to such a meeting.
5. Decisions of the National Committee shall be made by majority vote of those members present.

7.7.4 CONFLICT OF INTEREST

1. In addition to the obligations under the Act in relation to contractual matters, a Director shall declare their interest in any disciplinary matter in which a conflict of interest arises or may arise, and shall, unless otherwise

determined by the National Committee, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter.

2. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue shall be immediately determined by vote of the National Committee, or if this is not possible, the matter shall be adjourned or deferred.
3. Any declaration made, any disclosure or any general notice given by a Committee member must be recorded in the minutes of the meeting.

7.8 DELEGATIONS

7.8.1 SUB-COMMITTEES

1. The Committee may in writing create or establish or appoint sub-committees, individual officers or consultants to carry out such duties and functions, and with such powers not exceeding their own, as the National Committee determines from time to time.
2. Such sub-committees can be established by the National Committee at any time provided the sub-committee has a specific purpose and reports its activities regularly to a Director responsible for its operation or as required by the National Committee.
3. The scope of activity to be undertaken by sub-committees will be governed by their Terms of Reference which must be endorsed by the National Committee prior to the sub-committee being established. The National Committee may review the Terms of Reference at any time.

7.8.2 NATIONAL COMMITTEE MEMBER DELEGATIONS

1. Where a member of the National Committee is unable to perform their duties due to a planned absence or inability, that member shall arrange for another National Committee member to undertake their duties during their absence.
2. Where a member of the National Committee is unable to perform their duties due to an unexpected absence or inability, the National Director (or their nominated delegate) shall assume those duties.

8 MAKING AND AMENDING REGULATIONS

1. The National Committee may make and amend Regulations.
2. Regulations can only be made or amended in the following circumstances:
 - a. At a duly constituted meeting of the National Committee.
 - b. On the proposal of a properly requisitioned Special General Meeting of the members to make or amend the Regulations. At such a Special General Meeting a majority of the members present must agree to the new or amended Regulations with no casting vote to be permitted.

9 FINANCIAL REPORTING

9.1 FINANCIAL YEAR

The financial year of the CDAA will be from 1 July to 30 June inclusive.

9.2 ACCOUNTS TO BE KEPT

1. The CDAA shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the CDAA.
2. The CDAA shall retain records for seven years after the completion of the transactions or operations to which they relate.

9.3 APPOINTMENT OF AUDITOR

The National Committee shall appoint a properly qualified auditor for each financial year.

9.4 FINANCIAL GOVERNANCE

9.4.1 REGULATIONS FOR FINANCIAL GOVERNANCE

1. The National Committee shall make Regulations to ensure good financial governance.
2. Such Regulations shall include a mechanism for authorisation of all expenditure by not less than two Directors (which shall include the Business Director or their nominated delegate). Where expenditure is below an agreed threshold (identified within the Regulations) authorisation may occur after the expenditure is incurred. Where expenditure exceeds the agreed threshold authorisation shall occur prior to the expenditure being incurred.

9.4.2 CAPITAL BUDGET

1. A Capital Budget shall be prepared each year identifying planned acquisition and disposal of any assets with a current value of greater than \$5,000. Anticipated acquisitions and disposals of less than \$5,000 may be grouped as unspecified capital items.
2. The Capital Budget shall be presented at the Annual General Meeting.
3. An electronic ballot shall be conducted of all members before such acquiring or disposing of any item with a current value of greater than \$10,000.
4. A simple majority of all members who vote shall be sufficient to pass the resolution.

9.4.3 OPERATING BUDGET

1. An Operating Budget shall be prepared each year. The Operating Budget will outline the expected income and expense items for the CDAA for the forthcoming year. The Operating Budget does not include anticipated Capital Expenditure.
2. The Operating Budget shall be presented at the Annual General Meeting.
3. The Operating Budget shall be updated not less than quarterly throughout the year with a forecast identifying the final income, expenditure and net profit for the current year. Each update shall be published to the membership by the Business Director.

10 COMMON SEAL

1. The CDAA must have a common seal upon which its corporate name appears in legible characters.
2. The seal must not be used without the express, written authorisation of the National Committee.
3. The fixing of the seal must occur in the presence of at least two National Committee members.
4. The seal shall be kept in the custody of the Business Director or such other member of the CDAA as determined by the National Committee.
5. The affixing of the Seal shall be recorded in the minute books of the CDAA.

11 INDEMNITY

The CDAA shall indemnify its Directors and Office Bearers against all damages and losses (including legal costs) for which they may be or become liable to any third party in consequence of any act or omission (except wilful misconduct), performed or made whilst acting on behalf of and with the authority, express or implied of the CDAA.

12 ANNUAL GENERAL MEETINGS

12.1 GENERAL PROVISIONS

1. An Annual General Meeting of the CDAA will be held at a date fixed by the National Committee between 15 September and 15 November each year.
2. The time and location will be determined by the National Committee. It must be held in a location that best serves the majority of members.
3. A Returning Officer will be appointed by the National Committee and who must not be standing for election at that meeting.

12.2 VOTING FOR BUSINESS OF ANNUAL GENERAL MEETINGS

1. All voting for business of the Annual General Meeting will be conducted prior to the meeting with results announced at the meeting.
2. Only eligible members are entitled to vote.
3. Each member will have one vote.
4. Voting will be conducted by electronic ballot as authorised by the National Committee.
5. Items voted on shall only be made in a form approved by the National Committee.
6. The ballot system shall protect the anonymity of the voter and be confidential.
7. A simple majority of the members who vote will be sufficient to pass the election or resolution.
8. At least 60 days written notice of the polling date for the election must be given by the Business Director to all members.
9. Such written notice shall state the Returning Officer, the place, time, and date of the meeting and a request for the written nominations of candidates for the National Committee positions.
10. The polling date for elections will be held a minimum of five days before the Annual General Meeting.
11. The minutes of the previous meeting, the agenda for the meeting and annual reports will be made available to members at least 30 days prior to the Annual General Meeting by any vehicle which is deemed appropriate by the National Committee from time to time. Such vehicles to include both electronic and

written modes to be accessible. At the same time the National Committee must also advise members of modes of access to this information.

12. A list of validly nominated eligible members for each contested National Committee position together with ballot papers, for the purpose of casting an electronic vote will be made available to members at least 30 days prior to the Annual General Meeting.

12.3 BUSINESS

1. The business to be transacted at an Annual General Meeting will be in the following order:
 - a. Opening and welcome
 - b. Present and apologies
 - c. Acceptance of the minutes of the previous Annual General Meeting
 - d. Business Arising from the previous Annual General Meeting
 - e. Adoption of the Directors' Annual Reports
 - f. Appointment of an Auditor
 - g. Appointment of a Public Officer
 - h. Results of voting
 - i. Presentation of Audited Financial Statements
 - j. Presentation of Operating and Capital Budgets for the current year
 - k. General Business
 - l. Any Other Business
 - m. Close
2. No business other than that stated on the notice for the Annual General Meeting shall be transacted at that meeting.

12.4 PROCEEDINGS AT ANNUAL GENERAL MEETINGS

12.4.1 QUORUM

1. No business shall be transacted at any Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business.
2. A quorum for Annual General Meetings shall be 20 members and four CDAA Directors.

12.4.2 CHAIRMAN TO PRESIDE

1. The National Director of the CDAA will preside as chairman.
2. The National Director may delegate the chairmanship of the Annual General Meeting.

12.4.3 ADJOURNMENT OF MEETING

1. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be adjourned until a later time that same day.
2. If at the adjourned meeting a quorum is not present within half an hour from the new time appointed for the meeting, the meeting will lapse.

13 SPECIAL GENERAL MEETINGS

13.1 REQUISITION OF SPECIAL GENERAL MEETINGS

1. A Special General Meeting will be convened whenever the National Committee or the Public Officer deems necessary or upon a written request from at least 10% of eligible members.
2. The written request must be signed by all eligible members requesting the meeting and must be sent to the Public Officer of the CDAA stating the object(s) of the meeting. No business other than that notified can be transacted at the meeting.
3. The meeting must be held within 60 days of receipt of the written request.
4. The time and location for the meeting will be determined by the National Committee and will be held in such a location that best serves the majority of members.
5. The meeting may be held using electronic means provided that it is held in real time in the presence of a scrutineer throughout at each location and for the purpose of voting.
6. 30 days written notice of the Special General Meeting must be given to all eligible members by the Business Director. Such notice must state the place, date, time and agenda.

13.2 QUORUM

1. Business can only be transacted if a quorum is first established.
2. A quorum for the transaction of business at any Special General Meeting will consist of 20% of eligible members.
3. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be adjourned until a later time that same day. If at the adjourned meeting a quorum is not present within half an hour from the new time appointed for the meeting, the meeting will lapse.

13.3 VOTING AT SPECIAL GENERAL MEETINGS

1. Only eligible members are entitled to vote.
2. Each member will have one vote save for the case of the National Director who may exercise a casting vote in accordance with the Constitution.
3. Voting may be by secret ballot if requested by any member present.
4. The National Committee will appoint two scrutineers who will report the result of any ballot to the National Director.
5. The result of the vote will be announced at the meeting.
6. A simple majority of the members who vote will be sufficient to pass any resolution.

14 PROXY VOTING

Proxy voting is not permitted under the Constitution.

15 STATE MEETINGS

State meetings may be called by the National Committee from time to time as the need arises. Such meetings can serve only for the exchange of information.

16 MINUTES

1. Proper minutes of all proceedings of all meetings of the CDAA and of meetings of the National Committee shall be entered within one month after the relevant meeting in minute books kept for this purpose and published within one month of the meeting date.
2. The minutes kept pursuant to this clause must be confirmed by the members of the CDAA or the members of the National Committee (as relevant) at a subsequent meeting.
3. The minutes kept pursuant to this clause shall be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting at which the minutes are confirmed.
4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

17 NOTICES

Notices may be given by the CDAA to any person entitled under the Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the person's registered address or facsimile number or electronic mail address as nominated by them on their latest application or renewal form.

18 WINDING UP

18.1 GENERAL

1. The CDAA may be wound up in the manner provided for in the Act.
2. If at any meeting a resolution for the dissolution of the CDAA is moved, then the resolution must be passed by more than eighty percent (80%) of all financial members.

18.2 DISTRIBUTION OF PROPERTY ON WINDING UP

1. If on dissolution of the CDAA, there remains after all liabilities have been discharged, any assets, those assets must be distributed to any such organisation whose aims and objectives are similar to those of the CDAA.
2. Such distribution will be determined by the members at a Special General Meeting to be held at or before the time of dissolution.

19 ALTERATION OF CONSTITUTION

1. The Constitution may be amended by electronic ballot with the results announced at the Annual General Meeting.
2. The Constitution may also be amended at a Special General Meeting established in accordance with the Constitution.
3. Proposals to change the Constitution shall be in writing and shall be signed by the proposer and the seconder. The proposer and the seconder must be eligible members of the CDAA.
4. Where the Constitution is amended by electronic ballot, any proposal to change the Constitution shall be received by the Business Director not less than 45 days prior to the polling date.
5. The Business Director shall notify each member in writing of the proposed amendment(s) at least 30 days prior to the Annual General Meeting.
6. A minimum of 25% of eligible members must vote in any ballot to change the Constitution. Of those who vote, a minimum of 75% must vote in favour of the change for such change to be accepted.
7. The Business Director shall give notice to all members in writing of the duly passed amendments within 30 days and amendments will come into effect seven days after such notice is posted.
8. Changes to the Constitution must be duly registered by the Public Officer in accordance with the Act.